LAND TITLE AND SURVEY AUTHORITY OF BRITISH COLUMBIA

BY-LAWS

CONTENTS

PART 1: INTERPRETATION 1

1.1 Definitions 1
1.2 Interpretation 2
1.3 Headings 2
1.4 Conflict with the Act 2
1.5 Void, Illegal or Invalid Provisions 2

PART 2: OPERATION OF THE AUTHORITY 2

2.1 Head Office 2
2.2 Corporate Seal and Land Title Official Seals 3
2.3 Facsimile Signatures 3
2.4 Banking 3
2.5 Voting Rights in Other Bodies Corporate 3

PART 3: BORROWING AND SECURITIES 4

3.1 – 3.2 Borrowing Power 4
3.3 Delegation of Borrowing Powers 4

PART 4: DIRECTORS 4

4.1 Numbers and Powers 4
4.2 – 4.4 Duties 4/5
4.5 Appointment and Term 5
4.6 Vacation of Office 5
4.7 Vacancy in the Board 5
4.8 Skills and Experience Profile 5

PART 5: DIRECTORS' REMUNERATION AND REIMBURSEMENT 5

5.1 – 5.3 Remuneration 5-6
5.4 – 5.5 Reimbursement 6-7
5.6 – 5.7 Payments 7
5.8 No Additional Payments 7

PART 6: MEETINGS OF DIRECTORS 7

6.1 Calling of Meetings 7
6.2 Notice of Meeting 7
6.3 Other Meetings of the Board 8

6.4 Forms of Notice 8
6.5 Forms of Notice for Other Meetings of the Board 8
6.6 Address for Notice 8
6.7 Waiver of Notice 8
6.8 Adjournment 8-9
6.9 Quorum 9
6.10 Chair 9
6.11 Powers of Directors Where Quorum Present 9
6.12 Determination of Questions 9
6.13 Disclosure of Interest 9
6.14 Resolutions without a Meeting 9
6.15 Minutes of Meetings 10
6.16 In Camera Meetings 10

PART 7: COMMITTEES OF THE BOARD 10

7.1 Power to Appoint to Committees 10
7.2 Ex-officio Member 10
7.3 – 7.4 Committee Chair 10
7.5 Mandated Committees 10-11
7.6 – 7.8 Audit and Finance Committee 11
7.9 Quorum and Procedures at Meetings 11-12
7.10 Minutes of Meetings 12

PART 8: OFFICERS 12

8.1 Appointment of Officers 12
8.2 Removal of Officers, etc. 12
8.3 Duties of Officers may be Delegated 12
8.4 Chair and Vice Chair of the Board 12
8.5 Secretary 12-13

PART 9: STAKEHOLDER ADVISORY COMMITTEE 13

9.1 – 9.4 Establishment of Stakeholder Advisory Committee 13
9.5 Powers of Chief Executive Officer 13
9.6 Meetings 14
9.7 Record of Meetings 14
9.8 Expenses 14

PART 10: ANNUAL MEETINGS 14

10.1 Annual Meetings 14

PART 11: EXAMINATION OF RECORDS 14

11.1 Access by Auditor and Directors 14
11.2 Public Access 15

PART 11A: RECORDS MANAGEMENT 15

11A.1 Destruction of Hardcopy Versions of Duplicated Non-Historic Records..... 15
11A.2 Destruction of Hardcopy Versions of Duplicated Records Received Under the *Land Owner Transparency Act* 15

PART 12: NOTICES 15

12.1 Method of Giving Notice 15-16
12.2 Computation of Time 16
12.3 Signature of Notice 16
12.4 Omissions and Errors 16
12.5 Waiver of Notice 16

PART 13: SERVICE FEES 16

13.1 Fees 16
Definitions 16-17
Table 1 (Statutory Service under *Land Title Act*) 17/18
Table 2 (Statutory Service under *Land Act*) 19
Table 3 (Statutory Service under *Mineral Tenure Act*) 19
Table 4 (Statutory Service under *Energy Resource Activities General Reg.)* 19-20
Table 5 (Statutory Service under *Land Owner Transparency Act*) 20
Table 6 (Delegated Powers) 20
Table 7 (Administrative Services) 21-22
13.2 Fee Exemptions by Resolution 22
13.3 Electronic Transaction Service Charge 22
13.4 – 13.6 Government Exemption from Administrative Service Fees 22-23

PART 14: DIRECTORS' NOMINATION AND APPOINTMENT 23-25

PART 15: COMPLAINTS 25

15.1 -15.5 Appointment of manager 25-26
15.6 – 15.8 Powers and duties of manager 26
15.9 – 15.10 Jurisdiction of manager 26-27
15.11 – 15.12 Complaint to manager 27
15.13 Refusal or ceasing to investigate 27
15.14 Manager may consult or request assistance 28
15.15 – 15.16 Obtaining and using information 28
15.17 – 15.19 If investigation refused or complaint is not substantiated 28
15.20 Procedure after investigation 28
15.21 -15.24 Request to Chief Executive Officer 29
15.25 Complainant to be informed 29

PART 16: EFFECTIVE DATE 29

16.1 Effective Date 29

SCHEDULE A: Skills and Experience Profile 30-32

LAND TITLE AND SURVEY AUTHORITY OF BRITISH COLUMBIA

(the "Authority")

BY-LAWS

These by-laws are enacted as by-laws of the Authority under sections 19(1), 19(2)(b) and 25(5) of the *Land Title and Survey Authority Act*.

PART 1

INTERPRETATION

Definitions

1.1 In these by-laws, except as the context otherwise requires:

(a) "Act" means *Land Title and Survey Authority Act* as from time to time amended, and includes the regulations under that Act, from time to time in force;

(b) "board" means the board of directors of the Authority from time to time and includes, to the extent that it has authority to act on behalf of the board, a committee;

(c) "by-laws" means these by-laws and all other by-laws of the Authority from time to time in effect;

(d) "committee" means a committee of one or more directors appointed in accordance with these by-laws;

(e) "delivery address" means in the case of a director, officer, or auditor, such person's most recent delivery address as recorded in the records of the Authority;

(f) "fee" means the amount payable for each transaction, service or other matter described unless otherwise specified;

(g) "governance committee" means the committee referred to in section 7.5(b);

(h) "pending" means the time after an application is received under section 153 of the *Land Title Act* and before the application is registered under section 36 of the *Land Title Act*;

(i) "secretary" means the corporate secretary of the Authority;

(j) "signing officer" means, in relation to any instrument, a person authorized to sign the instrument on behalf of the Authority by the by-laws or by a resolution passed by the directors;

(k) "Surveyor General" means the Surveyor General appointed under the Act; and

(l) unless otherwise expressly provided in the by-laws a word or expression defined in the Act has the meaning so defined.

Interpretation

1.2 In the interpretation of the by-laws:

(a) words importing singular number include the plural and vice versa;

(b) words importing gender include the masculine, feminine and neuter; and

(c) a word importing a person includes an individual, body corporate, partnership, trust, estate and an unincorporated organization.

Headings

1.3 The division of by-laws into parts and the headings of parts and sections will be considered as for convenience of reference only and will not affect the construction or interpretation of the by-laws.

Conflict with Act

1.4 To the extent that there is any conflict between a provision of the by-laws and a provision of the Act, the provisions of the Act will prevail.

Void, Illegal or Invalid Provisions

1.5 Each provision of the by-laws is intended to be severable, and the unenforceability or invalidity of any provision will not affect the enforceability or validity of any other provision of the by-laws.

PART 2

OPERATION OF THE AUTHORITY

Head Office

2.1 The head office of the Authority is located at Suite 210, 1321 Blanshard Street, Victoria, British Columbia. The Authority may from time to time by resolution of the board change the address of the head office of the Authority to another location within British Columbia.

Corporate Seal and Land Title Office Official Seals

2.2 The board must by resolution adopt a corporate seal for the Authority and an official seal for each land title office and may, from time to time, change the seals that are adopted, and must provide for the safe custody of any seal that is adopted. A document executed on behalf of the Authority is not invalid merely because the corporate seal is not affixed to it.

Facsimile Signatures

2.3 The signature of an officer or director of the Authority that is, by authority of the board, printed, lithographed, engraved or otherwise reproduced upon an instrument or document (including a negotiable instrument) to be signed, executed or issued by the Authority or by any of its officers or directors, and an instrument or document on which the signature of any such person is so reproduced, will be as valid as if the signature had been affixed manually by such person, and will be so valid notwithstanding that, at the time of the issue or delivery of the instrument or document, the person whose signature is so reproduced is deceased, has ceased to hold the office giving rise to his or her authority or is otherwise incapacitated from personally signing the instrument or document.

Banking

2.4 The banking business of the Authority, including, without limitation, the borrowing of money and the giving of security therefor, will be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof will be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

Voting Rights in Other Bodies Corporate

2.5 To enable the Authority to exercise voting rights attaching to securities held by the Authority:

(a) the authorized signing officers of the Authority may from time to time execute and deliver proxies and arrange for the issuance of voting certificates or other evidences of such rights in favour of such person or persons as may be determined by the officers by whom they are executed; and

(b) the board, or failing the board, the authorized signing officers of the Authority, may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or will be exercised.

PART 3

BORROWING AND SECURITIES

Borrowing Power

3.1 Without limiting the powers of the board set forth in the Act, the board may from time to time, in such amounts and on such terms as it deems expedient, cause the Authority to:

(a) borrow money upon the credit of the Authority, including by way of overdraft;

(b) issue and re-issue evidences of indebtedness of the Authority;

(c) give a guarantee to secure performance of any obligation to any person; or

(d) subject to the Act and the *Land Title Act*, create a security interest in the undertaking of the Authority or in all or any of the currently owned or subsequently acquired property and assets of the Authority, including without limiting the generality of the foregoing, real and personal property, movable and immovable property, tangible and intangible assets, book debts, rights, powers and franchise, to secure any present or future obligation of the Authority.

3.2 Nothing in these by-laws limits or restricts the borrowing of money by the Authority on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Authority.

Delegation of Borrowing Authority

3.3 The board may from time to time delegate to a committee, to a director, or to an officer of the Authority all or any of the powers conferred on the board by section 3.1 to such extent and in such manner as the board from time to time determines.

PART 4

DIRECTORS

Number and Powers

4.1 The board consists of the number of directors established in the Act. The board must manage, or supervise the management of, the business and affairs of the Authority in accordance with the Act and the by-laws and may exercise all such powers and do all such acts and things as may be exercised or done by the Authority and are not by the Act or the by-laws expressly directed or required to be done in some other manner.

Duties

4.2 Every director and officer of the Authority in exercising his or her powers and discharging his or her duties must:

(a) act honestly and in good faith with a view to the best interests of the Authority; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 A director must, within fifteen days after changing his or her delivery address, send the Authority a notice of that change.

4.4 Every director and officer of the Authority must comply with the Act and the by-laws.

Appointment and Term

4.5 Directors must be appointed and will hold office in accordance with the provisions of the Act.

Vacation of Office

4.6 A director ceases to hold office as provided in the Act and a replacement for such director will be appointed as provided in the Act.

Vacancy in the Board

4.7 A quorum of the board may act notwithstanding any vacancy in its body.

Skills and Experience Profile

4.8 In accordance with sections 13 and 19(2) of the Act, the skills and experience profile that must be represented on the board is as set out in Schedule "A" to these by-laws.

PART 5

DIRECTORS' REMUNERATION AND REIMBURSEMENT

Remuneration

5.1 The Authority will pay the following Annual Director Fees as remuneration to the directors of the Authority:

(a) to the Chair of the Board, an Annual Director Fee of $73,903.00;

(b) to each director, other than the Chair of the Board, who is the chair of a committee, an Annual Director Fee of $52,788.00;

(c) to each director who is not referred to in subsection (a) or (b), an Annual Director Fee of $42,230.00.

5.2 The Authority will pay the remuneration referred to in section 5.1 in installments in accordance with section 5.6, which instalments will be prorated to reflect the period of time the director held that office during the period of time to which the payment relates.

5.3 In addition to the remuneration referred to in section 5.1,

(a) the Authority will pay to each director except the Chair or Vice-Chair of the Board (where the director serving as the Vice-Chair is already a Committee Chair) or the chair of a committee, a Special Fee of $893.00 for each 7 hour day (or a prorated amount for each period of less than 7 hours) for work of that director on special assignments for the Authority, as approved by the Chair of the Board. For clarity, a director may not claim as work on a special assignment (and the Authority will not pay as a Special Fee) a director's preparation for or attendance at a meeting of the Board, of any committee of the Board or the annual general meeting of the Authority.

(b) the Authority will pay to each director, except the Chair of the Board, assigned to a task group a Task Group Fee of $5,279.00 for all work of that director to carry out the specified function of an established task group.

Reimbursement

5.4 Subject to section 5.5, the Authority will provide reimbursement to each director for the following expenses or fees (each a "Reimbursable Expense")

(a) reasonable expenses actually incurred by the director in attending or participating in:

(i) any meeting of the Board or of any committee of the Board;

(ii) an annual general meeting of the Authority;

(iii) completion of special assignments or task group work referred to in section 5.3;

(iv) relevant education opportunity fees or program related costs for training courses, chapter events, seminars hosted in Canada, or webinars hosted online to an aggregate maximum of $3,000.00 (excluding travel) per Director per fiscal year unless otherwise approved by the Authority**.

provided always that the items in subsection 5.4(a)(iv) must be taken to maintain or upgrade skills related to being a director and is mainly for the benefit of the Authority.

**Prior written approval of the Governance Committee Chair (or the Board Chair in the case of Governance Committee Chair requests), is required for any educational opportunities attended outside of British Columbia.

5.5 In order to be eligible for reimbursement, Reimbursable Expenses must be:

(a) verified by a completed expense claim form submitted to the Authority by the director claiming the reimbursement;

(b) supported by expense receipts, if receipts are required under the policies adopted by the Authority from time to time; and

(c) approved by the Authority in accordance with policies adopted by the Authority from time to time.

Payments

5.6 The Authority will on or before January 15, April 15, July 15 and October 15 of each year pay to each director for the three calendar months preceding the month in which each such date falls

(a) the remuneration payable to that director under sections 5.1 (adjusted in accordance with section 5.3), and

(b) the amounts due to be reimbursed to that director under section 5.4.

5.7 Despite section 5.6, a director may, no more frequently than once a month, request the Authority to reimburse the director for Reimbursable Expenses incurred in the preceding calendar month, and the Authority will pay to the director the amount due to be reimbursed within 30 days after receipt by the Authority of the items required under section 5.5, and in that case, the Authority's obligation to provide that reimbursement to that director is satisfied.

No Additional Payments

5.8 Except as provided for in these by-laws, a director is not entitled to any additional remuneration or reimbursement from the Authority.

PART 6

MEETINGS OF DIRECTORS

Calling of Meetings

6.1 Meetings of the board and of any committee may be held at any place. A meeting of the board and any committee will be conducted on each date specified in the annual meeting schedule as approved by the Board and communicated by the secretary to the directors prior to start of each fiscal year.

Notice of Meeting

6.2 Notice of the time and place for the holding of any meeting of the board referred to in section 6.1 or of any committee must be given to each director, or, to each member of the committee, as the case may be, not less than 7 days before the time when the meeting is to be held. A notice of a meeting of the board or of any committee need not specify the purpose of or the business to be transacted at the meeting.

Other Meetings of the Board

6.3 In addition to meetings of the board convened in accordance with section 6.1,

(a) a meeting of the board may be requisitioned by the Chair of the Board at any time, or if Chair of the Board is unavailable, by the Vice Chair of the Board or any two directors,

(b) a meeting of the board must be requisitioned by the Chair of the Board if requested to do so by 3 directors, or if the Chair of the Board does not do so within 24 hours after receipt of such request, a meeting of the board may be requisitioned by any 3 directors,

and the secretary will convene a meeting of the board requisitioned under this section.

Forms of Notice

6.4 Notice of the time and place of a meeting of the board referred to in section 6.1 or of any committee will be given in writing in accordance with section 12.1.

Forms of Notice for Other Meetings of the Board

6.5 Notice of the time and place of a meeting of the board convened under section 6.3 must be given to each director:

(a) in writing in accordance with section 12.1 not less than 2 days before the time when the meeting is to be held, or

(b) verbally at least 2 hours before the time when the meeting is to be held.

Address for Notice

6.6 When notice of a meeting of the board or of any committee is given to a director, it must be addressed to the director at his or her delivery address, but a notice sent to any other address at the request of the director will not be invalid.

Waiver of Notice

6.7 Notice of any meeting of the board or of any committee or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at a meeting of the board or of any committee is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Adjournment

6.8 Any meeting of the board or of any committee may be adjourned from time to time by the chair of the meeting, with the consent of the directors in attendance at the meeting, to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting will be deemed to have terminated forthwith after its adjournment.

Quorum

6.9 A majority of the number of directors then in office will constitute a quorum for the transaction of business at any meeting of directors.

Chair

6.10 The Chair of the Board will be chair of each meeting of the board, but if at any meeting the Chair of the Board is not, within 15 minutes after the time appointed for holding the meeting, present and willing to act, the chair of the meeting will pass to the directors in the following order: Vice Chair of the Board, chair of the audit and finance committee, the director who the directors present by resolution choose from their number to be chair of the meeting.

Powers of Directors Where Quorum Present

6.11 A meeting of directors at which a quorum is present is competent to exercise all or any of the powers, duties and functions for the time being vested in or exercisable by the board generally.

Determination of Questions

6.12 Except as provided in section 11(3) of the Act, questions arising at a meeting of the board will be decided by a majority of votes and in the case of an equality of votes, the chair will have a second or casting vote. Where a meeting is held by telephone conference call, the chair of the meeting will call the motion and state that the vote will proceed by way of each director verbally identifying themselves, Directors will state their name and indicate whether they are for or against the motion.

Disclosure of Interest

6.13 A director who has, under the Act, a disclosable interest in any contract or transaction must not participate in that part of a meeting of the directors during which such contract or transaction will be discussed, including any vote on any directors' resolution to approve that contract or transaction.

Resolutions without a Meeting

6.14 A resolution of the directors or of a committee may be passed without a meeting in accordance with section 18(3) of the Act.

Minutes of Meetings

6.15 The board and each committee must keep regular minutes of their meetings and cause them to be recorded in books kept for that purpose at the head office of the Authority. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

In Camera Meetings

6.16 The board and each committee of the board may exclude all persons, other than directors or members of the committee, as the case may be, from a meeting or portion of a meeting of the board or committee of the board, as the case may be, and hold meetings or parts of meetings "in camera".

PART 7

COMMITTEES OF THE BOARD

Power to Appoint to Committees

7.1 On the recommendation of the Chair of the Board, the board may from time to time appoint from its number one or more committees, including without limitation those committees referred to in section 7.5, as well as task groups with a specified and time-limited function, and the board may, subject to the Act, delegate to any such committee any of the powers or duties of the directors.

Ex-officio Member

7.2 The Chair of the Board is an ex-officio member of each committee of the board.

Committee Chair

7.3 On the recommendation of the Chair of the Board, the board must appoint a chair of each committee.

7.4 The chair of a committee will determine the frequency and scheduling of committee meetings and such meetings will be scheduled in conjunction with board meetings, when possible. A meeting of a committee may be requisitioned by the chair of that committee at any time, and the secretary will upon requisition by the chair of that committee convene a meeting of the committee.

Mandated Committees

7.5 On the recommendation of the Chair of the Board, the board must annually appoint from its number the following committees:

(a) an audit and finance committee to assist the board in fulfilling its obligations and oversight responsibilities relating to the Authority's audit process, financial reporting, system of corporate controls and risk management, and when required, to make recommendations in respect of such matters to the board; and

(b) a governance committee to assist the Board in reviewing the policies and practices of the board, ensuring the continuing ability of the board to fulfill its legislated mandate and implementing effective due diligence practices for the operations of the Authority;

(c) a new ventures committee to assist the board in reviewing and overseeing commercially-oriented opportunities identified by senior management that are distinct from the core registry business which may include, without limitation, commercial products, services, technologies, investments, partnerships and new ventures including potential acquisitions; and

(d) a human resources committee to assist the Board in fulfilling its strategic oversight of the CEO and supervision of the human resources policies and practices of the Authority.

Audit and Finance Committee

7.6 The audit and finance committee must be comprised of not less than 3 directors.

7.7 The auditor of the Authority is entitled to receive notice of every meeting of the audit and finance committee and, at the expense of the Authority, to attend and be heard at such meetings; and, if so requested by a member of the audit and finance committee, will attend every meeting of the committee held during the term of office of the auditor. The auditor of the Authority or any member of the audit and finance committee may call a meeting of the committee.

7.8 The audit and finance committee must review the financial statements of the Authority prior to approval thereof by the board.

Quorum and Procedures at Meetings

7.9 Except as otherwise determined by the board:

(a) a majority of the number of directors, other than the Chair of the Board, then constituting a committee will constitute a quorum for the transaction of business at any meeting of such committee;

(b) a question arising at a meeting of a committee will be determined by a majority of the votes cast thereon, and in the case of an equality of votes the chair of the meeting will be entitled to a second or casting vote;

(c) each committee will meet and adjourn as it thinks proper and will have power to make rules for the conduct of its business;

(d) a committee may act notwithstanding any vacancy in its body;

(e) where a committee has only one member, that member may constitute a meeting; and

(f) a meeting of a committee may be held at any place that a meeting of the board may be held.

Minutes of Meetings

7.10 Section 6.15 applies to minutes of the meetings of a committee. In addition, a committee will report its minutes to the board as the board from time to time requires.

PART 8

OFFICERS

Appointment of Officers

8.1 Except for the first Chair of the Board (who was appointed under section 44(8) of the Act), the board may appoint a Chair of the Board and a Vice Chair of the Board from among its number and may appoint a secretary. The board may, as in its discretion it thinks fit, authorize the chief executive officer of the Authority to appoint other officers of the Authority.

Removal of Officers, etc.

8.2 All officers, employees and agents, in the absence of agreement to the contrary, will be subject to removal by resolution of the board at any time, with or without cause.

Duties of Officers may be Delegated

8.3 In the case of the absence or inability or refusal to act of any officer of the Authority or for any other reason that the board may deem sufficient, the board may, provided to do so does not violate the Act, the *Land Act* or the *Land Title Act*, delegate all or any of the powers of such officer to any other officer or to any director for the time being.

Chair and Vice Chair of the Board

8.4 The Chair of the Board will possess and may exercise such powers and will perform such other duties as may from time to time be assigned to the Chair of the Board by the board. The Vice Chair of the Board will possess and may exercise such powers and will perform such other duties as may from time to time be assigned to the Vice Chair of the Board by the board.

Secretary

8.5 The secretary will give or cause to be given notices for all meetings of the directors and any committee when directed to do so and will have charge of the minute books of the Authority and of the documents and registers of the Authority required to be maintained by the Act. The secretary will have such other powers and will perform such other duties as may from time to time be assigned to the secretary by the board or the chief executive officer or as are incidental to the secretary's office.

PART 9

STAKEHOLDER ADVISORY COMMITTEE

Establishment of Stakeholder Advisory Committee

9.1 The board hereby establishes a stakeholder advisory committee to provide advice or recommendations to the board and the chief executive officer on the operations of the Authority, including advice or recommendations on the effectiveness of and improvements to the activities, programs, services and special projects of the Authority and on any other matter requested by the board or the chief executive officer.

9.2 The stakeholder advisory committee will consist of:

(a) the chief executive officer, who is a permanent member and the chair of the committee; and

(b) one nominee, approved by the chief executive officer, of each of the stakeholder entities (as that term is defined in the Act) and of the British Columbia Historical Federation, the British Columbia Assessment Authority, the British Columbia Notaries Association, the Canadian Bankers Association, the Canadian Bar Association and the Central 1 Credit Union, to the extent such entities choose to make nominations.

9.3 The chief executive officer will report to the board from time to time with a list of the members of the stakeholder advisory committee and the name of the entity that nominated each person on that list.

9.4 The stakeholder advisory committee is not a committee of the directors and no director may be nominated for or appointed to the committee. The committee is not a decision making body.

Powers of Chief Executive Officer

9.5 The chief executive officer may in his or her discretion:

(a) make appointments to the stakeholder advisory committee in addition to the members of the committee approved under section 9.2;

(b) establish subcommittees of the stakeholder advisory committee and make appointments thereto;

(c) rescind a person's membership in the stakeholder advisory committee or any of its subcommittees.

Meetings

9.6 The chair of the stakeholder advisory committee will determine the frequency, location and scheduling of stakeholder advisory committee meetings and of any of its subcommittees and the method by which notices for such meetings will be given.

Record of Meetings

9.7 The stakeholder advisory committee may, in respect of matters arising at its meetings, keep a record of items requiring further action and of the committee's advice or recommendations to the board and the chief executive officer. The chief executive officer will provide such record to the board when requested to do so by the board.

Expenses

9.8 The Authority will reimburse each member of the stakeholder advisory committee for reasonable expenses actually incurred by the member in attending or participating in any stakeholder advisory committee meeting if the expenses are:

(a) verified by a completed expense claim form submitted to the Authority by the member claiming the reimbursement,

(b) supported by expense receipts, if receipts are required under the policies adopted by the Authority from time to time, and

(c) approved by the Authority in accordance with policies adopted by the Authority from time to time.

PART 10

ANNUAL MEETINGS

Annual Meetings

10.1 The Authority will hold annual general meetings as required under the Act.

PART 11

EXAMINATION OF RECORDS

Access by Auditor and Directors

11.1 The auditor and every director will at all reasonable times have access to, and may without charge take extracts from, all accounts, records, books and other documents of the Authority.

Public Access

11.2 Any person may, during normal business hours, inspect the records of the Authority as permitted under section 25(3) of the Act, provided that if a person requests a copy of any such record under section 25(4) of the Act, the Authority will be entitled to charge the fee established at Part 13, Table 7, or such other consideration as may be determined from time to time by the directors.

PART 11A

RECORDS MANAGEMENT

Destruction of Hardcopy Versions of Duplicated Non-Historic Records

11A.1 The Authority may destroy a registered instrument, document filed, application, or other record submitted to the registrar in paper format and recorded in the land title office Running Number Series at any time after such record has been retained by the registrar for 24 months after the date such record is registered, filed or otherwise submitted to the registrar, provided that the record has been digitally imaged by the Authority and a system backup of such image is securely stored in a remote, data storage facility separate from any other office of the Authority.

Destruction of Hardcopy Versions of Duplicated Records Received under the *Land Owner Transparency Act*

11A.2 The Authority may destroy a document or record filed with or submitted, given or provided to the administrator under the *Land Owner Transparency Act* at any time after such record has been retained by the administrator for 24 months after the date such record was filed, submitted, given or provided to the administrator, provided that the document or record has been

digitally imaged by the Authority and a system backup of such image is securely stored in a remote, data storage facility separate from an other office of the Authority.

PART 12

NOTICES

Method of Giving Notices

12.1 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the by-laws or otherwise to a director, officer or auditor will be sufficiently given: (a) if delivered personally to the person to whom it is to be given; (b) if delivered to the person's delivery address; (c) if mailed to such person at such delivery address by prepaid ordinary or air mail; (d) if sent to such person at such delivery address by means of prepaid electronic facsimile transmission; or (e) other electronic communication capable of producing a printed copy; or, if not prohibited by applicable laws or regulatory policies, by e-mail to an e-mail address provided by such person to the Authority. A notice so delivered will be deemed to have been given when it is delivered personally or to the delivery address as aforesaid; a notice so mailed will be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic facsimile, other electronic communication or e-mail will be deemed to have been given when it is transmitted by the Authority or, if transmitted by another, on the day when it is transmitted to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the delivery or e-mail address of any director, officer or auditor in accordance with any information reasonably believed by the secretary to be reliable.

Computation of Time

12.2 In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice will be excluded and the day of the meeting or other event will be included.

Signature to Notice

12.3 The signature to any notice to be given by the Authority may be in whole or in part written, stamped, typewritten, printed or in electronic format.

Omissions and Errors

12.4 The accidental omission to give a notice to any director, officer, or auditor or the non-receipt of a notice by any such person or an error in a notice not affecting the substance thereof will not invalidate any action taken at a meeting held pursuant to such notice or otherwise founded thereon.

Waiver of Notice

12.5 A director, officer, auditor or member of a committee of the board may at any time in writing waive any notice, or waive or abridge the time for any notice required to be given under

any provision of the Act, the by-laws or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, will cure any default in the giving or in the time of such notice, as the case may be.

PART 13

SERVICE FEES

Fees

13.1 The fee payable to the Authority for a transaction, service or other matter itemized in Column 1 is set out opposite that item in Column 2 of each of the tables set out below:

Definitions

1 In Table 1:

"original fee", in relation to a pending application, means the fee payable under section 386.1 (1) (a) of the *Land Title Act* when the application is tendered;

"specified family order" means

(a) an order respecting child support or spousal support under the *Family Law Act*, or

(b) a maintenance order within the meaning of the *Family Maintenance Enforcement Act*.

Table 1

Column 1 **Statutory Service under the *Land Title Act***	**Column 2** **Base Fee payable to the Authority**
1. Indefeasible Title To (a) register an indefeasible title, (b) issue a duplicate indefeasible title under section 176 or provisional indefeasible title under section 193, (c) endorse a change of name under section 191 (2), or (d) cancel interior lot lines under section 137 and register an indefeasible title to the resulting parcel.	$44.45
2. Charges (1) To (a) register a charge, or anything in the same manner as a charge, (b) lodge a caveat, or an order referred to in section 284, (c) file a notice of tax sale under section 272, (d) register a transfer, transmission, modification, extension, renewal or postponement of anything registered under Item 2 (1), or (e) endorse a change of name under section 191 (3).	$44.45 for each action described regardless of the number of indefeasible titles affected by the action
Exceptions (2) To do anything under Item 2 (1) in respect of (a) a specified family order, or (b) a claim of lien, or a certificate of pending litigation, under the Builders Lien Act.	NIL

3. General Filing, Amendment or Change of Address (1) To (a) file an instrument or other document not provided for in this schedule, or (b) make an amendment or other endorsement not provided for in this schedule on the register or another record. *Exceptions* (2) To file a change of address.	$17.78 NIL
4. Cancellation of a Charge (1) To (a) cancel the registration of a charge, or of anything registered in the same manner as a charge, (b) withdraw a caveat or make an endorsement of the withdrawal, lapse or discharge of a caveat, or (c) file a notice of redemption under section 273. *Exceptions* (2) To cancel registration of (a) a specified family order, (b) a claim of lien, or a certificate of pending litigation, under the Builders Lien Act, or (c) a charge or other matter described in Item 2 (1) that is derived from or dependent on a charge or other matter described in Item 2 (1) that has been cancelled. (3) For a merger of a charge or another matter referred to in Item 2 (1).	$17.78 for each action described regardless of the number of indefeasible titles affected by the action NIL
5. Plans (1) To (a) file or deposit a plan, or (b) file a petition under section 123. *Exceptions* (2) To file or deposit a public official plan under section 59, a posting plan under section 68 or a composite plan under section 71.	$55.82 NIL
6. Pending Applications (1) For (a) a withdrawal of a pending application, or (b) a cancellation of a pending application under section 308 (3). *Refusal Notices* (2) For a refusal notice under section 308 (1).	The lesser of $17.78 and the original fee $17.78
7. Certification To (a) provide a certificate not described in Item 1 (b) or a certified copy of a record or other document, or (b) provide a certified abstract of title or a certified extract from the register or another record.	$8.86
8. Surveyor General Services For the Surveyor General to consider whether to (a) allow a block outline posting under section 69 (3), (b) approve an explanatory plan under section 70 (3), (c) make an endorsement under section 94 (1) (c) or (d) or 118 (1), (d) make a designation under section 218 (1) (d) or 219 (3) (c), or (e) approve an assignee under section 219 (11) (b).	$279.04

9. Retrieval of Images To provide, in an electronic format, all or part of an imaged instrument, plan or other document.	$9.43
10. Searches For a search under section 377 or a copy of the search results, or both.	$5.86
11. *Aeronautics Act* (Canada) To file a zoning regulation and plan under section 22 of the *Land Title Act Regulation.*	$2.49 for each indefeasible title to which the plan relates
12. Parcel Activity Notifier For a six-month subscription service for automated alerts from the Registrar to the subscriber providing notification of the receipt of pending applications, corrections or legal notation endorsements related to a specific parcel.	$6.91 per subscription

Table 2

Column 1 **Statutory Service under the *Land Act***	**Column 2** **Base Fee payable to the Authority**
1. Preparation by the Surveyor General, or persons acting under the Surveyor General's direction, of a certified true copy of any legal document, including a survey plan.	$106.22
2. Extracting, reviewing, researching or compiling information from records of the Land Title and Survey Authority of British Columbia other than "records" as defined in the *Land Title Act.*	$106.22 for each hour with a $53.11 minimum fee
3. Issuance by the Surveyor General, or persons acting under the Surveyor General's direction, of survey instructions and for the final plan examinations by the Surveyor General, or persons acting under the Surveyor General's direction, of survey plans of Crown land, including without limitation for easements or statutory rights of way and plans under sections 72 and 79.	$675.19
4. Conduct of survey research by the Surveyor General, or persons acting under the Surveyor General's direction in addition to all other applicable fees payable to the Land Title and Survey Authority of British Columbia.	$106.22 per hour, with a minimum $106.22 fee

Table 3

Column 1 **Statutory Service under the *Mineral Tenure Act***	**Column 2** **Base Fee payable to the Authority**
1. Mineral Tenure Act Plan Confirmation	1 to 10 cells or claims, inclusive - $822.44

The fee set under section 64(3)(c) of the *Mineral Tenure Act* for Survey Plan approvals by Surveyor General under sections 42, 44 and 53 of *Mineral Tenure Act* (in respect of plans resulting from full or partial surveys).	11 to 20 cells or claims, inclusive - $1,809.38 21 to 30 cells or claims, inclusive - $3,618.73 31 or more cells or claims - $5,428.00
2. Mining Lease Reduction Plan Confirmation Review and examination by the Surveyor General of a plan prepared to reduce the area of a Mining Lease in accordance with section 44 Mineral Tenure Act.	$822.44 per plan

Table 4

Column 1 **Statutory Service under the *Energy Resource Activities General Regulation***	**Column 2** **Base Fee payable to the Authority**
1. Plan examination by the Surveyor General, or persons acting under the Surveyor General's direction, of a survey plan of Crown land for a right of way under the *Energy Resource Activities General Regulation*, and deposit of such plan in the Land Title Register by the Surveyor General.	$675.19
2. Plan examination by the Surveyor General, or persons acting under the Surveyor General's direction, of a survey plan for a well site under the *Energy Resource Activities General Regulation*, and filing of such plan in the Crown Land Registry by the Surveyor General.	$328.26
3. Application to the Surveyor General for an extension of time to complete a survey or plan under the *Energy Resource Activities General Regulation*.	$164.13

Table 5

Column 1 **Statutory Service under the *Land Owner Transparency Act***	**Column 2** **Fee payable to the Authority**
1. Filing of transparency declaration under any provision of the Act.	$10.61
2. Filing of transparency report under any provision of the Act.	$60.15
3. Inspection of transparency records or search of reported information by: (a) an enforcement officer or a ministry official or employee under section 31; (b) an official or employee of a taxing authority under section 32; (c) an officer within the meaning of the *Police Act* or a member of the Royal Canadian Mounted Police under section 33; (d) an official or employee of a regulator under section 34.	Nil
4. Search of publicly accessible information under section 35.	Nil
5. Copy of or extract from	Nil

(a) transparency records or reported information, or (b) publicly accessible information, obtained from the administrator.	
6. Application under section 40 *[Application to omit information if health or safety at risk]*.	$36.09
7. Application under section 42 *[Application to correct or change information]*.	$180.46
8. Notice under section 17.1 *[Notice required if corporation, trust or partnership ceases to be relevant corporation, relevant trust or relevant partnership]*	$36.09

Table 6

Column 1 **Delegated Power**	**Column 2** **Base Fee payable to the Authority**
Section 58 of the *Land Act.*	$279.04
Section 108(5) of the *Land Title Act.*	$279.04

Table 7

Column 1 **Administrative Service**	**Column 2** **Administrative Fee payable to the Authority**
1. Manual Location and Retrieval of Record To manually locate and retrieve a record of the Land Title and Survey Authority of British Columbia.	$49.35 per record
2. Electronic Images To create, and if required to provide, in an electronic format, all or part of a record of the Land Title and Survey Authority of British Columbia, except: (a) a record which is an imaged instrument, plan or other document referred to in item 9 of Schedule 2 of the *Land Title Act*; or (b) documents or records filed with or submitted, given or provided to the administrator, or publicly accessible information under, the *Land Owner Transparency Act.*	$17.78 per record, plus applicable fees under item 3.
3. Printing To make paper prints from the records of the Land Title and Survey Authority of British Columbia (including colour prints) except documents or records filed with or submitted, given or provided to the administrator, or publicly accessible information under, the *Land Owner Transparency Act*.	$1.95 per page
4. Mailing To deliver copies of records by mail.	$3.10 per envelope
5. Electronic Meets Service For participating in the electronic meets service provided by the Authority for a multi-party submission of electronic applications,	$25.35 per participant

instruments, plans, plan applications, returns or other documents under the *Land Title Act.*	
6. Non-Sufficient Funds (NSF) Cheques and Pre-authorized Debits To process a cheque, or a pre-authorized debit initiated via a customer account, that is returned unpaid due to non-sufficient funds or any other reason.	$42.15 per returned item
7. Replacement Direct Access Card To replace a lost card.	$42.15
8. Mineral Title Survey Plan Confirmation Review and examination by the Surveyor General of a plan resulting from a full or partial survey of a mineral title if the plan is prepared: a) other than pursuant to a requirement under the *Mineral Tenure Act*; and b) for purposes of filing it in the Crown Land Registry.	1 to 10 cells or claims, inclusive - $822.44 11 to 20 cells or claims, inclusive - $1,809.38 21 to 30 cells or claims, inclusive - $3,618.73 31 or more cells or claims - $5,428.10
9. Mineral Title Infrastructure Survey Plan Review and examination by the Surveyor General of a plan resulting from a survey of infrastructure works associated with a mineral title if the plan is prepared for purposes of filing it in the Crown Land Registry.	$535.36 per plan
10. Filings under *Real Estate Development Marketing Act* (1) In this item 10, "assignment" means an assignment, as defined in Part 2.1 of the *Real Estate Development Marketing Act* ("REDMA"), that has not previously been the subject of a filing under section 20.4(1)(a) of REDMA.	
(2) For accepting, on behalf of the administrator, a filing under section 20.4(1)(a) of REDMA which includes one or more assignments.	$246.70 for each assignment included in the filing
(3) For accepting, on behalf of the administrator, a filing under section 20.4(1) of REDMA other than a filing referred to in item 10(2).	NIL

Fee Exemptions by Resolution

13.2 The board may, by resolution, exempt a person from the payment of a fee that is otherwise required to be paid to the Authority under section 13.1, and the board may attach terms and conditions to, and may revoke, such an exemption.

Electronic Transaction Service Charge

13.3 The service charge payable to LandSure Systems Ltd. or to any other operator of Authority electronic services for a transaction itemized in Column 1 is set out opposite that item in Column 2 in the table set out below:

Column 1 **Electronic Transaction Service Charges**	**Column 2** **Service Charge**

1. Standard Transaction Service Charge: a) For each electronic search or filing transaction except as provided in Items 2 and 3.	 $3.55 per transaction
2. Discounted Transaction Service Charges a. For each electronic search or filing transaction conducted through a prepaid customer's deposit account, except as provided in Item 3. b. For each electronic search conducted through a prepaid customer deposit account held by a taxation authority where the transaction is for the purposes of taxation as contemplated by s. 381(1) of the *Land Title Act*	 $2.20 per transaction $1.45 per transaction
3. Exceptions a. For each electronic search or filing transaction conducted by the provincial government. b. For each electronic search transaction made under the *Land Owner Transparency Act* in respect of: i. an inspection of transparency records or search of reported information under section 31, 32, 33 or 34, ii. a search of publicly accessible information under section 35, or iii. obtaining a copy or extract of a record or information referred to in 3. b. i. or 3. b. ii from the administrator.	 Nil Nil Nil Nil

Government Exemption from Administrative Service Fees

13.4 The government is exempt from paying any fees payable under Table 7 of section 13.1.

13.5 In section 13.4, "government" means the Province as reported through the consolidated revenue fund, and includes government corporations other than those that are self-supported government enterprises.

13.6 In section 13.5 and this section,

(a) "government corporation" means a corporation

(i) of which the Province owns, directly or indirectly, more than 50% of the issued voting shares, or

(ii) that is controlled by the Province, and for the purpose of this definition a corporation is controlled by the Province when a majority of the members of the corporation or its board of directors or board of management consists of either or both of the following:

(A) persons appointed as members by the Lieutenant Governor in Council, by a minister or by an Act;

(B) public officers acting as public officers;

(b) "Province" means His Majesty the King in right of British Columbia; and

(c) "self-supported government enterprise" means a corporation that:

(i) is within the government reporting entity (as that term defined in the *Budget Transparency and Accountability Act*);

(ii) is carrying on a business;

(iii) provides goods and services to persons outside the government reporting entity as its principal activity; and

(iv) in the normal course of its operations, maintains its operations and meets its liabilities substantially from revenue from sources outside the government reporting entity (as that term defined in the *Budget Transparency and Accountability Act*).

PART 14

DIRECTORS' NOMINATION AND APPOINTMENT

14.1 This Part applies to each fiscal year of the Authority and each date in this Part is deemed to be in the same fiscal year as each other date.

14.2 On or before June 15th the board must identify:

(a) each director whose term of office expires on March 31st, the stakeholder entity that nominated each such director, and the eligibility of each such director to serve another term of office; and

(b) the skills and experiences from the skills and experience profile referred to in section 4.8 that the board will seek in new directors to be appointed to the board.

14.3 On or before September 25th the chair of the governance committee must:

(a) determine if each director, whose term of office ends on March 31st and who is eligible to serve another term of office, consents to being nominated for re-appointment as a director;

(b) identify potential conflicts of interest and other extenuating circumstances that pertain to each director referred to in subsection (a) who consents to being nominated for re-appointment as a director; and

(c) report to the Chair of the Board the determinations and findings made under subsections (a) and (b).

14.4 On or before October 1st, the Chair of the Board must:

(a) request each stakeholder entity, whose nominee's term of office as a director expires on March 31st, to provide to the secretary on or before December 31st a list of at least 3 and not more than 5 qualified nominees for appointment as a director in place of the director whose term expires on March 31st;

(b) provide to the stakeholder entity referred to in subsection (a) an indication of whether the director whose term of office expires on March 31st consents to being nominated for re-appointment as a director; and

(c) provide to the stakeholder entity the qualifications for directors set out in section 9 of the Act, the skills and experience profile referred to in section 4.8, and an indication of the skills and experience the board is seeking in a director to be appointed from the nominees of the stakeholder entity.

14.5 A stakeholder entity must respond to a request of the secretary made under section 14.4 with a list of nominees on or before December 31st and the secretary must promptly provide a copy of each response to the members of the governance committee.

14.6 The governance committee must, having regard to section 13 of the Act and on or before February 15th, provide to the secretary its recommended nominee from each list.

14.7 If a stakeholder entity does not provide a list of nominees in accordance with section 14.5, the governance committee may, on or before February 15th, provide to the secretary its own list of nominees who may be considered for appointment as a director, together with a recommendation from that list, in lieu of the list and recommendation contemplated by sections 14.5 and 14.6.

14.8 The secretary must ensure that each list of nominees provided by a stakeholder entity in accordance with section 14.5, or governance committee under section 14.7, is provided to the board, together with each corresponding recommendation of the governance committee under section 14.6 or 14.7, as the case may be.

14.9 If a stakeholder entity has provided a list of nominees in accordance with section 14.5, the directors who are eligible to vote under section 7(3) of the Act must, having regard to section 13 of the Act and on before February 28th, appoint as a director one of the nominees from the list submitted by a stakeholder entity, and the directors making such appointment must consider, but are not bound by, the recommendation made by the governance committee in accordance with section 14.6.

14.10 If a stakeholder entity has not provided a list of nominees under section 14.5, the directors must, having regard to section 13 of the Act and on before February 28th, appoint an individual as a director in place of the director whose term of office is expiring and who was appointed, or was deemed to have been appointed, from the nominees of that stakeholder entity,

and the directors making such appointment may consider, but are not bound by, the list and recommendation (if any) made by the governance committee in accordance with section 14.7.

14.11 The Chair of the Board must promptly inform each nominee who is appointed as a director of his or her appointment and arrange for the orientation of all new directors prior to the first quarterly meeting of the Board.

14.12 The Chair of the Board must promptly inform each of the nominating entities who submitted nominations for consideration of the successful nominee and provide a recommendation that the nominating entity inform unsuccessful nominees of his or her not being appointed as an LTSA director.

14.13 If a vacancy in the board occurs for reasons other than the expiration of a director's term of office, the process outlined in this Part applies with such changes as to detail as are necessary to fit those circumstances and comply with section 12 of the Act.

PART 15

COMPLAINTS

Appointment of manager

15.1 The Chief Executive Officer must appoint a manager to exercise the powers and perform the duties assigned to the manager under this Part of these by-laws.

15.2 The Chief Executive Officer may terminate the appointment of a manager for any reason.

15.3 The Chief Executive Officer may appoint an acting manager

(a) if the manager is suspended, ill or absent for another reason, or

(b) to handle a particular complaint in place of the manager.

15.4 An acting manager has all the powers and duties of the manager during the term of the appointment of the acting manager.

15.5 The Chief Executive Officer has all of the powers and duties of a manager if the manager at any time requests and the Chief Executive Officer agrees to assist with the handling or attempted resolution of a complaint, including under sections 15.14(c) and 15.21.

Powers and duties of manager

15.6 The manager may investigate a complaint made by a person in respect of

(a) a decision or recommendation made,

(b) an act done or omitted, or

(c) a procedure used

by the Authority in its management, administration and operation that aggrieves or may aggrieve a person.

15.7 If a complaint relates to an act or omission of a director or employee of the Authority, the manager must notify that person of the complaint and give that person an opportunity to respond to the complaint before a decision to investigate further is made by the manager.

15.8 The manager must keep confidential the name of the complainant, except

(a) to the extent that such name must be disclosed to others who may need to contact the complainant or who otherwise reasonably require such information in order to attempt to resolve the complaint; or

(b) where required by law.

Jurisdiction of manager

15.9 The manager must not investigate a complaint as to a decision, recommendation, act or omission or procedure

(a) if the complainant or person aggrieved knew or ought to have known of the decision, recommendation, act or omission to which the complaint refers more than 90 days before the complaint was received by the manager;

(b) if the law or an existing administrative procedure provides a remedy;

(c) without limiting paragraph (b), if the decision is made by the Registrar of Land Titles, the Director of Land Titles or the Surveyor General under an enactment;

(d) related to the execution of Crown grants;

(e) of a person acting as a solicitor for the Authority or acting as counsel to the Authority in relation to a proceeding; or

(f) of a person who is not a director or employee of the Authority unless that person is contracted to the Authority for the purpose of participating in the decision, recommendation, act or omission or procedure in respect of which the complaint is made.

15.10 The manager may investigate conduct occurring before the commencement of these by-laws.

Complaint to manager

15.11 A complaint may be made by a person or group of persons.

15.12 A complaint must be in writing and be delivered to the manager by hand, mail, facsimile transmission or electronic means, including by electronic mail or, if such a means exists at the time the complaint is made, by delivery to a website maintained by the Authority and the manager must in every case inform the complainant within a reasonable time of the receipt of the complaint.

Refusal or ceasing to investigate

15.13 The manager may refuse to investigate or cease investigating a complaint if, in the opinion of the manager, any of the following apply:

(a) the subject matter of the complaint primarily affects a person other than the complainant and the complainant does not have sufficient personal interest in it;

(b) the complaint is frivolous, vexatious, not made in good faith or concerns a trivial matter;

(c) having regard to all the circumstances, further investigation is not necessary in order to consider the complaint;

(d) in the circumstances, investigation would not benefit the complainant or person aggrieved;

(e) the complainant, after commencing a complaint, abandons the complaint through inaction;

(f) the complaint is withdrawn by the complainant;

(g) the complaint is settled;

(h) the complainant is pursuing other remedies in respect of the complaint.

Manager may consult and settle or request assistance

15.14 At any time during or after an investigation the manager may:

(a) consult with the complainant and with any director, officer or employee of the Authority to attempt to settle the complaint, or for any other purpose;

(b) settle the complaint; or

(c) request the Chief Executive Officer to assist with the handling of a complaint.

Obtaining and using information

15.15 The manager may receive and obtain information in respect of a complaint from such persons and in such manner as the manager considers appropriate.

15.16 The manager may use information received or obtained under section 15.15 only for the purposes of the complaint to which the information relates.

If investigation is refused or discontinued or complaint is not substantiated

15.17 If the manager decides

(a) not to investigate or further investigate a complaint, or

(b) at the conclusion of an investigation, that the complaint has not been substantiated,

the manager must

(c) record the decision in writing, and

(d) as soon as is reasonable, notify both the complainant and the Chief Executive Officer of the decision and the reasons for it.

15.18 The reasons provided under section 15.17(d) with respect to a decision referred to in section 15.17(b) must be in writing.

15.19 The manager may indicate with the notification under section 15.17(d) any other recourse that may be available to the complainant.

Procedure after investigation

15.20 If, after completing an investigation, the manager is of the opinion that the complaint is substantiated, the manager will attempt to resolve the complaint with the complainant.

Request to Chief Executive Officer

15.21 If a manager is unable to resolve a complaint under section 15.20, the manager may request the Chief Executive Officer to attempt to resolve the complaint.

15.22 Upon receipt of a request under section 15.21, the Chief Executive Officer may do any or all of the following:

(a) attempt to resolve the complaint;

(b) notify the board of the complaint;

(c) retain an independent person to review the complaint and make recommendations as to its resolution; or

(d) after notifying the chair of the governance committee, dismiss the complaint.

15.23 The Chief Executive Officer, the manager and the complainant are not bound by recommendations made by a person referred to in section 15.22(c).

15.24 The Chief Executive Officer must within a reasonable time notify the manager of the results of any steps that have been taken by the Chief Executive Officer under section 15.22.

Complainant to be informed

15.25 The manager must in every case inform the complainant within a reasonable time of the results of an investigation and of any steps taken by the Chief Executive Officer under section 15.22 of which the complainant would otherwise be unaware.

PART 16

EFFECTIVE DATE

16.1 These by-laws come into force when made by the board in accordance with the Act.

SCHEDULE A

SKILLS AND EXPERIENCE PROFILE

The *Land Title and Survey Authority Act* (the "LTSA Act") establishes formal procedures by which:

- nominating entities identify nominees to the LTSA (s.7); and
- the LTSA Board selects and appoints Directors from the nominees (s.7 and s.13).

In addition to meeting statutory requirements set out at LTSA Act s.9 for eligibility to be appointed and remain eligible for appointment, Director appointments must reflect the following Board-authorized personal qualifications (described generally as the "skills and experience").

Diversity and Representation

1. The board seeks to represent, in its composition, the diversity of the people and interests served by the land title and survey systems of British Columbia, taking into consideration the board's Diversity Philosophy Statement and the requirements of Section 13 of the LTSA Act.

Personal Attributes

2. All directors should possess the following personal attributes:

   (a) High ethical standards - integrity in professional and personal dealings; trustworthy and conscientious; can be relied upon to act and speak with consistency and honesty;

   (b) Adaptability - flexible, responsive and willing to consider change; tolerance of ambiguity;

   (c) Cultural Awareness and Inclusivity – valuing reconciliation, respectful and encouraging of diverse experience, value systems, origins, culture, beliefs, race and other personal attributes; awareness and openness to the concepts of unconscious bias and systemic discrimination;

   (d) Listening Skills – actively listens and hears, seeks to understand; excellent awareness of balancing their contribution relative to others;

   (e) Broad Perspective – able to view issues from a broad range of viewpoints; and

   (f) Collaborative Approach – team-oriented contributor to consensus development.

Core Competencies and Skills

3. All directors should possess the following core competencies and skills:

(a) Strategic Thinking – understands the level of strategic management needed to achieve results and mitigate risk; an understanding of overall enterprise risk management to support the assessment of the impact of uncertainty on objectives; able to distinguish between strategic and operational matters; and articulate penetrating strategic questions;

(b) Financial Literacy – ability to read financial statements, operating and capital budgets; understands the use of financial ratios and other indices to measure performance;

(c) Critical Thinking – well-developed faculty for critical analysis; ability and willingness to raise potentially controversial issues in a manner that encourages constructive dialogue; independent thinker while maintaining positive support for Board decisions;

(d) Corporate Governance – understands fiduciary responsibilities, accountabilities and liabilities as a Director and Board member and the concept of acting in the public interest; ability to distinguish board oversight role versus management;

(e) Understanding of Statutory Context - demonstrates an appreciation of the unique role of the Authority as the entity responsible for managing, operating and maintaining the land title and survey systems of British Columbia;

(f) Technical Competency – able to read and comprehend complex documentation;

(g) Digital Dexterity - sufficient digital and administrative literacy to ensure efficacy in a paperless board environment.

Key Experience

4. The board, as a whole, must possess all of the following direct working experience, while individual directors must demonstrate expertise in more than one of the functional areas:

(a) Executive Leadership – executive/senior level leadership of a complex commercial or regulated entity.

(b) New Venture Development – experience leading or overseeing the innovation governance and start-up of new ventures within organizations; including innovation, opportunity assessment, business case and risk assessment, and implementation in a complex commercial or sizable not-for-profit entity.

(c) Board Service – participation as a member of a board of directors of a commercial organization, and/or regulated entity, and/or sizable not-for-profit / charitable organization; certification as a board director is also desirable.

(d) Business Profile – demonstrated networks at the local and national level;

(e) Accounting and Finance – a CPA or CFA designation or post graduate degree in finance, accounting or business administration or senior level experience in performing or overseeing a financial function in a complex commercial or sizable not-for-profit entity.

(f) Legal – a law degree or senior-level experience in managing legal issues of a complex regulatory/constitutional, corporate/commercial nature.

(g) Human Resources Management – senior level experience performing or overseeing human resources for a public, private, or sizable not-for-profit organization including knowledge of strategic human resources concerns such as senior executive recruitment, succession planning, executive compensation, talent management, organizational development, diversity and inclusion initiatives and labour relations practices in British Columbia.

(h) Real Property and Land Information – work in engineering, real property, real estate, land development, financing or lending or other occupations where land information products and services are applied.

(i) Information Technology – experience working in the information technology field with a demonstrated understanding of how information technology is applied to business processes; and an informed understanding of the risks, impacts, opportunities that current and emerging technology could have.

(j) Land Survey – a British Columbia Land Surveyor or experience in managing legal survey issues of a complex nature.

(k) Communications and Public Relations – strategic communications and public relations for a public, private, or not-for-profit organization.

(l) Government Relations – political or senior level experience in directing or influencing public policy agendas and/or the demonstrated ability to effectively engage with senior political and government staff in a regulatory environment.

(m) Environmental, Social and Governance (ESG) – experience overseeing ESG strategy and related risks and opportunities.