



TSAWWASSEN FIRST NATION  
s'əwaθən məsteyəx<sup>w</sup>

*Land Act*

**TFSI HOLDER PARTNERHSIP REGULATION**

**Date Enacted: 27 February 2013**

*Order Number: O.010-2013*

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<b>Section(s) Amended</b>	<b>Date</b>	<b>Order number</b>

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## Authority

1 This regulation is made under sections 16 (1) (e) and 64 of the Tsawwassen First Nation *Land Act*.

## Definitions

2 (1) In this regulation,

“**Act**” means the Tsawwassen First Nation *Land Act*.

“**authorized representative**”, in respect of any instrument to be executed and delivered on behalf of any partner, means a person duly authorized in writing to execute and deliver the instrument in question for and on behalf of the partner, including, in the case of a limited partnership, a general partner so authorized or, in the case of a general partner that is a corporation, the authorized signatory of the corporation so authorized.

“**Business Corporations Act**” means the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, superseded and in effect at any time.

“**Ineligible Partnership**” means any partnership that is not a TFSI Holder Partnership.

“**partnership**” includes limited partnership.

“**Partnership Act**” means the *Partnership Act*, R.S.B.C. 1996, c. 348, as amended, superseded and in effect at any time.

“**partnership interest**”, in respect of any partnership, means any direct or indirect, absolute or contingent, right, title or interest in or to the partnership.

“**permitted partner**” means any one or more of the following:

- (i) a Tsawwassen Member of the age of 19 years or over;
- (ii) a person acting as a trustee or in another official capacity for one or more persons, each of whom is a Tsawwassen Member, and which may include a Tsawwassen Member under the age of 19 years or incapable of managing his or her own affairs, and the Tsawwassen Member or Tsawwassen Members for whom the person acting as trustee or in another official capacity holds a partnership interest; or
- (iii) a TFSI Holder Corporation.

“**TFSI Holder Corporation**” means a corporation that is a “TFSI Holder Corporation” in accordance with the *TFSI Holder Corporation Regulation*.

“**TFSI Holder Corporation Regulation**” means the *TFSI Holder Corporation Regulation* approved by Tsawwassen First Nation Executive Council, as amended, superseded and in effect at any time.

“**TFSI Holder Partnership**” means a British Columbia partnership formed and maintained in existence in accordance with the *Partnership Act*, all of the partners of which are permitted partners and all of the partnership

interests in which are held by permitted partners, and in which no person other than a permitted partner directly or indirectly, legally or beneficially, owns, or has any direct or indirect interest (including, without limitation, by way of mortgage, charge, pledge or security interest) in, the partnership or any partnership interest in the partnership or has any direct or indirect ability to exercise any control or direction over the partnership or any partnership interest in the partnership or any direct or indirect right or power to direct the management of the partnership, and the partnership agreement in respect of which contains the provisions set out in section 3 (2) of this regulation.

- (2) Unless specifically provided otherwise in this regulation, capitalized terms used and not defined have the same meanings as defined in the Act.

## **PART 1 – ELIGIBILITY**

### **TFSI Holder Partnership eligible to acquire and hold Tsawwassen Fee Simple Interest**

- 3
- (1) A TFSI Holder Partnership is hereby prescribed in accordance with section 16 (1) (e) of the Act as a person eligible to apply under section 19 (1) of the Act for an interest in Tsawwassen Public Lands, and as a person who may hold a Tsawwassen Fee Simple Interest.
- (2) In order for a partnership to be eligible to be a TFSI Holder Partnership, the partnership agreement in respect of the partnership must be signed or otherwise entered into by all partners of the partnership and must contain the following provisions:
- (a) “No person may be a partner of, or directly or indirectly hold any right, title or interest in or to, [Insert name of Partnership] unless such person is
- (i) a Tsawwassen Member (as defined in the Tsawwassen First Nation Final Agreement among Tsawwassen First Nation, Her Majesty the Queen in Right of Canada and Her Majesty the Queen in right of British Columbia, as amended and in effect at any time) of the age of 19 years or over,
  - (ii) a person acting as a trustee or in another official capacity for one or more persons, each of whom is a Tsawwassen Member, and which may include a Tsawwassen Member under the age of 19 years or incapable of managing his or her own affairs, and the Tsawwassen Member or Tsawwassen Members for whom the person acting as trustee or in another official capacity holds a right, title or interest in or to the partnership, or
  - (iii) a TFSI Holder Corporation (as defined in the *TFSI Holder Corporation Regulation* under the Tsawwassen First Nation *Land Act*).”
- (b) “[Insert name of Partnership] shall give not less than five business days’ written notice to Tsawwassen First Nation (Attention: Director of Lands) at its administrative offices prior to the admission of any new partner to the partnership and prior to any issuance, allotment, distribution, assignment, transfer, mortgage, charge, pledge or other disposition whatsoever of any direct or indirect right, title or interest in or to [Insert name of Partnership] and within five business days after the completion of any such admission or transaction, all of the partners of the partnership or their authorized representative(s) must provide to the Director of Lands of Tsawwassen First

Nation a then current confirmation and undertaking in the form of Schedule 2 to the *TFSI Holder Partnership Regulation* under the Tsawwassen First Nation *Land Act*, signed by all of the partners of the partnership or their authorized representative(s) under seal, and attaching a true copy of the partnership agreement and any amendments thereto for the TFSI Holder Partnership and, if the TFSI Holder Partnership is a limited partnership, a true copy of the certificate of limited partnership for the partnership issued pursuant to section 51 of the *Partnership Act* and any amendments thereto, to the satisfaction of the Director of Lands, in accordance with such Regulation.”

- (c) “[Insert name of Partnership] must provide to the Director of Lands of Tsawwassen First Nation annually, no later than March 31 of each year, a then current confirmation and undertaking in the form of Schedule 2 to the *TFSI Holder Partnership Regulation* under the Tsawwassen First Nation *Land Act*, signed by all of the partners of the partnership or their authorized representative(s) under seal, to the satisfaction of the Director of Lands, in accordance with such Regulation.”

#### **Ineligible ownership of a TFSI Holder Partnership**

- 4 (1) If by court order or operation of law a partnership, holding all or any part of a Tsawwassen Fee Simple Interest, that was a TFSI Holder Partnership becomes an Ineligible Partnership, such Ineligible Partnership may continue to hold that Tsawwassen Fee Simple Interest or part thereof, but for no longer than
- (a) a period of 2 years after the date on which the former TFSI Holder Partnership became an Ineligible Partnership, or
  - (b) a single further period specified by the Executive Council in the special circumstances of a particular case, and
- before the end of that 2 year period or further period, if any, specified under section 4 (1) (b), the Ineligible Partnership must either
- (c) become a TFSI Holder Partnership and provide the Director of Lands with such evidence thereof as may be required by the Director, to the satisfaction of the Director, or
  - (d) dispose of the Tsawwassen Fee Simple Interest or part thereof held by the Ineligible Partnership to a person referred to in section 16 (1) of the Act, which may include a TFSI Holder Corporation or a TFSI Holder Partnership.
- (2) If for any reason other than court order or operation of law a partnership, holding all or any part of a Tsawwassen Fee Simple Interest, that was a TFSI Holder Partnership becomes an Ineligible Partnership or is deemed to be an Ineligible Partnership in accordance with section 6 (3) or 6 (6) or if the Judicial Council makes a determination pursuant to section 6 (10), then such Ineligible Partnership may continue to hold that Tsawwassen Fee Simple Interest or part thereof, but for no longer than
- (a) a period of 30 days after the date on which the former TFSI Holder Partnership became an Ineligible Partnership or was deemed to be an Ineligible Partnership in accordance with section 6 (3) or 6 (6) or the date on which the Judicial Council made the determination pursuant to section 6 (10), as applicable, or

- (b) a single further period specified by the Executive Council in the special circumstances of a particular case, and  
before the end of that 30 day period or further period, if any, specified under section 4 (2) (b), the Ineligible Partnership must either
  - (c) become a TFSI Holder Partnership and provide the Director of Lands with such evidence thereof as may be required by the Director, to the satisfaction of the Director, or comply with section 6 (2), as applicable, or
  - (d) dispose of the Tsawwassen Fee Simple Interest or part thereof held by the Ineligible Partnership to a person referred to in section 16 (1) of the Act, which may include a TFSI Holder Corporation or a TFSI Holder Partnership.
- (3) The Tsawwassen Fee Simple Interest or part thereof
  - (a) referred to in section 4 (1), held by an Ineligible Partnership reverts to Tsawwassen First Nation immediately after the end of that 2 year period or further period, as the case may be, referred to in section 4 (1) if the Ineligible Partnership has not complied with section 4 (1) (c) or (d) during that period, or
  - (b) referred to in section 4 (2), held by an Ineligible Partnership reverts to Tsawwassen First Nation immediately after the end of the 30 day period or further period, as the case may be, referred to in section 4 (2) if the Ineligible Partnership has not complied with section 4 (2) (c) or (d) during that period.
- (4) Any reversion of a registered Tsawwassen Fee Simple Interest or part thereof pursuant to section 4 (3) will be subject to any other right, title or interest in or to such Tsawwassen Lands existing at the time of such reversion.
- (5) Following a reversion of a Tsawwassen Fee Simple Interest or part thereof under section 4 (3) that is registered in the name of an Ineligible Partnership in the land title office, the chief administrative officer must make an application to the registrar of land titles pursuant to section 22 (1) of schedule 1 of the *Land Title Act* (British Columbia) to effect the registration of that Tsawwassen Fee Simple Interest or part thereof in the name of Tsawwassen First Nation.

## **PART 2 – CERTIFICATION**

### **Condition of Acquisition and Certificate of Transfer**

- 5 (1) Prior to the acquisition of a Tsawwassen Fee Simple Interest or any part thereof by a TFSI Holder Partnership, and prior to the issuance of a certificate of transfer pursuant to section 9 (2) of the Act [*Certificate of transfer requirements*] to a TFSI Holder Partnership, the TFSI Holder Partnership must provide to the Director of Lands
  - (a) one or more statutory declarations, as the case may be, in the form of Schedule 1 to this regulation, including information regarding all of the partners of, and partnership interests in, the TFSI Holder Partnership, signed by all of the permitted partners of the TFSI Holder Partnership (other than any Tsawwassen Members under the age of 19 or incapable of managing his or her affairs as of the date of the declarations) (or in the case of a corporation that is a partner, by an authorized signatory of the corporation), and sworn within the prior 21 days, to the satisfaction of the Director of Lands,

- (b) for each corporation that is a partner of, or holds a partnership interest in, the TFSI Holder Partnership, all statutory declarations, confirmations and undertakings, certificates and other documentation required under the *TFSI Holder Corporation Regulation*, confirming that the corporation is a TFSI Holder Corporation,
  - (c) a confirmation and undertaking from the partnership in the form of Schedule 2 to this regulation, signed by all of the partners of the partnership or their authorized representative(s) under seal, and attaching a true copy of the partnership agreement and any amendments thereto for the TFSI Holder Partnership and, if the TFSI Holder Partnership is a limited partnership, a true copy of the certificate of limited partnership for the partnership issued pursuant to section 51 of the *Partnership Act* and any amendments thereto, to the satisfaction of the Director of Lands, and
  - (d) such other statutory declarations, confirmations and undertakings, certificates and other documents and information as may be required by the Director of Lands.
- (2) A partnership must not acquire a Tsawwassen Fee Simple Interest or any part thereof, and the Director of Lands may not provide a certificate of transfer pursuant to section 9 (2) of the Act [*Certificate of transfer requirements*] to a partnership, unless and until the partnership has met the requirements set out in section 5 (1).

**Ongoing Certification / Determinations by Judicial Council**

- 6
- (1) Any partnership that is an owner of all of any part of a Tsawwassen Fee Simple Interest must provide to the Director of Lands annually, no later than March 31 of each year, a then current confirmation and undertaking in the form of Schedule 2 to this regulation, signed by all of the partners of the partnership or their authorized representative(s) under seal, to the satisfaction of the Director of Lands. The partnership will not be required to attach a copy of the partnership agreement or certificate of limited partnership to the confirmation and undertaking unless required pursuant to section 6 (4).
  - (2) Any partnership that is an owner of all or any part of a Tsawwassen Fee Simple Interest must provide to the Director of Lands within 30 days of the Director's request one or more statutory declarations, as the case may be, in the form of Schedule 1 to this regulation, including information regarding all of the partners of, and partnership interests in, the partnership, signed by all of the permitted partners of the partnership (other than any Tsawwassen Members under the age of 19 or incapable of managing his or her affairs as of the date of the declarations) (or in the case of a corporation that is a partner, by an authorized representative of the corporation), and sworn within such 30 day period, and a confirmation and undertaking in the form of Schedule 2 to this regulation, signed by all of the partners of the partnership or their authorized representative(s) under seal, and attaching a true copy of the partnership agreement and any amendments thereto for the partnership and, if the partnership is a limited partnership, a true copy of the certificate of limited partnership for the partnership issued pursuant to section 51 of the *Partnership Act* and any amendments thereto, each to the satisfaction of the Director of Lands.
  - (3) If a partnership does not provide any statutory declaration or confirmation and undertaking requested under section 6 (2) within such 30 day period, the



partnership will be deemed to be an Ineligible Partnership as of the end of such 30 day period and section 4 (2) of this regulation will apply.

- (4) Any partnership that is an owner of all or any part of a Tsawwassen Fee Simple Interest must give not less than five business days' prior written notice to Tsawwassen First Nation (Attention: Director of Lands) at its administrative offices prior to the admission of any new partner to the partnership and prior to any issuance, allotment, distribution, assignment, transfer, mortgage, charge, pledge or other disposition whatsoever of any partnership interest in the partnership and within five business days after the completion of any such admission or transaction, the partnership must provide to the Director of Lands a then current confirmation and undertaking in the form of Schedule 2 to this regulation, signed by all of the partners of the partnership or their authorized representative(s) under seal, and attaching a true copy of the partnership agreement and any amendments thereto for the TFSI Holder Partnership and, if the TFSI Holder Partnership is a limited partnership, a true copy of the certificate of limited partnership for the partnership issued pursuant to section 51 of the *Partnership Act* and any amendments thereto, to the satisfaction of the Director of Lands.
- (5) The Director of Lands may request, at any time, any and all statutory declarations, confirmations and undertakings, certificates and other documents and information deemed by the Director to be necessary to confirm whether a partnership is a TFSI Holder Partnership and the partnership and each partner must provide such statutory declarations, confirmations and undertakings, certificates and other documents and information to the Director of Lands within 30 days of the Director's request.
- (6) If a partnership or any partner does not submit any statutory declaration, confirmation and undertaking, certificate or other document or information requested under section 6 (5) within such 30 day period, the partnership will be deemed to be an Ineligible Partnership as of the end of such 30 day period and section 4 (2) of this regulation will apply.
- (7) Should the Director of Lands have reason to believe that any statutory declaration, confirmation and undertaking, certificate or other document or information may be false or inaccurate, the Director may refer the matter to the Judicial Council for a determination.
- (8) In the case of a reference to the Judicial Council under subsection (7), the Judicial Council may
  - (a) convene a hearing,
  - (b) compel any declared permitted partner, authorized representative, director, officer, official or other representative of the partnership or any partner to testify under oath and to supply any and all statutory declarations, confirmations and undertakings, certificates and other documents and information required by the Judicial Council, and
  - (c) call witnesses, who may be required to testify under oath.
- (9) If the Judicial Council makes a determination that an Ineligible Partnership holds all or any part of a Tsawwassen Fee Simple Interest in reliance upon a certificate of transfer issued pursuant to section 9(2) of the Act that was based upon false or inaccurate information that was knowingly provided by any person under section

5 (1), the Tsawwassen Fee Simple Interest or part thereof will automatically revert to Tsawwassen First Nation immediately after the making of the determination, subject to any other right, title or interest in or to such Tsawwassen Lands existing at the time of such reversion, and following such a reversion of a Tsawwassen Fee Simple Interest or part thereof that is registered in the name of an Ineligible Partnership in the land title office, the chief administrative officer shall make an application to the registrar of land titles pursuant to section 22 (1) of schedule 1 of the *Land Title Act* (British Columbia) to effect the registration of a Tsawwassen Fee Simple Interest or part thereof in the name of Tsawwassen First Nation not less than 30 days following the determination.

- (10) If the Judicial Council makes a determination that an Ineligible Partnership holds all or any part of a Tsawwassen Fee Simple Interest in reliance upon a certificate of transfer issued pursuant to section 9 (2) of the Act that was based upon false or inaccurate information that was not knowingly provided by a person under section 5 (1), as the case may be, then section 4 (2) will apply to the Tsawwassen Fee Simple Interest or part thereof held by the partnership.

**No Assurance re: Land Title Registration**

- 7 Nothing contained in this regulation or the Tsawwassen First Nation *Land Act* amounts to any indication or assurance whatsoever that any partnership may be registered as a partnership on title to land in the land title office.

**SCHEDULE 1 – STATUTORY DECLARATION**

<b>CANADA</b>	)	IN THE MATTER OF section 16 (1) of the
	)	Tsawwassen First Nation <i>Land Act</i> and the <i>TFSI</i>
<b>PROVINCE OF BRITISH COLUMBIA</b>	)	<i>Holder Partnership Regulation</i> regarding the
	)	property legally described as follows:
	)	[Insert full legal description of the Property]
	)	(the “Property”)

I/we, \_\_\_\_\_ [insert name(s) of partner(s) / holder(s) of partnership interest(s)], DO SOLEMNLY DECLARE THAT:

1. I am / we are partner(s) of, or the holder(s) of a direct or indirect right, title or interest (a “partnership interest”) in, \_\_\_\_\_ [insert name of the partnership] (the “Partnership”) [or in the case of a corporation that is a partner or holds a partnership interest, I am / we are authorized signatory(ies) of \_\_\_\_\_, a corporation that is a partner of, or the holder of a direct or indirect right, title or interest (a “partnership interest”) in, \_\_\_\_\_ [insert name of the partnership] (the “Partnership”)].

2. The capital and partnership interests of the Partnership are comprised only of the following partnership units or other partnership interests:

[Insert description of partnership units and other partnership interests in the Partnership, including classes and types of units or other partnership interests and numbers or percentages of each type of partnership units and other partnership interests held.]

3. The following persons are all of the legal and beneficial partners of the Partnership and the legal and beneficial holders of all partnership interests in the Partnership and hold or beneficially own the partnership interests set forth opposite their respective names and each address indicated is their respective residential address:

<u>Name of Partner or Partnership Interest Holder</u>	<u>Residential Address</u>	<u>Partnership Interest(s) Held</u>
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[To be completed as appropriate.]

4. Each of the persons listed in paragraph 3 above is

- (a) a Tsawwassen Member of the age of 19 years or over;
- (b) a person acting as a trustee or in another official capacity for one or more persons, each of whom is a Tsawwassen Member, and which may include a Tsawwassen Member under the age of 19 years or incapable of managing his or her own affairs, and the Tsawwassen Member or Tsawwassen Members for whom the person acting as trustee or in another official capacity holds a partnership interest; or

(c) a TFSI Holder Corporation (as defined in the *TFSI Holder Corporation Regulation* under the *Tsawwassen First Nation Land Act*)

(a “permitted partner”),

and no person other than a permitted partner directly or indirectly, legally or beneficially, owns, or has any direct or indirect interest (including, without limitation, by way of mortgage, charge, pledge or security interest) in, the Partnership or any partnership interest in the Partnership or has any direct or indirect ability to exercise any control or direction over the Partnership or any partnership interest or any direct or indirect right or power to direct the management of the Partnership.

5. The Partnership was formed under the *Partnership Act*, R.S.B.C. 1996, c. 348 and is existing under such statute.
6. I/we make this Statutory Declaration for the express purpose of confirming the eligibility of the Partnership as a TFSI Holder Partnership in accordance with the *TFSI Holder Partnership Regulation* made pursuant to the *Tsawwassen First Nation Land Act*.

AND I/we make this solemn declaration, conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath, and by virtue of the *Canada Evidence Act*.

DECLARED BEFORE ME at \_\_\_\_\_ )  
\_\_\_\_\_, British Columbia )  
this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_. )  
\_\_\_\_\_)  
\_\_\_\_\_) (Signature)  
A Commissioner for taking Affidavits for British ) Print Name: \_\_\_\_\_  
Columbia )

[Instruction: One or more statutory declarations in this form must be signed by each permitted partner of the Partnership, other than a Tsawwassen Member under the age of 19 years or incapable of managing his or her own affairs, or in the case of a corporation that is a partner, by an authorized signatory of the corporation.]

## SCHEDULE 2 – CONFIRMATION AND UNDERTAKING

To: Tsawwassen First Nation  
1926 Tsawwassen Drive  
Tsawwassen, BC  
V4M 4G2  
("TFN")

From: \_\_\_\_\_ [insert name of the partnership]  
\_\_\_\_\_ [insert address of the partnership]  
(the "Partnership")

Re: Section 16 (1) of the Tsawwassen First Nation *Land Act* and the *TFSI Holder Partnership Regulation* regarding the property legally described as \_\_\_\_\_ [insert full legal description of the property]

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All of the partners of the Partnership, or their authorized representative(s), hereby confirm, represent and warrant to TFN, under seal, that, as of the date of this Confirmation and Undertaking:

1. The capital and partnership interests of the Partnership are comprised only of the following partnership units or other partnership interests:

[Insert description of partnership units and other partnership interests in the Partnership, including classes and types of units or other partnership interests and numbers or percentages of each type of partnership units and other partnership interests held.]

2. The following persons are all of the legal and beneficial partners of the Partnership and the legal and beneficial holders of all partnership interests in the Partnership and hold or beneficially own the partnership interests set forth opposite their respective names and each address indicated is their respective residential address:

<u>Name of Partner or Partnership Interest Holder</u>	<u>Residential Address</u>	<u>Partnership Interest(s) Held</u>
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[To be completed as appropriate.]

3. Each of the persons listed in paragraph 3 above is
  - (a) a Tsawwassen Member of the age of 19 years or over;
  - (b) a person acting as a trustee or in another official capacity for one or more persons, each of whom is a Tsawwassen Member, and which may include a Tsawwassen Member under the age of 19 years or incapable of managing his or her own affairs, and the Tsawwassen Member or Tsawwassen Members for whom the person acting as trustee or in another official capacity holds a partnership interest; or

(c) a TFSI Holder Corporation (as defined in the *TFSI Holder Corporation Regulation* under the Tsawwassen First Nation *Land Act*)

(a “permitted partner”),

and no person other than a permitted partner directly or indirectly, legally or beneficially, owns, or has any direct or indirect interest (including, without limitation, by way of mortgage, charge, pledge or security interest) in, the Partnership or any partnership interest in the Partnership or has any direct or indirect ability to exercise any control or direction over the Partnership or any partnership interest or any direct or indirect right or power to direct the management of the Partnership.

- 4. The Partnership was formed under the *Partnership Act*, R.S.B.C. 1996, c. 348 and is existing under such statute.
- 5. *[If required under the TFSI Holder Partnership Regulation: Attached is a true copy of the partnership agreement and any amendments thereto for the Partnership [(if the Partnership is a limited partnership:), and a true copy of the certificate of limited partnership for the partnership issued pursuant to section 51 of the Partnership Act and any amendments thereto].]*

AND the undersigned hereby undertake(s) to TFN that the undersigned or the undersigned’s authorized signatory(ies) will give not less than five business days’ prior written notice to TFN (Attention: Director of Lands) at its administrative offices prior to the admission of any new partner to the Partnership and prior to any issuance, allotment, distribution, assignment, transfer, mortgage, charge, pledge or other disposition whatsoever of any direct or indirect, absolute or contingent, right, title or interest in or to the Partnership; and within five business days after the completion of any such admission or transaction, to deliver to the Director of Lands a Confirmation and Undertaking in the form of Schedule 2 to the *TFSI Holder Partnership Regulation*, in accordance with the requirements of the *TFSI Holder Partnership Regulation*, to the satisfaction of the Director of Lands.

DATED: \_\_\_\_\_

*Individual Partners:*

SIGNED, SEALED AND DELIVERED )  
 in the presence of: )  
 )  
 \_\_\_\_\_ )  
 (Witness’ Signature) )  
 Name: )  
 Address: )  
 )  
 Occupation: )

\_\_\_\_\_  
(Partner’s Signature)

*Corporate Partners:*

THE CORPORATE SEAL OF )  
 \_\_\_\_\_ ) C/S

was hereunto affixed in the presence of: )  
 )  
By: \_\_\_\_\_ )  
Name: )  
Title: )  
 )  
By: \_\_\_\_\_ )  
Name )  
Title: )

[Instruction: This Confirmation and Undertaking must be signed by all partners of the partnership or their authorized representative(s) under seal.]