



# **NEWFOUNDLAND AND LABRADOR OFFSHORE AREA REGISTRATION SYSTEM GUIDANCE (INSTRUCTIONS)**

**Issue Date: March 27, 2023**

<b><u>Agency's Information</u></b>		
<b>Name</b>	<b>Contact information</b>	<b>Document Reference</b>
C-NLOPB	Canada-Newfoundland and Labrador Offshore Petroleum Board  240 Waterford Bridge Road The Tower Corporate Campus - West Campus Hall Suite 7100, St. John's, NL A1E 1E2  Email: <a href="mailto:information@cnlopb.ca">information@cnlopb.ca</a> (709) 778-1400	BMS-GL-032

## Foreword

The Canada-Newfoundland and Labrador Offshore Petroleum Board (the C-NLOPB) has issued this Guideline to provide clarity to those with statutory responsibilities in the offshore petroleum industry on the *Canada-Newfoundland and Labrador Offshore Area Registration Regulations*. The purpose of this Guideline is to assist Interest Holders, Secured Parties and the public in understanding how the land registration system is administered for land interests in the Canada-Newfoundland and Labrador Offshore Area.

In addition, this Guidance includes the requisite forms and instructions for the preparation and acceptance of documentation for registration and the link to requisite registration fees.

Guidelines are developed to provide assistance to those with statutory responsibilities (including operators, employers, employees, supervisors, providers of services, suppliers, etc.) under the *Accord Acts* and regulations. Guidelines provide an understanding of how legislative requirements can be met. In certain cases, the goals, objectives and requirements of the legislation are such that no guidance is necessary. In other instances, guidelines will identify a way in which regulatory compliance can be achieved.

The authority to issue Guidelines and Interpretation Notes with respect to legislation is specified by subsection 151.1 and 205.067 of the *Canada-Newfoundland and Labrador Atlantic Accord Implementation Act, S.C. 1987, c.3 (C-NLAAIA)* and subsection 147 and 201.064 of the *Canada-Newfoundland and Labrador Atlantic Accord Implementation Newfoundland and Labrador Act, RSNL 1990 c. C-2*. The *Accord Acts* also state that Guidelines and Interpretation Notes are not deemed to be statutory instruments.

For the purposes of this Guideline, these Acts are referred to collectively as the *Accord Acts*. Any references to the *Accord Acts* or to the regulations in this Guideline are to the federal versions of the *Accord Acts* and the associated regulations.

**TABLE OF CONTENTS**

**1.0 ACRONYMS AND ABBREVIATIONS.....5**

**2.0 DEFINITIONS.....5**

**3.0 PURPOSE AND SCOPE .....7**

**4.0 REGISTERABLE INSTRUMENTS.....7**

**4.1 Registration of a Transfer.....8**

**4.2 Registration of a Security Notice, Discharge, Assignment of a Security Interest  
or Postponement.....9**

**4.3 Notice of Potential Transfer or Assignment of an Interest.....9**

**5.0 NON-REGISTRABLE DOCUMENTS .....9**

**5.1 Surrender of an Interest (or Part of an Interest) .....10**

**5.2 Appointment of Representation and Address for Service.....10**

**6.0 JOINT OPERATING AGREEMENT .....10**

**7.0 PAYMENT OF FEES .....11**

**8.0 DEMAND FOR INFORMATION .....11**

**9.0 PUBLIC ACCESS TO ABSTRACTS AND REGISTRY .....11**

**9.1 Inspection.....11**

**9.2 Certified Copies .....11**

**APPENDIX A - FORMS.....13**

## 1.0 Acronyms and Abbreviations

<b>C-NLAAIA</b>	<i>Canada-Newfoundland and Labrador Atlantic Accord Implementation Act</i>
<b>C-NLAAINLA</b>	<i>Canada-Newfoundland and Labrador Atlantic Accord Implementation Newfoundland and Labrador Act</i>
<b>C-NLOPB</b>	Canada-Newfoundland and Labrador Offshore Petroleum Board

## 2.0 Definitions

For the purposes of this Guidance, the following terms have been capitalized and italicized when used throughout this Guidance. The following definitions apply:

<b><i>Abstract</i></b>	Chronological picture of transactions affecting an Interest.
<b><i>Accord Acts</i></b>	the <i>Canada-Newfoundland Atlantic Accord Implementation Act</i> and the <i>Canada-Newfoundland and Labrador Atlantic Accord Implementation (Newfoundland and Labrador) Act</i>
<b><i>Assignment of a Security Interest</i></b>	a notice of the Assignment of a Security Interest or any part thereof in respect of which a security notice has been registered
<b><i>Cost Recovery Regulations</i></b>	<i>Canada-Newfoundland and Labrador Cost Recovery Regulations</i> and the <i>Offshore Petroleum Cost Recovery Regulations</i>
<b><i>Discharge</i></b>	a notice of the discharge of a Security Notice or Postponement including a partial Discharge
<b><i>Instruments</i></b>	a discharge, postponement, security notice, transfer or an assignment of a security interest
<b><i>Interest</i></b>	any former exploration agreement, former lease, former permit, former special renewal permit, Exploration Licence, Significant Discovery Licence or Production Licence

<b><i>Interest Holder</i></b>	in respect of an Interest or a share therein, the person indicated, in the register, as the holder of the Interest or the share
<b><i>Interest Owner</i></b>	the Interest Holder who holds an Interest or the group of Interest Holders who hold all of the shares in an Interest
<b><i>Postponement</i></b>	a document evidencing the Postponement of a Security Notice or Operator’s Lien
<b><i>Registration Regulations</i></b>	<i>Canada-Newfoundland and Labrador Offshore Area Registration Regulations and the Offshore Area Registration Regulations</i>
<b><i>Representative</i></b>	Where an Interest Owner consists of two or more Interest Holders, such Interest Holders shall, in the manner prescribed, appoint one of their number to act as Representative of the Interest Owner, but such Interest Holders may, with the consent of the C-NLOPB, appoint different Representatives for different purposes
<b><i>Secured Party</i></b>	the person claiming a Security Interest under a Security Notice
<b><i>Security Interest</i></b>	any charge on or right in relation to an Interest or a share in an Interest that, pursuant to a written agreement, secures any payment or performance of an obligation, including  (a) the payment of an indebtedness arising from an existing or future loan or advance of money,  (b) a bond, debenture or other security of a corporation, or  (c) the performance of the obligations of a guarantor under a guarantee given in respect of all or any part of an indebtedness referred to in paragraph (a) or all or any part of a bond, debenture or other security of a corporation,  and includes a security given under section 426 of the <i>Bank Act</i> , but does not include an operator’s lien

<b><i>Security Notice</i></b>	a notice of a Security Interest taken in respect of an Exploration Licence, Significant Discovery Licence or Production Licence
<b><i>Transfer</i></b>	a transfer of an Interest or a share in an Interest

### 3.0 Purpose and Scope

Under the *Accord Acts* and *Registration Regulations*, the C-NLOPB is required to establish and maintain a registration system, which, under the direction of the Registrar, will allow for the registration and retrieval of information respecting Interests and Instruments.

### 4.0 Registerable Instruments

Generally, Registerable Instruments are documents notifying the Registrar (and the public) of a Transfer (in whole or in part) or of the establishment or variation of a security arrangement relating to the registered Interest.

The following is an overview of the registration process for an Instrument:

<b>Representative/ Third Party</b>	<b>Counsel</b>	<b>Legal Services and Board Co-Ordinator</b>	<b>Public Engagement</b>
Draft Instrument (1)	Review of Draft Instruments (2)		
Finalize and Execute Instrument (3)	Receipt of Instrument (4)	Timestamp Instrument (5)	
		Deposit Registration Fees (6)	
	Registration of Instrument (7)		
	Update Abstract (8)		Update Website (9)
	File Documentation (9)		

Registration of Instruments in the proper form is effective (and priority of rights established) at the date and time the instrument is registered by the Registrar, as detailed on the Registrar's Instrument stamp.

The exception to this rule is with respect to "transitional instruments"; those Instruments where the underlying transaction took place prior to the registration provisions under the *Accord Acts*. These Instruments must have been submitted to the Registrar within 189 days of the proclamation of these provisions (i.e. No later than November 16, 1988), and must have been accompanied by a statutory declaration attesting to the date of when the transaction actually occurred. Any priority of rights will be established for those Instruments from that date.

#### **4.1 Registration of a Transfer**

Either the transferor, transferee or the Representative may submit Transfers to the Registrar for registration in paper format or electronically. For electronic submissions, only electronic signatures that can be authenticated are acceptable.

Note that if any Instrument constitutes an agreement or arrangement that results, or may result in a Transfer, Assignment of Security Interest or other disposition of an Interest, then a notice must be given to the C-NLOPB in accordance with the instructions in paragraph 3.3 of this Guidance.

Registration fees may be submitted electronically. For electronic transfer instructions for fees, please contact [information@cnlopb.ca](mailto:information@cnlopb.ca).

Only Transfers in which the transferor is a registered Interest Holder on the Abstract for that particular Interest are acceptable for registration.

Except for the case of an Exploration Licence, a Transfer is restricted to an undivided share in the Interest. In the case of an Exploration Licence, a Transfer may be with respect to either an undivided or a divided share in the Interest. For a share in an Interest to be undivided, it must be homogeneous with respect to the entire land description and rights by the particular Interest. If the share relates to only a portion of the lands or the rights comprising the Interest, it is considered a divided share in that Interest.

Transfer documents include one of the following prescribed forms in Appendix A of this Guidance (draft submission in advance of filing is recommended):

- Form #1 - Transfer of an Exploration Licence, Significant Discovery Licence or Production Licence
- Form #2 - Transfer of a Share in an Exploration Licence
- Form #3 - Transfer of an Undivided Share in a Significant Discovery Licence or Production Licence.



#### **4.2 Registration of a Security Notice, Discharge, Assignment of a Security Interest or Postponement**

The Secured Party must send prescribed forms for the registration of either a Security Notice, Discharge, Assignment of Security Interest or a Postponement to the Registrar. The Registrar is responsible for registering and recording these documents in the appropriate Interest records and Abstract(s).

Note, if any Instrument constitutes an agreement or arrangement that results, or may result in a Transfer or Assignment of Security Interest, then a notice must be given to the C-NLOPB in accordance with the instructions in paragraph 3.3 of this Guidance.

The Secured Party may submit Instruments to the Registrar for registration in paper or electronically. Only electronic signatures that can be authenticated are acceptable.

Registration fees may be submitted electronically (e-transfer/direct deposit). For electronic transfer instructions for fees, please contact [information@cnlopb.ca](mailto:information@cnlopb.ca).

Secured Parties must use one of the following prescribed forms in Appendix A of this Guidance (draft submission in advance of filing is recommended):

- Form #4 - Security Notice
- Form #5 - Discharge of Security Notice
- Form #6 - Discharge of a Postponement
- Form #7 - Postponement of Security Notice
- Form #8 - Postponement of an Operator's Lien
- Form #9 - Assignment of a Security Interest

#### **4.3 Notice of Potential Transfer or Assignment of an Interest**

Interest Holders of an Exploration Licence, Significant Discovery Licence or Production Licence are required to notify the C-NLOPB of any agreement or arrangement, which results, or could potentially result in a Transfer or Assignment of Interest.

The form of such notice together with a summary of the arrangement or agreement should be submitted to the Registrar using prescribed Form #15 – Notice of Disposition and Summary.

### **5.0 Non-Registrable Documents**

There are several other types of documents which are not registrable but which are nonetheless recorded by the Registrar. These documents include Surrenders, Notices of Change of Representative or Address for Service, Board orders, court orders, etc.

As with Registrable Instruments, the prescribed Forms may be submitted to the Registrar for registration in paper format or electronically. Only electronic signatures that can be authenticated are acceptable. Upon receipt, the Surrender or Appointment of Representative will be noted on the relevant Abstract for the Interest if the requisite Form is approved for filing.

### **5.1 Surrender of an Interest (or Part of an Interest)**

An Interest Owner may surrender an Interest (or portion thereof) by sending a notice of Surrender to the Registrar for each related interest. The Notice of Surrender must describe all the lands surrendered the particular interest which is being surrendered and must be executed by each Interest Holder. Although not a registrable document, the Registrar will record the surrender in the appropriate Interest records and Abstract(s).

The Notice of Surrender should be submitted to the Registrar using prescribed Form #10 as provided in Appendix A.

### **5.2 Appointment of Representation and Address for Service**

- (a) Where there is more than one Interest Holder of any Interest, a Representative must be appointed. In the event of a change of Representative, the Interest Holders must notify the Registrar of the new Representative's name and address by filing prescribed Form #11 – Appointment of Representative, as provided in Appendix A. The form must be signed by all Interest Holders, and include, where applicable, the purpose of the appointment.
- (b) An Address for Service is included as part of this Form #11 for all Interests and Instruments when filed for registration. This address will be used for any future correspondence or demands for information relating to the particular Instrument.
- (c) The Representative or Secured Party must notify the Registrar immediately of any change of address for service using prescribed Form #14 as provided in Appendix A in order that the appropriate address records may be adjusted.

## **6.0 Joint Operating Agreement**

Within six months of the effective date of an Exploration Licence, the Representative must provide a confirmation that a Joint Operating Agreement has been entered into with all Interest Holders. This is a required licence term. Such confirmation is to be provided to the Registrar by filing prescribed Form #16 - Certificate Evidencing Proof of a Joint Operating Agreement for Exploration Licence as provided in Appendix A.

## 7.0 Payment of Fees

Section 15 of the *Cost Recovery Regulations* requires the payment of fees with respect to providing an assortment of services including:

- Registration of Instruments
- Issuance of any Interest
- Processing of certain licence applications
- Photocopying and provision of certain documents
- Inspection of the Register, Daybook or any instrument or Interest, and
- Other miscellaneous services.

The formula fees are prescribed in accordance with Part 2 of the *Cost Recovery Regulations*, which are posted annually on the C-NLOPB website under **Formula Fees Schedule - Table 1 - Rights Activities Formula Fees rightsfees.pdf (cnlopb.ca)**.

All fees should be made payable to the “Canada-Newfoundland and Labrador Offshore Petroleum Board” and must be paid prior to the registration of any Instrument or at such time a service is requested.

## 8.0 Demand for Information

Any person may make a demand for information from any Secured Party in relation to a Security Notice. Such demand shall be in the form prescribed in Form #12 – Demand for Information as provided in Appendix A.

## 9.0 Public Access to Abstracts and Registry

Abstracts are available on the C-NLOPB website: **Land Registry System - C-NLOPB (cnlopb.ca)**.

### 9.1 Inspection

Any person may, upon request made to [information@cnlopb.ca](mailto:information@cnlopb.ca) and with payment of the prescribed fee (see 6.0 – Payment), inspect the Daybook, which is a record of the Instruments, the Abstracts and any Interest, or Instrument registered.

### 9.2 Certified Copies

A request for a certified copy of any Interest, Abstract or Instrument or copies of any other information may be made in person, by mail or electronically with payment of the prescribed fee to be paid in accordance with 6.0 as follows:

**In person or by mail:**

Canada-Newfoundland and Labrador Offshore Petroleum Board  
240 Waterford Bridge Road  
The Tower Corporate Campus - West Campus Hall  
Suite 7100  
St. John's, NL A1E 1E2

**Electronically:**

E-mail: [information@cnlopb.ca](mailto:information@cnlopb.ca)

The Office of the Registrar will be open from 9:00 a.m. to 4:00 p.m. Monday to Friday with the exception of statutory holidays.

## **Appendix A - Forms**

Form # 1 - Transfer of an Exploration Licence - Significant Discovery Licence or Production Licence (BMS-FM-203)

Form #2 - Transfer of a Share in an Exploration Licence (BMS-FM-204)

Form #3 - Transfer of an Undivided Share in a Significant Discovery Licence or Production Licence (BMS-FM-205)

Form #4 - Security Notice (BMS-FM-206)

Form #5 - Discharge of Security Notice (BMS-FM-207)

Form #6 - Discharge of a Postponement (BMS-FM-208)

Form #7 - Postponement of Security Notice (BMS-FM-209)

Form #8 - Postponement of an Operator's Lien (BMS-FM-210)

Form #9 - Assignment of a Security Interest (BMS-FM-211)

Form #10 - Surrender of Interest (BMS-FM-212)

Form #11 - Appointment of Representative (BMS-FM-213)

Form #12 - Demand for Information (BMS-FM-214)

Form #13 - Notice to Take Proceedings (BMS-FM-215)

Form #14 - Notice of Change of Address for Service (BMS-FM-216)

Form #15 - Notice of Disposition and Summary (BMS-FM-217)

Form #16 - Certificate Evidencing Proof of a Joint Operating Agreement for Exploration Licence (BMS-FM-060)