



Province of Alberta

## COOPERATIVES ACT

# COOPERATIVES REGULATION

### **Alberta Regulation 55/2002**

With amendments up to and including Alberta Regulation 208/2019

Current as of June 27, 2020

### Office Consolidation

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Alberta Queen's Printer  
Suite 700, Park Plaza  
10611 - 98 Avenue  
Edmonton, AB T5K 2P7  
Phone: 780-427-4952  
Fax: 780-452-0668

E-mail: [qp@gov.ab.ca](mailto:qp@gov.ab.ca)  
Shop on-line at [www.qp.alberta.ca](http://www.qp.alberta.ca)

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(Consolidated up to 208/2019)

**ALBERTA REGULATION 55/2002**

**Cooperatives Act**

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## Part 1 General

### Names

#### Definitions

**1** In sections 2, 3 and 4,

- (a) “Canada corporation” means a Canada corporation within the meaning of the *Business Corporations Act*;
- (b) “corporation” means a corporate entity, however incorporated, that is incorporated in Alberta, a registered extra-provincial corporation and a Canada corporation;
- (b) “dissolved corporation” means a dissolved corporation that was incorporated in Alberta.

#### Similar names

**2(1)** A cooperative and an extra-provincial cooperative registered in Alberta may not have a name that is similar to the name of a corporation unless that corporation consents in writing to the use of the name in whole or in part.

**(2)** A cooperative and an extra-provincial cooperative registered in Alberta may not have a name that is similar to the name of a dissolved corporation unless the dissolved corporation has been dissolved for more than 3 years.

**(3)** For the purposes of subsections (1) and (2), a name is similar if it is

- (a) a name that would reasonably lead to the inference that the cooperative or extra-provincial cooperative bearing the name is or would be associated or affiliated with the corporation or dissolved corporation if the cooperative or extra-provincial cooperative and the corporation or dissolved corporation are not or will not be associated or affiliated, or
- (b) a name whose similarity to the name of the corporation or dissolved corporation would lead someone who has an interest in dealing with the corporation or dissolved corporation to deal with the cooperative or extra-provincial cooperative bearing the name in the mistaken belief that he or she is dealing with the corporation or dissolved corporation.

**Minor differences**

**3(1)** A cooperative and an extra-provincial cooperative registered in Alberta may not have a name where the only difference from the name of a corporation or of a dissolved corporation is

- (a) the addition or deletion of punctuation marks or spaces,
- (b) the insertion or removal of a year in the name,
- (c) a difference in the legal element of the name referred to in section 16(1) of the Act,
- (d) the substitution of a word for its abbreviation or an abbreviation for the word,
- (e) the substitution of a word for its homonym,
- (f) the addition or deletion of an article, or
- (g) any other change that does not produce a phonetic difference between the name and the name of the corporation or dissolved corporation.

**(2)** Subsection (1)(b) to (g) as they apply to a corporation do not apply

- (a) where the corporation consents in writing and undertakes to
  - (i) change its name, or
  - (ii) dissolvewithin 6 months, or
- (b) in the case of a corporation that is a registered extra-provincial corporation, where the registered extra-provincial corporation undertakes to
  - (i) cease to be registered in Alberta, or
  - (ii) change its name in its home jurisdictionwithin 6 months.

**(3)** Subsection (1)(b) to (g) as they apply to a dissolved corporation do not apply where the dissolved corporation has been dissolved for at least 3 years prior to the time the cooperative or extra-provincial cooperative has the name.

**Identical names**

**4(1)** A cooperative or an extra-provincial cooperative may have a name that is identical to the name of a corporation incorporated in Alberta if

- (a) the corporation has ceased to use its name,
- (b) the name is not a number name,
- (c) the corporation and the cooperative or extra-provincial cooperative wishing to have the name were affiliated at the time the corporation ceased to use the name,
- (d) the corporation provided its consent to the cooperative or extra-provincial cooperative having the name, and
- (e) the cooperative or extra-provincial cooperative wishing to have the name undertakes to amend all titles and public registrations in the name of the corporation to reflect the change within 6 months.

**(2)** A cooperative or extra-provincial cooperative may have a name that is identical to the name of a dissolved corporation if

- (a) the name is not a number name,
- (b) the dissolved corporation and the cooperative or extra-provincial cooperative wishing to have the name were affiliated at the time the dissolved corporation was dissolved,
- (c) the dissolved corporation consented in writing before it was dissolved to the cooperative or extra-provincial cooperative having the name, and
- (d) the cooperative or extra-provincial cooperative wishing to have the name undertakes to amend all titles and public registrations in the name of the dissolved corporation to reflect the change within 6 months.

**(3)** If an undertaking under subsection (1)(e) or (2)(d) is not carried out, the Director may, by notice in writing, giving reasons, direct the cooperative or extra-provincial cooperative to change its name to one that the Director approves within 90 days of the date of notice.

**Distinctive meaning through use**

**5** No cooperative may have a name that

- (a) is too general,

- (b) is only descriptive, in any language, of the quality, function or other characteristics of the goods or services in which the cooperative deals or intends to deal, or
- (c) is primarily or only the name or surname of an individual who is living or has died within 30 years preceding the date the name is used

unless the name has through use acquired a meaning that renders the name distinctive.

#### **Family names**

**6** No cooperative may have a name that contains a word or expression, an element of which is the family name of an individual, whether or not the word or expression is preceded by the individual's given name or initials, unless the individual or the individual's heir, executor, administrator, assign or guardian consents in writing to the use of the name.

#### **Name of amalgamated cooperative**

**7** When 2 or more cooperatives amalgamate, the name of the amalgamated cooperative may be identical to the name of one of the amalgamating cooperatives if the name is not a number name.

#### **Additional form of name**

**8(1)** An additional form of name pursuant to section 16(2) of the Act must be a direct translation of the cooperative name.

**(2)** Notwithstanding subsection (1), changes may be made to the additional form of name to ensure that it is idiomatically correct.

#### **Limited number of characters**

**9** No cooperative may have a name that exceeds 200 characters in length, including punctuation marks and spaces.

#### **Permitted characters**

**10(1)** The name of a cooperative or an extra-provincial cooperative registered in Alberta may contain only the following:

- (a) letters of the alphabet of the English language;
- (b) Arabic numerals;
- (c) the following punctuation or other marks:
  - (i) !

- (ii) “
- (iii) #
- (iv) \$
- (v) %
- (vi) &
- (vii) ‘
- (viii) ()
- (ix) \*
- (x) +
- (xi) ,
- (xii) .
- (xiii) -
- (xiv) /
- (xv) :
- (xvi) ;
- (xvii) >
- (xviii) <
- (xix) =
- (xx) []
- (xxi) \
- (xxii) ∩
- (xxiii) ?
- (xxiv) @

(d) any combination of letters, numerals and marks referred to in clauses (a), (b) and (c).

**(2)** The first character of the name of a cooperative or of an extra-provincial cooperative registered in Alberta must be an Arabic numeral or an alphabetic letter of the English language.

**(3)** No cooperative or extra-provincial cooperative registered in Alberta may have a name that consists primarily of a combination of punctuation marks or other marks.

#### **Year in name**

**11** No cooperative may have a name that contains a year in parenthesis unless the cooperative is a successor cooperative and the year is the year in which it became a successor cooperative.

#### **Objectionable names**

**12(1)** No cooperative or extra-provincial cooperative registered in Alberta may have a name that contains a word or expression in any language that is obscene or connotes a business that is scandalous, obscene or immoral or that is otherwise objectionable on public grounds.

**(2)** No cooperative may have a name that contains a word or expression that might lead to the inference that the cooperative is not a cooperative to which the Act applies.

#### **Proposed names**

**13** No name that is identical or similar to a name that is identified in a computer printed search report as “proposed” may be used by a cooperative or an extra-provincial cooperative registered in Alberta unless it is the person who first proposed the name or has the consent in writing of the person who first proposed the name.

#### **Other prohibited affiliations**

**14(1)** No cooperative may have a name that indicates that the cooperative

- (a) carries on business under royal, vice-regal or governmental patronage, approval or authority unless the appropriate government department or agency consents in writing to the name,
- (b) is sponsored or controlled by or is affiliated with
  - (i) the Government of Canada,
  - (ii) the government of a province or territory, or
  - (iii) the government of a subdivision of a country other than Canada

or a political subdivision or agency of any such government, unless the appropriate government, political

subdivision or agency consents in writing to the use of the name,

- (c) is sponsored or controlled by a university, college or polytechnic institution or a professional or other occupational association that is regulated by provincial or federal legislation, unless the university, college or polytechnic institution or professional or occupational association consents in writing to the use of the name, or
- (d) carries on business as a financial intermediary defined in section 44(2) that is regulated by provincial or federal legislation, unless the appropriate government department or agency consents in writing to the use of the name.

**(2)** No cooperative or extra-provincial cooperative registered in Alberta may have a name

- (a) that indicates that the cooperative or extra-provincial cooperative is associated with
  - (i) the Alberta Heritage Savings Trust Fund,
  - (ii) the operation of Nakiska Ski Area, unless it has the written consent of the Minister of Tourism, Parks and Recreation, or
  - (iii) the Olympic Games or its organizing committee, unless it has the written consent of the Canadian Olympic Association,

or

- (b) that includes the word “Kananaskis” and indicates that the cooperative or extra-provincial cooperative is associated with land of the Crown in right of Alberta or the administration of land of the Crown in right of Alberta, unless it has the written consent of the Minister of Tourism, Parks and Recreation.

AR 55/2002 s14;35/2007;68/2008;10/2019

#### **Director's powers**

**15** In determining whether a name contravenes the Act or this Regulation, the Director may, without limitation, consider the following:

- (a) the distinctiveness of the name or any element of it and the extent to which the name has become known;
- (b) the length of time the name has been in use;

- (c) the nature of the business carried on under or associated with the name, including the likelihood of any competition among businesses using such a name;
- (d) the nature of the trade with which a name is associated, including the nature of the goods or services and the means by which they are offered or distributed;
- (e) the degree of similarity between the name and another name in appearance or sound;
- (f) the geographic area in Alberta in which the name is likely to be used.

**Name search reports****16** In the case of

- (a) the incorporation of a cooperative,
- (b) a change in the name of a cooperative or a registered extra-provincial cooperative,
- (c) the use of an additional form of name under section 16(2) of the Act and section 8 of this Regulation,
- (d) the registration of an extra-provincial cooperative,
- (e) the continuance of an extra-provincial cooperative into Alberta where the extra-provincial cooperative is not a registered extra-provincial cooperative with the identical name in Alberta immediately prior to continuance,
- (f) the amalgamation of 2 or more cooperatives where the name of the amalgamated cooperative is not identical to the name of one of the amalgamating cooperatives,
- (g) the amalgamation of a registered extra-provincial cooperative with one or more extra-provincial cooperatives where the name of the amalgamated extra-provincial cooperative is not identical to the name of the registered extra-provincial cooperative,
- (h) the revival of a cooperative where the cooperative is revived after having been dissolved under Part 14 of the Act, and
- (i) the reinstatement of the registration of an extra-provincial cooperative whose registration was cancelled under section 374(1)(a) of the Act,

the following must accompany the documents sent to the Director in connection with the incorporation, change of name, use of name, registration, continuance, amalgamation, revival or reinstatement:

- (j) an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained or controlled by the Government of Canada, dated not more than 90 days prior to the submission of the report;
- (k) any consent or consent and undertaking required under the Act or this Regulation.

## Meetings

### Location of meetings

**17(1)** Unless the by-laws otherwise provide, meetings of members and investment shareholders are to be held at the place in Alberta determined by the directors.

**(2)** Subject to the by-laws, a member or an investment shareholder may participate in a meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and if a person participates in a meeting in this way, that person is to be considered to be present at the meeting.

**(3)** The by-laws may authorize a meeting to be held entirely by means of a telephonic, electronic or other communication facility as long as the requirements of subsection (2) are met.

### Organizational and first meeting of members

**18(1)** The directors shall call a meeting of the members

- (a) after holding an organizational meeting pursuant to section 56 of the Act, and
- (b) in any event, within 180 days of the issuance of the incorporation certificate.

**(2)** The members, at their first meeting, shall

- (a) adopt by-laws for the cooperative,
- (b) elect or appoint directors in accordance with section 55(2) of the Act, and
- (c) appoint an auditor to hold office until the close of the first annual meeting of members, unless the appointment of an

auditor is dispensed with pursuant to section 236 of the Act.

#### **Annual and special meetings of members and shareholders**

**19(1)** The directors shall call the first annual meeting of members not later than 18 months after the cooperative comes into existence and subsequent annual meetings of members must be held not later than the earlier of

- (a) 15 months after holding the preceding annual meeting, and
- (b) 6 months after the end of the preceding financial year.

**(2)** The directors may call a special meeting of the cooperative at any time.

**(3)** Notwithstanding subsection (1), the cooperative may apply to the Court for an order extending the time within which the first or any annual meeting of members must be held.

#### **Notice of meetings**

**20(1)** Notice of the date, time and place of a meeting of the cooperative must be given not less than 10 and not more than 60 days before the date of the meeting,

- (a) to each person who is entitled to vote at the meeting,
- (b) to each director, and
- (c) in each case of an annual meeting, to the auditor of the cooperative, if any.

**(2)** A notice under subsection (1) must

- (a) be posted at the registered office of the cooperative,
- (b) subject to subsection (3), be published at least once in a newspaper having general circulation in the area where the cooperative carries on business, and
- (c) be given in accordance with section 346 of the Act to each person who is entitled to vote at the meeting.

**(3)** Unless the by-laws provide otherwise, a notice of a meeting of investment shareholders of any class of shares that is publicly traded on a recognized stock exchange in Canada must be published once a week for at least the 4 consecutive weeks before the date of the meeting in a newspaper having general circulation

- (a) in the place where the registered office of the cooperative is located, and
- (b) in each place in Canada where the cooperative has a transfer agent or where a transfer of the investment shares may be recorded.

(4) In addition to complying with the requirements set out in this section, a cooperative shall comply with Alberta securities laws as defined in the *Securities Act* for notices under subsection (3).

#### When notice not required

**21** Notice of a meeting of investment shareholders need not be given to an investment shareholder who was not registered on the records of the cooperative or its transfer agent on the record date fixed or determined under section 23.

#### Failure to receive notice

**22** Failure to receive notice of a meeting does not deprive a person of a right to vote at the meeting at which the person is entitled to vote.

#### Record dates

**23(1)** Unless the by-laws provide otherwise, the following dates are record dates for the purpose indicated in column 1, and if a date is not fixed by the directors in accordance with column 2, the default date in column 3 applies as indicated:

<b>Column 1 purpose of record date</b>	<b>Column 2 record date</b>	<b>Column 3 default record date</b> [The date if not fixed by directors]
(a) To determine the persons entitled to receive notice of or to vote at a meeting of members	The day before the day on which the notice is given or if no notice is given, the day of the meeting.	The day before the day on which the notice is given or if no notice is given, the day of the meeting
(b) To determine the members or investment shareholders		
(i) who are entitled to receive payment of a dividend, or	The day fixed by the directors, if any, which must not be more than	The date on which the directors pass the

(ii) for any other purpose (except for (a), (c) or (d))	60 days before the particular action to be taken	resolution relating to the particular purpose
(c) To determine the investment shareholders who are entitled to receive notice of a meeting of investment shareholders	The date fixed by the directors, if any, which must be at least 10 days but not more than 60 days before the meeting	The day before the day on which notice is given or if no notice is given, the day of the meeting
(d) To determine the investment shareholders who are entitled to vote at a meeting of investment shareholders	The date fixed by the directors, if any, which must be at least 10 days but not more than 60 days before the meeting	The day on which the directors pass the resolution calling the meeting

**(2)** Unless the by-laws provide otherwise, if a record date for investment shareholders is fixed by the directors, unless notice of the date is waived by each investment shareholder named in the securities register at the close of business on the day the directors fix the record date, notice of the record date must be given at least 7 days before the record date

- (a) by advertisement in a newspaper published or distributed in a place where the cooperative has its registered office and in each place in Canada where it has a transfer agent or where a transfer of its investment shares may be recorded, and
- (b) by written notice to each stock exchange in Canada on which the investment shares of the cooperative are listed for trading.

### **Special business**

**24(1)** All matters dealt with at a special meeting of a cooperative and all matters dealt with at an annual meeting are special business, except

- (a) consideration of the financial statements,
- (b) an auditor's report,
- (c) the election of directors,
- (d) the remuneration of directors and delegates,

- (e) the appointment of an auditor,
- (f) the approval of patronage returns if the by-laws require member approval of patronage returns,
- (g) consideration of the minutes of the previous annual meeting,
- (h) consideration of reports of directors or standing committees, and
- (i) any other matter that the by-laws specify is not special business.

(2) Amendments to articles and the making of by-laws and amendments to them may not be specified under subsection (1) as matters that are not special business.

(3) Notice of a meeting of a cooperative at which special business is to be transacted must

- (a) state the nature of the special business in sufficient detail to permit the recipient to form a reasoned judgment about the special business, and
- (b) subject to subsection (4), contain the text of any special resolution to be submitted to the meeting.

(4) Where the text of a special resolution is too long to be included in a notice under this section, the notice must contain a statement in sufficient detail to permit the recipient to form a reasoned judgment about the resolution and a statement that the full text of the resolution is available at any business location of the cooperative.

#### **Waiver of notice**

**25(1)** A person who is entitled to attend a meeting of a cooperative may waive notice of the meeting in any manner.

(2) Attendance at a meeting of a cooperative is a waiver of notice of the meeting, except when a person attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

#### **Requisition for a meeting**

**26(1)** Two or more persons who together hold at least 5%, or a greater percentage specified in the by-laws, of the voting rights that could be exercised at a meeting of members or investment shareholders, may requisition the directors to call a meeting of the members or investment shareholders, as the case may be.

- (2) The by-laws may not provide for a percentage that is greater than 25% for the purposes of subsection (1).
- (3) The requisition
- (a) must state the business to be transacted at the meeting and must be sent to each director and to the registered office of the cooperative, and
  - (b) may consist of several documents of similar form, each signed by one or more persons who are entitled to vote at the meeting.
- (4) On receipt of the requisition, the directors shall call a meeting to transact the business stated in the requisition unless
- (a) the directors have already called a meeting and given notice of it under section 20, or
  - (b) the business of the meeting as stated in the requisition would, if the requisition were a proposal, bring it within the application of section 30(7)(b), (c), (d) or (e).

#### **Member or shareholder calling meeting**

**27(1)** If the directors do not call a meeting within 21 days after receiving a requisition to do so, any person who signed the requisition may call the meeting, unless the meeting is not required to be called because of section 26(4).

(2) A meeting called under section 26 or this section must be called as nearly as possible in the manner in which meetings are to be called under the by-laws, a unanimous agreement, this Regulation and the Act.

(3) The cooperative must reimburse the persons who signed the requisition for the expenses reasonably incurred by them in requisitioning, calling and holding the meeting, unless the persons who are present and entitled to vote at the meeting resolve otherwise.

#### **Meetings not called as required**

**28(1)** A member, director or investment shareholder who is entitled to vote at a meeting of the cooperative may call the meeting if it is not called within the time required by this Regulation, the Act, the articles, the by-laws or any unanimous agreement.

(2) A meeting called, held and conducted under this section is for all purposes a meeting duly called, held and conducted.

**Meeting called by the Court**

**29(1)** On the application of a director or a person who is entitled to vote at a meeting, or in the case of a distributing cooperative, on the application of the Executive Director, the Court may order a meeting of a cooperative to be called, held and conducted within the time and in the manner that the Court directs, if

- (a) it is not feasible to call the meeting within the time or in the manner in which those meetings are to be called,
- (b) it is not feasible to conduct the meeting in the manner required by this Regulation, the Act, the by-laws and any unanimous agreement, or
- (c) the Court thinks, for any other reason, the meeting should be called, held and conducted in the manner it directs.

**(2)** Without restricting the generality of subsection (1), the Court may order that the quorum required by the by-laws, this Regulation or the Act be varied or dispensed with at a meeting called, held and conducted under this section.

**(3)** A meeting called, held and conducted under this section is for all purposes a meeting duly called, held and conducted.

**Notice of proposals**

**30(1)** A member may, in accordance with the Act and this Regulation,

- (a) submit to the cooperative notice of any matter that the member proposes to raise at an annual meeting of members, and
- (b) discuss at the meeting any matter in respect of which the member would have been entitled to submit a proposal.

**(2)** Any member or director may, in accordance with section 265 of the Act, make a proposal to amend the articles.

**(3)** Any other person may, in accordance with section 265 of the Act, make a proposal to amend the articles if the person has been, for at least 6 months prior to the date on which the proposal is submitted, the registered holder or the beneficial owner of, or has the support in writing of persons who, in the aggregate, and including or not including the person that submits the proposal, have been, for at least 6 months prior to that date, the registered holders or the beneficial owners of, the lesser of the following, determined as of the close of business on the day preceding the day on which the proposal is submitted:

- (a) 1% of the total number of outstanding investment shares of the cooperative;
  - (b) investment shares with a total market value of at least \$2000.
- (4)** A proposal submitted by a person described in subsection (3) must be accompanied by the following information:
- (a) the name, address and telephone number of the person and of the person's supporters, if applicable;
  - (b) the number of investment shares held or owned by the person and by the person's supporters, if applicable, a copy of the written support, if applicable, and the date the investment shares were acquired.
- (5)** If requested by the cooperative within 14 days after receipt of the proposal, a person who submits a proposal under subsection (3) shall provide proof within 21 days of the request, that the person meets the requirements of subsection (3).
- (6)** Unless the by-laws otherwise provide, a proposal submitted for consideration at a meeting must
- (a) be attached to or accompany the notice of the meeting,
  - (b) if requested by the person submitting the proposal, include material in support of the proposal, and
  - (c) include the name, address and telephone number of the person submitting the proposal.
- (7)** A cooperative need not comply with subsection (6) if
- (a) in the case of a proposal to be considered at an annual meeting of members, the proposal is not submitted to the cooperative before the end of the financial period preceding the financial period in which the annual meeting is to be held,
  - (b) in the opinion of the directors, the purpose of the proposal is to enforce a personal claim or redress a personal grievance against the cooperative or its directors, officers, members or security holders,
  - (c) within 2 years before receipt of the proposal, the person submitting the proposal failed to present at a meeting a proposal that, at the person's request, had accompanied or had been attached by the cooperative to the notice of the meeting,

- (d) substantially the same proposal accompanied or was attached to a notice of meeting relating to a meeting of the cooperative held within 2 years before the receipt of the proposal, and the proposal was defeated,
- (e) the rights conferred by subsections (1) and (2) are in the opinion of the directors being abused to secure publicity, or
- (f) the proposal deals with a subject-matter that, under the articles and by-laws, is not within the power of the members to deal with.

**(8)** If, on the date of the meeting the person who made a proposal under subsection (3) is no longer in compliance with subsection (3), based on the number of outstanding investment shares of the cooperative in existence at the time the proposal was submitted,

- (a) the cooperative is not bound to consider the proposal, and
- (b) the cooperative is not required to include in the notice of a meeting, or attach to it, any proposal submitted by that person for any meeting held within a period of 2 years following the date of the meeting.

**(9)** A cooperative shall, not less than 60 nor more than 90 days before the end of each financial period, give notice in accordance with section 20 of the date for submission of proposals under subsection (3) for consideration at the next annual meeting of members to all members, directors and investment shareholders.

#### **Liability for circulation of proposals**

**31** No cooperative or person acting on behalf of a cooperative incurs any liability by reason only of circulating a proposal in accordance with section 30.

#### **Refusal to include proposal**

**32(1)** If a cooperative refuses to include a proposal in a notice of a meeting referred to in section 30, the cooperative shall, within 21 days after the day on which it receives the proposal or, in the case of a proposal referred to in section 30(3) within 21 days after the corporation receives proof of ownership under section 30(5), notify in writing the person submitting the proposal of its intention to omit the proposal from the notice and of the reasons for refusal.

**(2)** On the application of a person who submitted a proposal claiming to be aggrieved by a cooperative's refusal under subsection (1), the Court may direct the cooperative to submit the proposal for consideration at a meeting or restrain the holding of

the meeting at which the proposal is sought to be presented, and may make any further order it thinks fit.

(3) A cooperative or any person claiming to be aggrieved by a proposal may apply to the Court for an order permitting or directing the cooperative to omit the proposal from a notice of meeting, and the Court, if it is satisfied that section 30(7) applies, may make any order that it thinks fit.

#### **Voting rights of members and shareholders**

**33(1)** A cooperative shall prepare a list of its members or, if the by-laws provide for delegates, of the delegates, as of the record date who are entitled to receive notice of and vote at a meeting of members.

(2) A member or delegate named in the list referred to in subsection (1) is entitled to one vote at a meeting of members.

(3) If a record date for voting is fixed by the directors, a cooperative shall prepare, no later than 10 days after the record date, a list of investment shareholders entitled to vote as of the record date at a meeting of investment shareholders, and the list must show the number of investment shares held by each investment shareholder.

(4) If a record date for voting is not fixed by the directors, a cooperative shall prepare, not later than 10 days after the default record date for notice of meeting, a list of investment shareholders entitled to receive notice of a meeting of investment shareholders as of the record date, and the list must show the number of investment shares held by each investment shareholder.

(5) An investment shareholder named in the list referred to in subsection (3) or (4) is entitled to vote the investment shares shown opposite the investment shareholder's name at the meeting to which the list relates, except to the extent that

- (a) the investment shareholder has transferred the ownership of any of those investment shares after the record date or the date on which the list for the purposes of subsection (4) was prepared, as the case may be, and
- (b) the transferee of those investment shares demands, not later than 10 days before the meeting, or any shorter period for which the by-laws of the cooperative provide, that the transferee's name be included in the list before the meeting and produces properly endorsed investment share certificates or otherwise establishes that the transferee owns the investment shares,

in which case the transferee may vote the shares at the meeting.

(6) A person who is entitled to vote at a meeting of a cooperative may examine any list that relates to the meeting

- (a) during usual business hours at the registered office of the cooperative or at the place where its records of members and investment shareholders are maintained, and
- (b) at the meeting for which the list was prepared.

#### **Quorum - investment shareholders**

**34(1)** This section applies in respect of the quorum at meetings of investment shareholders unless the by-laws provide different rules.

(2) A quorum is present at a meeting of investment shareholders if persons holding a majority of the voting rights that may be exercised at the meeting are present in person or represented in a manner provided for by this Regulation or the Act or permitted by the by-laws.

(3) If a quorum is present at the opening of a meeting, the persons who are present and entitled to vote may proceed with the business of the meeting even though a quorum is not present throughout the meeting.

(4) If a quorum is not present at the opening of a meeting, the persons who are present and entitled to vote may adjourn the meeting to a fixed date, time and place but may not transact any other business.

#### **Quorum - members**

**35(1)** This section applies in respect of the quorum at meetings of members unless the by-laws provide different rules.

(2) Subject to subsection (3), at a meeting of members, one-tenth of the members or, if the by-laws so provide, their fully authorized district delegates, constitute a quorum.

(3) If the cooperative has a membership of more than 500, 50 members constitute a quorum if before the commencement of the meeting those members in attendance consent to the quorum reduction by a majority vote.

(4) If within one hour after the time appointed for the meeting of members a quorum is not present,

- (a) the meeting, if called by members, shall be dissolved, and

(b) if not so called, the meeting stands adjourned until the same day, time and place in the following week.

(5) If within one hour after the time appointed for the adjourned meeting referred to in subsection (4)(b) a quorum is not present, the chairperson may call for a resolution to the effect that those present at that time constitute a quorum and be empowered to transact the business to be brought before the meeting.

(6) If the resolution referred to in subsection (5) is passed by a majority vote of members present and recorded in the minutes, the meeting shall then proceed and those members present constitute a quorum.

(7) If a quorum is present at the opening of the meeting, the persons who are present and entitled to vote may proceed with the business of the meeting even though a quorum is not present throughout the meeting.

#### **Members who are not individuals**

**36(1)** If an entity is entitled to vote at a meeting of a cooperative, the cooperative shall recognize any individual authorized by a resolution of the directors or governing body or a similar authority of the entity to represent the entity at meetings of the cooperative.

(2) An individual who is authorized under subsection (1) to represent an entity may exercise, on behalf of the entity, all the powers the entity could exercise if it were an individual.

#### **Joint voting by members and shareholders**

**37(1)** Unless the by-laws provide otherwise, the holders of a jointly held membership collectively have one vote at a meeting of members.

(2) No holder of a jointly held membership may exercise a proportion of a vote unless the by-laws so provide.

(3) Unless the articles provide otherwise, if 2 or more persons hold investment shares jointly, one of those holders present at a meeting of investment shareholders or represented in a manner provided for by this Regulation or the Act or permitted in the by-laws may, in the absence of the others, vote the investment shares, but if 2 or more of those persons who are present or so represented vote, they must vote as one on the investment shares jointly held by them.

#### **Voting by show of hands**

**38(1)** Voting at meetings of a cooperative must be by show of hands unless

- (a) a member or investment shareholder who is entitled to vote at the meeting, or any percentage of such members or investment shareholders as determined by the by-laws, demands a vote by ballot, or
  - (b) the by-laws provide for another method of voting.
- (2)** A person, or any percentage of persons as determined by the by-laws, entitled to vote at a meeting may demand a ballot either before or after a vote by show of hands.
- (3)** Without limiting the generality of subsection (1)(b), the by-laws of a corporation may authorize voting by mail ballot on any matter.

#### **Electronic voting**

- 39(1)** A vote at a meeting of a cooperative may, if the by-laws so provide, be held entirely by means of a telephone, electronic or other communication facility, and any person entitled to vote at the meeting may vote by those means.
- (2)** A vote may be held in the manner set out in subsection (1) only if
- (a) each person entitled to vote has access to the communication facility, and
  - (b) the communication facility is designed and used in a manner that
    - (i) permits the subsequent verification of the votes that are gathered, and
    - (ii) permits the tallied votes to be presented to the cooperative without it being possible for the cooperative to identify how each person or group of persons voted.

#### **Resolution in place of meeting**

- 40(1)** Unless the by-laws provide otherwise, a resolution in writing signed by all the persons who are entitled to vote on that resolution at a meeting of the cooperative is as valid as if it had been passed at the meeting, except when a written statement is submitted under section 67 of the Act or section 241(5) of the Act.
- (2)** Unless the by-laws provide otherwise, a resolution in writing dealing with all matters required by this Regulation or the Act to be dealt with at a meeting of a cooperative and signed by all the persons who are entitled to vote at the meeting satisfies all the

requirements of this Regulation and the Act relating to meetings, except when a written statement is submitted under section 67 of the Act or section 241(5) of the Act.

**(3)** A copy of every resolution referred to in subsection (1) or (2) must be kept with the minutes of the meeting.

**(4)** Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson 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 or signatures recorded in favour of or against the resolution.

#### **One-person meeting**

**41(1)** For the purposes of this Regulation and the Act, one person can constitute a meeting.

**(2)** If a cooperative has only one investment shareholder, or only one holder of any class or series of investment shares, the investment shareholder constitutes a meeting of the investment shareholders or a meeting of investment shareholders of that class or series.

### **Miscellaneous Provisions**

#### **Additional information for articles of incorporation**

**42** Articles of incorporation submitted under section 4 of the Act must include or be accompanied by the following information:

- (a) the fiscal year end of the cooperative;
- (b) the type of business of the cooperative.

AR 55/2002 s42;134/2013

#### **Continuance**

**42.1** Where articles submitted for continuance under section 434 of the Act effect a change in general content from any of the association's memorandum of association, the supplemental bylaws or the applicable standard bylaws under the former Act, the articles must be approved by the members by special resolution, and the articles must be accompanied with proof of the approval satisfactory to the Director.

AR 242/2002 s2

**Revival and continuance of Alberta incorporated associations under former Act**

**42.2(1)** In this section,

- (a) “association” means a body incorporated by or under an Act of Alberta that was dissolved;
- (b) “dissolution”, except where the reference is to a dissolution under Division 2 of Part 14 of the Act, means dissolution on March 31, 2005 by section 434(1) of the Act, and “dissolved” shall be construed accordingly;
- (c) “former Act” means the *Co-operative Associations Act* (RSA 2000 cC-28);
- (d) “revival” means revival under and by virtue of this section;
- (e) “revival for perpetual succession” means a revival for the purposes to which subsection (3)(a) applies;
- (f) “revival for winding-up” means a revival for the purposes to which subsection (3)(b) applies.

**(2)** An interested person may apply to the Director to have an association revived for either of the purposes referred to in subsection (3).

**(3)** The purposes referred to in subsection (2) are, by virtue of this section, to effectuate a continuance of the association as a cooperative under the same name with retroactive effect from immediately after dissolution,

- (a) as if the association had not been dissolved and as if it had been continued as a cooperative pursuant to section 434 of the Act, or
- (b) with a view to enabling or forcing the association, as a continued cooperative, to wind up its business and affairs and to dissolve under Division 2 of Part 14 of the Act.

**(4)** An application for a revival must be made to the Director in the form set by the Director and, if for perpetual succession, before April 1, 2008.

**(5)** An application for a revival for perpetual succession must be accompanied with

- (a) articles of revival in the form set by the Director,

- (b) the articles of the association in accordance with sections 5, 387, 388, 389, 392(1), 402(1), 407, 413 and 419, as applicable, of the Act,
  - (c) a declaration signed by the directors that if and after the association is issued its certificate of revival the then cooperative will be organized and operated and will carry on business on a cooperative basis,
  - (d) if applicable, a declaration signed by the directors that if and after the issue of its certificate of revival the then cooperative will comply with the applicable Division of Part 18 of the Act,
  - (e) any outstanding annual returns required by section 21(8) of the former Act,
  - (f) any other documents whose provision the Director in writing requests, and
  - (g) the fee prescribed by section 1(d) of Schedule 1.
- (6)** An application for a revival for winding-up must be accompanied with
- (a) articles of revival in the form set by the Director,
  - (b) if so required by the Director, a declaration signed by the interested person that if and after the association is issued its certificate of revival the then cooperative will, subject to subsection (3)(b), be organized and operated and will carry on business on a cooperative basis,
  - (c) if applicable, a declaration signed by the interested person that if and after the issue of its certificate of revival the then cooperative will comply with the applicable Division of Part 18 of the Act,
  - (d) in the case of a revival ordered by a court for winding-up, a copy of the court order directing the Director to revive the association,
  - (e) any other documents whose provision the Director in writing requests, and
  - (f) the fee prescribed by section 1(d) of Schedule 1.
- (7)** Section 42.1 applies with respect to articles of revival submitted under this section.
- (8)** While there remains any potential for an association to be continued as a result of revival for perpetual succession, the

association is temporarily continued by this subsection from dissolution until immediately before the revival or until the deadline established by subsection (4) has passed without the application for revival having been made, whichever occurs first.

**(9)** On receipt of documents referred to in subsections (4) and (5) or (6) that are satisfactory to the Director and on being satisfied that subsection (7), if applicable, has been complied with, the Director shall issue a certificate of revival for perpetual succession or for winding-up, as the case may be, in the form set by the Director.

**(10)** For the purpose of issuing a certificate of revival, the Director may rely on the articles of revival and the declarations referred to in subsections (5) and (6).

**(11)** If the Director issues a certificate of revival, then, with retroactive effect from immediately after its dissolution,

- (a) the association
  - (i) is revived,
  - (ii) is continued in existence as if it had not been dissolved, and
  - (iii) becomes a cooperative as if it had been incorporated under the Act,

and

- (b) the certificate of revival is the instrument of incorporation of the cooperative,

and sections 437, 438 and 440 to 445 of the Act apply to it as if the continuance by this subsection were continuance under Part 19 of the Act, with references to the certificate of continuance being taken as references to the certificate of revival.

**(12)** A certificate of revival is conclusive proof for the purposes of this Regulation and for all other purposes that

- (a) the association was continued as a cooperative by this section with retroactive effect on and from immediately after the association's dissolution, and
- (b) the continuance was for the purposes, in the case of revival for perpetual succession, to which subsection (3)(a) applies or, in the case of revival for winding-up, to which subsection (3)(b) applies.

(13) In the same manner and to the same extent as if it had not been dissolved, but subject to any reasonable terms that are imposed by the Director and to rights acquired by any person prior to the dissolution, an association revived as a cooperative by this section is, with effect from immediately after the dissolution and with no gap between the dissolution and the revival, restored to its position in law and equity immediately before the dissolution except for the prospective application to it of the Act instead of the former Act.

(14) Without limiting the applicability of the remainder of the Act, Division 2 of Part 14 of the Act applies with respect to an association that has been revived and continued as a cooperative on the basis that references in that Part and the remainder of the Act to dissolution are to be taken to refer to a dissolution not by section 434(1), but to a subsequent dissolution under Division 2 of Part 14, of the Act.

AR 44/2005 s2

#### **Continuance of extra-provincial associations as extra-provincial cooperatives**

**42.3(1)** In this section,

- (a) “continuance” includes the continuance of registration as an extra-provincial association under the former Act into registration as an extra-provincial cooperative under the Act;
- (b) “extra-provincial association” has the meaning assigned to it in section 60 of the former Act.

(2) An interested person may, before April 1, 2006, submit an application to the Director to have the registration of an extra-provincial association that, immediately before the repeal of the former Act, was registered as such under the former Act and that did not comply with section 434(3) of the Act, continued under the same name under this section.

(3) The applicant must provide to the Director

- (a) articles of continuance of registration as an extra-provincial cooperative in the form set by the Director,
- (b) a declaration, in the form set by the Director and signed by the directors, that the extra-provincial association wishes to continue its registration as an extra-provincial cooperative under the Act, and
- (c) the fee prescribed by section 1(h) of Schedule 1.

(4) While there remains any potential for the registration of an extra-provincial association to be continued as a result of subsection (6), its registration is temporarily continued by this subsection until that continuance or until the deadline established by subsection (2) has passed without the application for continuance of registration having been made, whichever occurs first.

(5) On receipt of documents referred to in subsections (2) and (3) that are satisfactory to the Director, the Director shall issue a certificate of continuance of registration of an extra-provincial cooperative in the form set by the Director.

(6) If the Director issues a certificate of continuance of registration of an extra-provincial cooperative under subsection (5), then, with effect from the issue of the certificate, the registration of the extra-provincial association is continued as the registration of an extra-provincial cooperative under the Act, and so far as is potentially applicable to the continuance of registration of an extra-provincial cooperative, sections 437, 438, 443 and 444 of the Act apply to it with suitable adaptations.

(7) A certificate of continuance of registration of an extra-provincial cooperative is conclusive proof for the purposes of this Regulation and for all other purposes that the registration of the extra-provincial association was continued as the registration of an extra-provincial cooperative by this section with effect from the issue of the certificate.

AR 44/2005 s2

#### **Revival of associations dissolved under former Act**

**42.4(1)** Section 329 of the Act is to be treated as applying with respect to an association within the meaning of section 431(a) of the Act (deeming however the reference to section 59 of the former Act to be a reference to section 66 of it) that was incorporated by or under an Act of Alberta and dissolved under the former Act, as if that association were a cooperative dissolved under Division 2 of Part 14 of the Act.

(2) The articles of revival required as a result of subsection (1) must additionally state in effect whether the revival is for the purposes to which section 42.2(3)(a) or section 42.2(3)(b) applies.

(3) If the purposes of the revival are those to which section 42.2(3)(a) in effect applies, the application under subsection (1) applies only to an association that was dissolved on or after the date that was 3 years before the commencement of this section and must be made within 3 years of the date when the dissolution took effect under the former Act.

AR 44/2005 s2

**New generation cooperative articles**

**43(1)** In addition to any other requirements of the Act and this Regulation, the articles of incorporation of a new generation cooperative must contain

- (a) a statement of the objects or purposes the cooperative is intended to fulfill, and
- (b) a statement that the business of the cooperative is restricted to one or more of the endeavours or businesses set out in section 422(c)(iii) of the Act.

**(2)** No new generation cooperative shall carry on business in a manner that is contrary to an object or purpose that is stated in the articles of incorporation.

**Prescribed laws**

**44(1)** Any law of Canada or of a province or territory that has requirements in relationship to Canadian ownership or control is a prescribed law for the purposes of section 5(1)(o)(ii) and (iii) of the Act.

**(2)** For the purposes of section 5(1)(o)(ii)(C) of the Act, “financial intermediary” means

- (a) a bank,
- (b) a loan corporation or trust corporation under the *Loan and Trust Corporations Act*,
- (c) an insurer under the *Insurance Act*,
- (d) a reporting issuer, dealer or underwriter under the *Securities Act*,
- (e) a credit union under the *Credit Union Act*, or
- (f) a person or body similar to a person or body referred to in any of clauses (b) to (e) and regulated by an Act of Canada or a province or territory similar to an Act referred to in any of those clauses.

**Contents of by-laws**

**45** The by-laws of a cooperative must contain the following particulars:

- (a) the qualifications of members and the procedure to become a member;

- (b) the rights of joint members, if any;
- (c) the rights and obligations of members, including any rights or obligations to use the services of the cooperative, and any fees to be paid by members;
- (d) if the cooperative has auxiliary members, any fees to be paid by auxiliary members and the rights and obligations of auxiliary members and the conditions for their acceptance by the cooperative as auxiliary members, including
  - (i) the relationship an individual must have with the cooperative in order to be an auxiliary member, and
  - (ii) the services of the cooperative that may be available to auxiliary members;
- (e) whether a member interest as defined in section 48(1) of the Act may be transferred or assigned, and any conditions or restrictions that apply to a transfer or assignment;
- (f) the selection, qualifications, terms of office and removal of directors and members of committees of directors;
- (g) the distribution of any surplus funds of the cooperative;
- (h) if the cooperative is to act as an agent for its members, a definition of that relationship;
- (i) the terms and conditions on which membership may be terminated, whether by withdrawal or by involuntary termination, and the determination of the value and disposition of the member's interest in the cooperative on termination;
- (j) if the cooperative wishes to permit members or investment shareholders to attend a meeting of the cooperative by means of a communication facility, the ways in which votes must be held, subject to the provisions of the Act and this Regulation respecting electronic communication.

**Disclosure of financial assistance**

**46(1)** A disclosure under section 140(3) of the Act must include the following information:

- (a) the identity of the recipient of the financial assistance and the recipient's relationship to the cooperative;

- (b) a description of the financial assistance given, which must include
  - (i) the nature and extent of the financial assistance,
  - (ii) the amount of the financial assistance,
  - (iii) the terms on which the financial assistance was given, and
  - (iv) the purpose of the financial assistance.

**(2)** A cooperative shall make the disclosure required by section 140(3) of the Act by sending the information to be disclosed to the members and investment shareholders within 90 days after giving the financial assistance.

**(3)** A cooperative shall disclose to the members and investment shareholders any increase in the amount of the financial assistance and any changes to the terms on which the financial assistance was given within 90 days of the increase or change.

**(4)** Where a disclosure required by section 140(3) of the Act has previously been made and the obligation of the recipient or the cooperative in respect of the financial assistance is still outstanding, the cooperative shall place before the members and investment shareholders at each annual meeting a document disclosing

- (a) the outstanding balance, as of the end of the most recent fiscal year of the cooperative,
  - (i) on any loan made to the recipient by the cooperative, and
  - (ii) on any loan of the recipient guaranteed by the cooperative,

and

- (b) the nature and extent of any breach by the recipient of the recipient's obligation to repay the loan made by the cooperative or whether any liability under a guarantee has been invoked in respect of a loan of the recipient by the cooperative.

#### **Securities records**

**47** A cooperative shall keep information relating to a security holder that is entered in the securities register under section 167(1)

of the Act for a period of at least 7 years after the security holder ceases to be a security holder.

#### **Prescribed financial statements**

**48(1)** The financial statements referred to in section 228(1)(a) of the Act must

- (a) include at least
  - (i) a balance sheet,
  - (ii) a statement of retained earnings,
  - (iii) an income statement, and
  - (iv) a statement of changes in financial position,
- (b) present fairly the financial position of the cooperative,
- (c) be prepared in accordance with generally accepted accounting principles, and
- (d) be prepared on a basis consistent with that used for the preceding financial year, if any, unless a note attached to them indicates otherwise.

**(2)** For the purposes of this section, “generally accepted accounting principles” means the generally accepted accounting principles as set out in the CPA Canada Handbook — Accounting by the Chartered Professional Accountants of Canada, as amended from time to time.

AR 55/2002 s48;152/2015

#### **Fees**

**49(1)** The fees that are payable under the Act are as set out in Schedule 1.

**(2)** A fee must be paid at the time and in the manner required by the Director.

#### **Forms**

**50(1)** Repealed AR 134/2013 s3.

**(2)** The prescribed forms for proxies, management proxy circulars and dissidents’ proxy circulars for the purposes of Part 6 of the Act are the forms of those documents prescribed for the purposes of the *Securities Act* pursuant to rules or regulations under that Act.

AR 55/2002 s50;134/2013

## Part 2 Special Rules Respecting Extra-provincial Matters

### Division 1 Interpretation and Designations

#### Definitions

**51** In this Part,

- (a) “agreement” means an agreement under section 382.2 of the Act;
- (b) “designated extra-provincial cooperative” means an extra-provincial cooperative designated under section 52(2);
- (c) “designated extra-provincial director” means an extra-provincial director designated under section 52(1);
- (c.1) “home director” means the designated extra-provincial director of the home jurisdiction of a designated extra-provincial cooperative;
- (d) “home jurisdiction”, in respect of a designated extra-provincial cooperative, means the jurisdiction
  - (i) in which the designated extra-provincial cooperative is incorporated,
  - (ii) into which the designated extra-provincial cooperative is continued, or
  - (iii) in which the designated extra-provincial cooperative is amalgamated;
- (e) “registered cooperative” means a cooperative that is registered in the jurisdiction of a designated extra-provincial director.

AR 107/2009 s3;134/2013

#### Designations

**52(1)** The following are designated as extra-provincial directors to which this Part applies:

- (a) the registrar as defined in the *Cooperative Association Act*, SBC 1999, c28;

- (b) the registrar as defined in *The Co-operatives Act, 1996*, SS 1996, c C-37.3;
- (c) the registrar as defined in *The New Generation Co-operatives Act*, SS 1999, c N-4.001;
- (d) the Registrar as defined in *The Cooperatives Act*, CCSM c C223.

(2) The following are designated as extra-provincial cooperatives to which this Part applies:

- (a) associations as defined in the *Cooperative Association Act*, SBC 1999, c28;
- (b) co-operatives as defined in *The Co-operatives Act, 1996*, SS 1996, c C-37.3;
- (c) co-operatives as defined in *The New Generation Co-operatives Act*, SS 1999, c N-4.001;
- (d) cooperatives as defined in *The Cooperatives Act*, CCSM c C233.

AR 107/2009 s3;134/2013;208/2019

## Division 2 Alberta Cooperatives

### Registration in jurisdiction of designated extra-provincial director

**53(1)** A cooperative may request the Director to act under this Division in respect of the cooperative's application for registration in the jurisdiction of a designated extra-provincial director.

(2) A request under subsection (1) must be accompanied with the information, documents and fees required under the legislation of the jurisdiction of the designated extra-provincial director.

AR 107/2009 s3

### Maintaining registration

**54(1)** A registered cooperative may request the Director to act under this Division in respect of extra-provincial matters in the jurisdiction of a designated extra-provincial director in which the registered cooperative is registered.

(2) A request under subsection (1) must be accompanied with the information, documents and fees required under the legislation of the jurisdiction of the designated extra-provincial director.

AR 107/2009 s3

**Requests, information and documents**

**55(1)** A request, information and documents submitted by a cooperative under section 53 or a registered cooperative under section 54 must

- (a) be in the form, including an electronic format, established by the Director, and
- (b) if the Director has not established a form under clause (a), be
  - (i) printed or typewritten on good quality white paper 21.5 cm by 28 cm,
  - (ii) legible, and
  - (iii) suitable for digital imaging, microfilming and photocopying.

**(2)** If the Director considers that a request, information or a document submitted under this Division contains extraneous information, the Director may reject the request, information or document.

**(3)** On receipt of a request under section 53(1) or 54(1), the Director shall, forthwith, compile any information and documents from the Director's records that the applicable agreement requires the Director to provide to the designated extra-provincial director.

**(4)** The Director shall, in accordance with the applicable agreement, transmit to the designated extra-provincial director

- (a) the information, documents and fees submitted to the Director under this Division, and
- (b) the information and documents compiled under subsection (3).

AR 107/2009 s3;134/2013

**Provision of other information to designated extra-provincial director**

**56(1)** Where a registered cooperative submits information or a document to the Director under the Act, the Director shall, if required by the applicable agreement,

- (a) transmit the information or document to the designated extra-provincial director, and
- (b) take any other action respecting the information or document that is specified in the applicable agreement.

- (2) Where the Director takes action with respect to a registered cooperative under the Act, the Director shall, if required by the applicable agreement,
- (a) transmit to the designated extra-provincial director information respecting the action taken, and
  - (b) take any other action respecting the information that is specified in the applicable agreement.
- (3) The Director may act under subsection (1) or (2) whether or not the registered cooperative has made a request under section 54(1).

AR 107/2009 s3

### **Division 3 Designated Extra-provincial Cooperatives**

#### **Registrations and filings of designated extra-provincial cooperatives**

**57** A designated extra-provincial cooperative may not apply for registration or submit information or documents for filing under Part 17 of the Act except in accordance with this Division.

AR 107/2009 s3

#### **Registration**

**58(1)** A designated extra-provincial cooperative may apply to the Director to be registered under Part 17 of the Act.

- (2) An application referred to in subsection (1) must
- (a) be submitted to the home director, and
  - (b) be accompanied with the following information and documents:
    - (i) if the name of the designated extra-provincial cooperative contravenes section 371 of the Act, the assumed name of the designated extra-provincial cooperative;
    - (ii) an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained by the Government of Canada, dated not more than 90 days prior to the submission of the report;
    - (iii) repealed AR 134/2013 s7;

- (iv) the address of the head office of the designated extra-provincial cooperative;
- (v) the appointment of the designated extra-provincial cooperative's attorney for service and, if applicable, alternative attorney for service, including the attorney's and alternative attorney's name, firm name, physical address and, if different from the physical address, mailing address;
- (vi) the name of the designated extra-provincial cooperative;
- (vii) the home jurisdiction of the designated extra-provincial cooperative;
- (viii) the type of the designated extra-provincial cooperative;
- (ix) any other information required by the Director.

**(2.1)** The physical address and, if different from the physical address, the mailing address referred to in subsection (2)(b)(v) must be located in Alberta.

**(3)** Subject to section 371 of the Act, if the Director is satisfied that all of the information and documents necessary for a designated extra-provincial cooperative to register under Part 17 of the Act have been received in the form specified in the applicable agreement, the Director shall

- (a) file the information and documents, and
- (b) register the designated extra-provincial cooperative and issue a certificate of registration for the designated extra-provincial cooperative.

AR 107/2009 s3;134/2013

#### **Head office**

**59(1)** If a designated extra-provincial cooperative has a registered office in its home jurisdiction, the designated extra-provincial cooperative may specify the address of its registered office as the address of its head office.

**(2)** If a registered designated extra-provincial cooperative that has specified the address of its registered office as the address of its head office ceases to have a registered office in its home jurisdiction, the address of the former registered office continues to be the address of the head office in the records of the Director until the head office is changed in accordance with section 63.

AR 107/2009 s3

**Attorney for service**

**60(1)** A designated extra-provincial cooperative may appoint an individual as its alternative attorney.

**(2)** A designated extra-provincial cooperative shall ensure that the address of its attorney is an office that is

- (a) accessible to the public during normal business hours, and
- (b) readily identifiable from the physical address.

AR 107/2009 s3

**Changes in name**

**61(1)** If a registered designated extra-provincial cooperative changes its name, it shall, within one month after the effective date of the change, give notice to the Director that it has changed its name.

**(2)** A notice referred to in subsection (1) must

- (a) be submitted to the home director,
- (b) identify the name of the designated extra-provincial cooperative,
- (c) identify the new name of the designated extra-provincial cooperative,
- (d) if the new name contravenes section 371 of the Act, include the new assumed name of the designated extra-provincial cooperative,
- (e) be accompanied with an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained by the Government of Canada, dated not more than 90 days prior to the submission of the report, and
- (f) include any other information required by the Director.

**(3)** Subject to section 371 of the Act, if the Director is satisfied that all of the information and documents necessary for a registered designated extra-provincial cooperative to change its name have been received in the form specified in the applicable agreement, the Director shall issue a certificate of amendment of registration and change the Director's records accordingly.

AR 107/2009 s3;134/2013

**Cancellation of assumed name**

**62(1)** A registered designated extra-provincial cooperative that has assumed a name pursuant to section 372(1) of the Act may apply to the Director to cancel its assumed name and carry on business in Alberta under the name in which it was registered.

**(2)** An application referred to in subsection (1) must

- (a) be submitted to the home director,
  - (b) identify
    - (i) the name of the registered designated extra-provincial cooperative,
    - (ii) the cancelled assumed name of the registered designated extra-provincial cooperative, and
    - (iii) any other information required by the Director,
- and
- (c) be accompanied with an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained by the Government of Canada, dated not more than 90 days prior to the submission of the report.

**(3)** Subject to section 371 of the Act, if the Director is satisfied that all of the information and documents necessary for a designated extra-provincial cooperative to cancel its assumed name have been received in the form specified in the applicable agreement, the Director may issue a certificate of cancellation of assumed name.

**(4)** If the Director approves the application referred to in subsection (1), the registered designated extra-provincial cooperative may carry on business in Alberta under the name in which it was registered.

AR 107/2009 s3;134/2013

**Changes in head office**

**63(1)** If a registered designated extra-provincial cooperative changes its head office, it shall, within one month after the effective date of the change, give notice of the change in head office to the Director.

**(2)** The notice referred to in subsection (1) must

- (a) be submitted to the home director, and

- (b) include
  - (i) the address of the new head office, and
  - (ii) any other information required by the Director.

**(3)** If the Director is satisfied that all of the information and documents necessary for a registered designated extra-provincial cooperative to change its head office have been received in the form specified in the applicable agreement, the Director shall file the information and documents.

AR 107/2009 s3;134/2013

#### **Changes in attorney for service**

**64(1)** If an attorney of a registered designated extra-provincial cooperative dies or resigns or the attorney's appointment is revoked, the registered designated extra-provincial cooperative shall forthwith give the Director notice of an appointment of an individual as its attorney for service.

**(2)** A registered designated extra-provincial cooperative shall give the Director a notice of any change in the name, firm name or address of its attorney or alternative attorney.

**(3)** An attorney for a registered designated extra-provincial cooperative who intends to resign shall

- (a) give not less than 60 days' notice to the registered designated extra-provincial cooperative at its head office, and
- (b) give the Director a copy of the notice.

**(4)** A notice under subsection (1), (2) or (3) must

- (a) be submitted to the home director, and
- (b) include
  - (i) the attorney's and any alternative attorney's name, firm name, physical address and, if different from the physical address, mailing address, and
  - (ii) any other information required by the Director.

**(4.1)** The physical address and, if different from the physical address, the mailing address referred to in subsection (4)(b)(i) must be located in Alberta.

**(5)** If the Director is satisfied that all of the information and documents necessary for a registered designated extra-provincial

cooperative to change its attorney for service have been received in the form specified in the applicable agreement, the Director shall file the information and documents.

AR 107/2009 s3;134/2013

#### **Instrument of amalgamation**

**65(1)** If a registered designated extra-provincial cooperative amalgamates with one or more designated extra-provincial cooperatives or other extra-provincial cooperatives, the registered designated extra-provincial cooperative shall, within one month after the effective date of the amalgamation, give notice to the Director of the amalgamation.

**(2)** A notice referred to in subsection (1) must

- (a) be submitted to the home director, and
- (b) be accompanied with the following information and documents:
  - (i) the names of the designated extra-provincial cooperatives or other extra-provincial cooperatives that are amalgamating with the registered designated extra-provincial cooperative;
  - (ii) the name of the amalgamated designated extra-provincial cooperative;
  - (iii) if the name of the amalgamated designated extra-provincial cooperative contravenes section 371 of the Act, the assumed name of the amalgamated designated extra-provincial cooperative;
  - (iv) an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained by the Government of Canada, dated not more than 90 days prior to the submission of the report;
  - (v) the type of amalgamated designated extra-provincial cooperative;
  - (vi) the address of the head office of the amalgamated designated extra-provincial cooperative;
  - (vii) the home jurisdiction of the amalgamated designated extra-provincial cooperative;

- (viii) the effective date of the amalgamation in the amalgamated designated extra-provincial cooperative's home jurisdiction;
- (ix) the appointment of the amalgamated designated extra-provincial cooperative's attorney for service and, if applicable, alternative attorney for service, including the attorney's and alternative attorney's name, firm name, physical address and, if different from the physical address, mailing address;
- (x) any other information required by the Director.

**(2.1)** The physical address and, if different from the physical address, the mailing address referred to in subsection (2)(b)(ix) must be located in Alberta.

**(3)** Subject to section 371 of the Act, if the Director is satisfied that all of the information and documents necessary to register the amalgamated designated extra-provincial cooperative have been received in the form specified in the applicable agreement, the Director shall

- (a) file the information and documents, and
- (b) issue a new certificate of registration of the amalgamated designated extra-provincial cooperative.

AR 107/2009 s3;134/2013

#### **Change of home jurisdiction by designated extra-provincial cooperative**

**65.1(1)** If a registered designated extra-provincial cooperative changes its home jurisdiction and is continued into the jurisdiction of a new designated extra-provincial director, it shall, within one month after the effective date of the change, give notice of the change to the Director.

- (2)** The notice referred to in subsection (1) must
- (a) be submitted to the new home director of the cooperative,
  - (b) identify the new home jurisdiction,
  - (c) indicate any name change related to the continuation of the cooperative in accordance with section 61(2), and
  - (d) provide the information required by section 63 regarding any change of head office related to the continuation of the cooperative.

(3) If the Director is satisfied that all of the information and documents necessary for a registered designated extra-provincial cooperative to file its change of home jurisdiction into the jurisdiction of a designated extra-provincial director have been received in the form specified in the applicable agreement, the Director shall file the information and documents.

AR 134/2013 s13

**Change of home jurisdiction by registered extra-provincial cooperative**

**65.2(1)** If a registered extra-provincial cooperative is continued into the jurisdiction of a designated extra-provincial director, it shall, within one month after the effective date of the change, give notice of the change to the Director.

(2) The notice referred to in subsection (1) must

- (a) be submitted to the new home director of the designated extra-provincial cooperative,
- (b) identify the new home jurisdiction,
- (c) indicate any name change related to the continuation of the cooperative in accordance with section 61(2), and
- (d) provide the information required by section 63 regarding any change of head office related to the continuation of the cooperative.

(3) If the Director is satisfied that all of the information and documents necessary for a registered extra-provincial cooperative to file its change of jurisdiction into the jurisdiction of a designated extra-provincial director have been received in the form specified in the applicable agreement, the Director shall file the information and documents.

AR 134/2013 s13

**Application to cancel registration**

**66(1)** A registered designated extra-provincial cooperative that ceases to carry on business in Alberta may apply to cancel its registration.

(2) An application referred to in subsection (1) must

- (a) be submitted to the home director, and
- (b) contain a statement that the registered designated extra-provincial cooperative has ceased to carry on business in Alberta.

AR 107/2009 s3;134/2013

**Cancellation of registration without notice**

**67(1)** The Director may, without notice, cancel the registration of a designated extra-provincial cooperative if the designated extra-provincial cooperative

- (a) has applied to cancel its registration,
- (b) repealed AR 134/2013 s14,
- (c) is dissolved,
- (c.1) has otherwise ceased to be a designated extra-provincial cooperative, or
- (d) does not comply with a direction of the Director under section 371(2) of the Act.

**(2)** The reinstatement or revival of a designated extra-provincial cooperative in its home jurisdiction does not affect the cancellation of the designated extra-provincial cooperative's registration.

AR 107/2009 s3;134/2013

**Cancellation of registration with notice**

**68(1)** The Director may cancel the registration of a designated extra-provincial cooperative if the designated extra-provincial cooperative

- (a) does not have an attorney for service,
- (b) does not carry out an undertaking given in accordance with this Regulation, or
- (c) has otherwise contravened Part 17 of the Act or this Regulation.

**(2)** The Director may not cancel the registration of a designated extra-provincial cooperative under subsection (1) until

- (a) the Director has given at least 120 days' notice of the proposed cancellation with the Director's reasons for it
  - (i) to the designated extra-provincial cooperative by mail addressed to its head office, and
  - (ii) to its attorney for service by mail addressed to the attorney,
- (b) the Director has published a notice of the proposed cancellation in a publication generally available to the public, and

- (c) either no appeal is commenced under section 335 of the Act or, if an appeal has been commenced, it has been discontinued or the Director's decision is confirmed on the appeal.

**(3)** A notice of a proposed cancellation sent by ordinary mail to a registered designated extra-provincial cooperative or to its attorney in accordance with subsection (2) is deemed to have been received at the time it would be delivered in the ordinary course of mail despite the fact that it is returned as undeliverable.

AR 107/2009 s3

**69** Repealed AR 134/2013 s15.

#### **Liability for obligations**

**70** The cancellation of the registration of a designated extra-provincial cooperative under section 67 or 68 or of an extra-provincial cooperative under this Act does not affect the liability of the designated extra-provincial cooperative or of the extra-provincial cooperative for its obligations.

AR 107/2009 s3;134/2013

#### **Collection of information**

**71(1)** The Director may collect from a home director any information or documents specified in the applicable agreement that are submitted to or held by the home director, including, without limitation, information and documents respecting the following:

- (a) the application for registration of a designated extra-provincial cooperative;
- (b) a change in the name of a registered designated extra-provincial cooperative;
- (c) the application of a registered designated extra-provincial cooperative to cancel its assumed name;
- (d) a change in the head office of a registered designated extra-provincial cooperative;
- (e) a change in the attorney for service of a registered designated extra-provincial cooperative;
- (f) a notice of an amalgamation given by a registered designated extra-provincial cooperative;
- (g) the application of a registered designated extra-provincial cooperative to cancel its registration;

- (h) the dissolution of a registered designated extra-provincial cooperative;
- (i) a registered designated extra-provincial cooperative's continuance out of its home jurisdiction;
- (j) a correction of information or documents relating to a registered designated extra-provincial cooperative.

(2) Information and documents referred to in subsection (1) may be collected electronically or by mail or fax.

(3) The Director may file any information or documents collected under subsection (1).

AR 55/2002 s71;134/2013

#### **Complete information required**

**72** The Director may decline to file any information or document or to issue any document in respect of any matter relating to a designated extra-provincial cooperative, including, without limitation, the registration of the designated extra-provincial cooperative, until the Director has received from the home director, in the form specified in the applicable agreement, the information and documents relating to the matter

- (a) required to be submitted to the home director by the designated extra-provincial cooperative, and
- (b) that the Director requires that are held by the home director.

AR 107/2009 s3;134/2013

#### **Form of information**

**73** An application, request, notice, information or document required to be submitted to a home director under this Regulation must be in the form or electronic format established by the home director.

AR 107/2009 s3;134/2013

#### **Certificates**

**74** The Director shall send any certificate issued in respect of a designated extra-provincial cooperative under this Division to

- (a) the attorney for service of the designated extra-provincial cooperative, or
- (b) where there is no attorney for service, the head office of the designated extra-provincial cooperative.

AR 107/2009 s3

**Certificate as evidence**

**75** A certificate of registration issued under section 58(3)(b) to a designated extra-provincial cooperative or under section 65(3)(b) to an amalgamated designated extra-provincial cooperative is conclusive proof for the purposes of the Act and for all other purposes that the provisions of the Act and this Regulation in respect of registration of the designated extra-provincial cooperative or amalgamated designated extra-provincial cooperative and all requirements precedent and incidental to registration have been complied with, and that the designated extra-provincial cooperative or amalgamated designated extra-provincial cooperative has been registered under Part 17 of the Act as of the date shown in the certificate of registration.

AR 107/2009 s3

**Fee exemption**

**76** A designated extra-provincial cooperative is exempt from the requirement to pay a fee in respect of its application for registration or the filing of information and documents related to its registration under Part 17 of the Act.

AR 107/2009 s3

**Application of provisions of Act**

**77** Sections 369, 372(4), 373 to 375, 377(1) to (6) and 378 to 381 of the Act do not apply in respect of a designated extra-provincial cooperative.

AR 107/2009 s3

## **Part 3 Expiry**

**Expiry**

**78** For the purpose of ensuring that this Regulation is reviewed for ongoing relevancy and necessity, with the option that it may be repassed in its present or an amended form following a review, this Regulation expires on March 31, 2023.

AR 107/2009 s3;329/2009;208/2019

**Schedule 1****Fees**

**1** Subject to section 76, the fees payable under the Act are the following:

(a) for Certificate of Incorporation	\$100
(b) for Certificate of Amendment	25
(c) for Certificate of Amalgamation	100
(d) for Certificate of Revival	100
(e) for Certificate of Dissolution	Nil
(f) for Certificate of Intent to Dissolve	Nil
(g) for Certificate of Revocation of Intent to Dissolve	Nil
(h) for Certificate of Registration of an Extra-provincial Cooperative	100
(i) for Certificate of Amendment of Registration of an Extra-provincial Cooperative	25
(j) for Certificate of Continuance under section 260 of the Act	100
(k) for Certificate of Status	5
(l) to accompany annual return sent to Director	Nil
(m) for any certificate or certification for which a fee is not provided	25
(n) for search - for each cooperative (microfiche only)	5
(o) for certification, per file	5
(p) for appointment of a receiver	Nil
(q) for the Small Cooperative, Director's Handbook	15
(r) for printed search, per cooperative	1

(s) for Certificate of Continuance under  
section 434 of the Act

Nil  
AR 55/2002 Sched.1;107/2009

**Schedule 2** Repealed AR 134/2013 s19.

AR 55/2002 Sched.2;35/2007;107/2009;134/2013







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