

THIS REGISTERED AND RECORDS OFFICE AGREEMENT dated July \_\_\_\_, 2018

BETWEEN: **Corporation Name**  
(the "Corporation") -and-

**Benesh Bitz & Company**  
(the "Solicitors")

WHEREAS:

- The Saskatchewan *Business Corporations Act* (the "Act") requires the Corporation to have within Saskatchewan a Registered Office at which it may be formally served with documents;
  
- The Act requires the Corporation to provide notice of any change:
  - Any corporation shall send to the Director notice of any change:
    - in the address of its head office; and
    - of its directors.
  
  - A notice of change under this section shall be sent to the Director not later than fifteen days after the change is made.
  
- The Act provides that a corporation which, without reasonable cause, contravenes these requirements is guilty of an offence and liable to a fine not exceeding \$5,000.00.

IN CONSIDERATION OF the promises, covenants and agreements herein contained, the parties hereto agree as follows:

- Retainer

1.1 The Corporation retains the Solicitors as its agents and the Solicitors shall act for the Corporation as its Registered Office and Records Office upon the terms of this Agreement.

2. Responsibilities of the Corporation

2.1 The Corporation shall promptly provide the Solicitors with all information and documents necessary to keep the records of the Corporation current and as required by the Act, including but not limited to:

- a) Particulars of any change in directors or officers (full names, addresses and dates of change) and any change of address for current directors and officers;
- b) Particulars of any change in the business or mailing addresses of the Corporation or of its telephone numbers or email addresses;
- c) Particulars and copies of documents in connection with any extra-provincial registration of the Corporation in any other jurisdiction, if not coordinated by the Solicitors;
- d) Particulars and copies of documents in connection with any amendment to the Corporation that effects:
  - A change of its name;
  - An amalgamation of the corporation with one or more other corporations; or
  - A continuance under the laws of another jurisdiction as if it had been incorporated under the laws of that other jurisdictions;

2.2 The Corporation shall indemnify and save harmless the Solicitors from and against all claims, liabilities, losses, damages, charges, costs and expenses which the Solicitors may bear, suffer or incur arising out of acting as the Corporation's Registered Office and Records Office.

3. Responsibilities of the Solicitors

- 3.1 The Solicitors shall establish and maintain record of registration of the corporation in Saskatchewan and shall file the Corporation's records as and when received or prepared by the Solicitors.
- 3.2 The Solicitors shall re-address any mail received for the Corporation to its last known mailing address and return such mail to the post office.
- 3.3 If the Solicitors are personally served with any documents for the Corporation they shall forthwith send such documents to the Corporation by ordinary mail addressed to the Corporation's last known mailing address. The Solicitors shall not be obliged to respond to any such documents or appear in any court proceedings without further instructions from and agreement with the Corporation, but may ask the party serving such documents to permit sufficient time for the Solicitors to obtain instructions from the Corporation.
- 3.4 The Solicitors shall provide facilities for the examination and copying of the Corporation's records during normal business hours to those personal entitled to examine and copy such records under the Act. The Solicitors may charge all persons except directors and shareholders a reasonable fee for such examinations and copying. The Solicitors may charge to the Corporation's account a reasonable fee for all copies requested by its shareholders and directors. At the time of execution of this Agreement, the Solicitor's standard fee for photocopying is the rate of \$0.30 per page.
- 3.5 The Solicitors shall, each year, contact the Corporation via email or telephone requesting authorization to renew the Corporation. Upon authorization from the Corporation and payment of the Solicitor's account, the Solicitors shall file with the Registrar of Corporations, the Annual Return for the Corporation, and prepare written resolutions of the shareholders in lieu of an annual general meeting, and email or mail the same to the Corporation at its last known mailing address for signature and return.

3.6 If the Corporation is registered as an extra-provincial corporation in any other jurisdiction, the Solicitors shall complete and return any annual return and other noticed required by that jurisdiction upon receiving the same from the Corporation or its solicitors in that jurisdiction.

4. Remuneration

4.1 The Corporation shall pay to the Solicitors annually in advance such reasonable fees and disbursements as the Solicitors may charge for the services provided under this Agreement within 30 days of being invoiced therefor.

4.2 The Business Corporations Act of Saskatchewan requires that the Corporation file an annual return with the Registrar of Corporations before the last day of the month following the anniversary of the month in which the Corporation was registered. There is a charge, subject to change by the Corporations Branch for filing the Annual Return each year. Please note that Corporations Branch sends the annual return for renewal first to the mailing address of the Corporation (which may also be the registered office address). In the case the Corporation does not file the annual return on time, there is a three-month period in which it can file late by paying the late filing fee (fee subject to change). At this point in time, Corporations Branch will forward the annual return and final notice to our office Benesh Bitz & Company, 1630 Quebec Avenue, Saskatoon, SK S7K 1V7, registered office address in Saskatchewan. Should the Corporation fail to file its annual return, it will be struck from the Registry. There is a cost to restore the Corporation to the Registry which is currently \$265.00, subject to change. Therefore, it is important to maintain the registration of your Corporation. Our fee for services in regard to being the registered office, and to advising you of communications received by the registered office, and ensuring that the annual return is completed and filed, together with preparation of any annual minutes of directors and shareholders, is \$300.00 plus GST and PST and disbursements of approximately \$75.00 per year.

- 4.3 The Solicitors may charge the Corporation such reasonable fees and disbursements for any additional services provided which are not covered under this Agreement where such services are requested by the Corporation or its agents, including:
- a) Preparing certificates and certified copies of documents for the Corporation's bankers, accountants and others;
  - b) Preparing minutes of meetings or resolutions, other than in lieu of the annual general meeting, such as to declare dividends or change directors;
  - c) Preparation and filing of notices with the Registrar of Corporations, other than the Annual Return, such as notices of change of directors, officers or address.

5. Termination

- 5.1 Either Party may terminate this Agreement at any time without cause by giving 10 days advance written notice to the other.
- 5.2 If the Corporation fails to file a Notice of Change of Address with the Registrar of Corporations changing the Corporation's Registered office and Records Office address from the address of the Solicitors within 10 days of the termination of this Agreement, the Solicitors may file with the Registrar of Corporations of Notice of Change of Address changing the Corporation's Registered Office and Records Office address to the last known Saskatchewan street address of the Corporation, or if the Corporation has no Saskatchewan street address, to the last known Saskatchewan street address of any one of its directors, officers or shareholders.
- 5.3 Upon termination of this Agreement, the Solicitors shall deliver to the Corporation its Record Book together with any other documents or items properly belonging to the Corporation upon receiving:
- a) A copy of a Notice of Change of Address filed with the Registrar

of Corporations changing the Corporation's Registered Office and Records Office address from the address of the Solicitors; and

- b) Payment of all outstanding accounts owed by the Corporation to the Solicitors including the Solicitor's account for services provided under this Agreement pro-rated to the date of filing the Notice of Change of Address mentioned in a) above.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

**CORPORATION NAME**

(Seal)

\_\_\_\_\_

**Per:**

**BENESH BITZ & COMPANY**

(Seal)

\_\_\_\_\_

**Per:** John Benesh