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ALBERTA REGULATION 55/2002

Cooperatives Act

COOPERATIVES REGULATION

Table of Contents

Names

Definitions	1
Similar names	2
Minor differences	3
Identical names	4
Distinctive meaning through use	5
Family names	6
Name of amalgamated cooperative	7
Additional form of name	8
Limited number of characters	9
Permitted characters	10
Year in name	11
Objectionable names	12
Proposed names	13
Other prohibited affiliations	14
Director's powers	15
Name search reports	16

Meetings

Location of meetings	17
Organizational and first meeting of members	18
Annual and special meetings of members and shareholders	19
Notice of meetings	20
When notice not required	21
Failure to receive notice	22
Record dates	23
Special business	24
Waiver of notice	25
Requisition for a meeting	26
Member or shareholder calling meeting	27
Meetings not called as required	28
Meeting called by the Court	29
Notice of proposals	30
Liability for circulation of proposals	31
Refusal to include proposal	32
Voting rights of members and shareholders	33
Quorum - investment shareholders	34
Quorum - members	35
Members who are not individuals	36
Joint voting by members and shareholders	37
Voting by show of hands	38
Electronic voting	39
Resolution in place of meeting	40
One-person meeting	41

Miscellaneous Provisions

Articles of incorporation and restated articles	42
New generation cooperative articles	43
Prescribed laws	44
Contents of by-laws	45
Disclosure of financial assistance	46
Securities records	47
Prescribed financial statements	48
Fees	49
Forms	50
Expiry	51
Coming into force	52

Schedules

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 technical institute or a professional or other occupational

association that is regulated by provincial or federal legislation, unless the university, college or technical institute 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 Community Development, 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 Community Development.

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:

Column 1 purpose of record date	Column 2 record date	Column 3 default record date [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 60 days before the particular action to be taken	The date on which the directors pass the resolution relating to the particular purpose
(ii) for any other purpose (except for (a), (c) or (d))		
(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

Articles of
incorporation
and restated
articles

42 Articles of incorporation submitted under sections 4 and 5 of the Act and restated articles under section 269 must be accompanied by a completed copy of Form GS 89 in Schedule 2.

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
bylaws

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 purpose of this section, “generally accepted accounting principles” means the standards of accounting principles set forth in the *Handbook of the Canadian Institute of Chartered Accountants* as it exists from time to time and, for the purposes of this section, that Handbook, as revised, varied or modified by the Act or this Regulation, is in force in Alberta.

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) The forms in Schedule 2 are prescribed as forms for the purposes of the Act and this Regulation.

(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.

Expiry

51 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, 2007.

Coming into force

52 This Regulation comes into force on April 1, 2002.

SCHEDULE 1**FEEES****1** 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 <i>Small Cooperative, Director's Handbook</i>	15
(r) for printed search, per cooperative	1
(s) for Certificate of Continuance under section 434 of the Act	Nil

SCHEDULE 2

**Summary of Articles
of Incorporation
Cooperatives Act
Sections 4, 5 and 269(3)
GS 89**

PLEASE PRINT OR TYPE

1. Name of Cooperative (Enter the proposed name of the cooperative that complies with sections 16 and 19 of the *Cooperatives Act*.)

2. Type of Cooperative: (select one)

- | | | |
|---|--|---|
| <input type="checkbox"/> Breeder | <input type="checkbox"/> Irrigation | <input type="checkbox"/> Rural Fire Fighting |
| <input type="checkbox"/> Dairy | <input type="checkbox"/> Marketing | <input type="checkbox"/> Seed Cleaning |
| <input type="checkbox"/> Employment | <input type="checkbox"/> Multi-stakeholder | <input type="checkbox"/> Transportation |
| <input type="checkbox"/> Ethnic | <input type="checkbox"/> Petroleum | <input type="checkbox"/> Vegetable Grower |
| <input type="checkbox"/> Feeder Association | <input type="checkbox"/> Purchasing | <input type="checkbox"/> Agricultural General |
| <input type="checkbox"/> Grazing | <input type="checkbox"/> Real Estate Board | (specify): _____ |
| <input type="checkbox"/> Handicraft | <input type="checkbox"/> Recreational | <input type="checkbox"/> New Generation |
| <input type="checkbox"/> Housing | <input type="checkbox"/> Retail | (specify): _____ |
| | | <input type="checkbox"/> Other (specify): _____ |

3. Type of Articles Being Submitted: (select one)

- Amended Articles Restated Articles Original Articles (if this box checked go directly to No. 5)

4. Alberta Corporate Access Number _____ (as noted on registration documents)

5. Summary of Objectives:

6. Summary of classes of shares including rights, privileges and conditions, and any maximum number of shares that the cooperative is authorized to issue:

7. Restrictions on share transfers other than those identified in the *Cooperatives Act* and Regulations: (If there are no restrictions, enter "NONE".)

8. Number, or minimum and maximum numbers of directors that the cooperative may have:

Number	OR	Minimum	AND	Maximum
--------	----	---------	-----	---------

9. If the cooperative is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restrictions: (If there are no restrictions, enter "NONE".)

10. Other rules or provisions that are permitted by the Act or Regulations, or to be set out in the cooperative's bylaws, or to form part of the Articles: (If there are no rules or provisions, enter "NONE".)

11. Fiscal Year End: _____ (Month/Day)

12. To be completed only when submitting original articles:

Date authorized by Incorporators: _____ (Month/Day/Year)

Incorporators (If there are more than six incorporators, please attach a sheet with the information requested.)

Name of Incorporator (Last, First, Middle Initial)	Address	Postal Code

NOTE: A declaration as required by sections 4(d) and 4(f) of the *Cooperatives Act*, must be completed and attached.

Signature of Authorized Person Title (please PRINT) Date

Name (please PRINT) ()
Daytime Telephone Number

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 89**

CANADA
PROVINCE OF ALBERTA

In the matter of an application for incorporation as a cooperative pursuant to section 4(d) and 4(f) of the *Cooperatives Act*:

TO WIT: This declaration must be made by one or more incorporators of the cooperative and is to be filed along with the Summary of Articles of Incorporation form.

We, as representative(s) of (Name of Cooperative), solemnly declare:

1. after incorporation the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. if the cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that the cooperative will comply with the applicable division of Part 18 of the *Cooperatives Act*,

and 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.

<u>Print Name of Incorporator</u>	<u>Corresponding Signature of Incorporator</u>
-----------------------------------	--

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town Province Alberta
 this ____ day of (month/year.) _____
 Print Name

 Expiry Date of Commission
 (month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 93A**

**CANADA
PROVINCE OF ALBERTA**

In the matter of an application for continuance, to the *Cooperatives Act*, pursuant to section 434(2), from the *Co-operative Associations Act*:

TO WIT: This declaration must be made by each director of the cooperative.

We, as representatives of (Name of Cooperative), solemnly declare:

1. that after the association is continued under section 434 the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. if the cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that the cooperative will comply with the applicable division of Part 18 of the *Cooperatives Act*,

and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town Province Alberta
 this ___ day of (month/year.) _____
 Print Name

 Expiry Date of Commission
 (month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 93B**

CANADA
PROVINCE OF ALBERTA

In the matter of an application for continuance to the *Cooperatives Act*, pursuant to section 434(3), from the *Co-operative Associations Act*:

TO WIT: This declaration must be made by each director of the extra-provincial/foreign cooperative.

We, as representatives of (Name of Extra-provincial Cooperative), solemnly declare that the cooperative wishes to continue under the *Cooperatives Act*, and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
A Commissioner for Oaths/Notary
Public in and for the Province of
Alberta

City/Town _____ Province _____
this ____ day of (month/year).) _____
Print Name

Expiry Date of Commission
(month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

**Statutory Declaration
Cooperatives Act
GS 93C**

CANADA
PROVINCE OF ALBERTA

In the matter of an application for
continuance under section 260(1)
and pursuant to Section 260(4) of
the *Cooperatives Act*:

TO WIT: This declaration must be made by
the directors of the cooperative and
is to be filed along with the
Articles of Continuance form.

We, as representatives of (Name of Cooperative) ,
solemnly declare:

1. that after continuance the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. in the case of a cooperative to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that after continuance the cooperative will be in compliance with the applicable division of Part 18 of the *Cooperatives Act*,

and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town Province Alberta
 this ____ day of (month/year.) _____
 Print Name

 Expiry Date of Commission
 (month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 93D**

**CANADA
PROVINCE OF ALBERTA**

In the matter of an application for continuance and amalgamation under section 260(2) and pursuant to section 260(5) of the *Cooperatives Act*:

TO WIT:

This declaration must be made by the directors of the cooperative and is to be filed along with the Articles of Continuance form.

We, as representatives of (Name of Cooperative), solemnly declare:

1. that after amalgamation the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. if the cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that after amalgamation the cooperative will be in compliance with the applicable division of Part 18 of the *Cooperatives Act*,

and 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.

Print Name of Director

Corresponding Signature of Director

DECLARED before me at _____)

City/Town Province
this ____ day of (month/year).)

A Commissioner for Oaths/Notary
Public in and for the Province of
Alberta

Print Name

Expiry Date of Commission
(month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 95**

CANADA In the matter of an application for
PROVINCE OF ALBERTA amendment pursuant to section
 266(1) of the *Cooperatives Act*:

TO WIT: This declaration must be made by
 each director of the cooperative
 and is to be filed along with the
 Articles of Amendment form.

We, as representatives of (Name of Cooperative),
 solemnly declare:

1. that the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. if the cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that the cooperative will comply with the applicable division of Part 18 of the *Cooperatives Act*,

and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town Province Alberta
 this ____ day of (month/year.) _____
 Print Name

Expiry Date of Commission
(month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 97**

CANADA
PROVINCE OF ALBERTA

In the matter of an application for revival pursuant to section 329(2) of the *Cooperatives Act*:

TO WIT:

This declaration must be made by the person interested in applying to revive a cooperative and is to be filed along with the Articles of Revival form.

I, _____
of _____ (Address) in the Province of Alberta, request the revival of
_____ (Name of Cooperative), and solemnly declare:

1. that the cooperative will be organized and operated, and will carry on business, on a cooperative basis, and
2. if the cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that the cooperative will comply with the applicable division of Part 18 of the *Cooperatives Act*,

and I 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.

Print Name of Applicant

Signature of Applicant

DECLARED before me at _____)
_____) A Commissioner for Oaths/Notary
_____) Public in and for the Province of
City/Town Province Alberta
this ____ day of _____ (month/year.) _____

Print Name

Expiry Date of Commission
(month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Summary of Articles
of Amalgamation
Cooperatives Act
Sections 260(5) and 274(1)
GS 98**

PLEASE PRINT OR TYPE

1. Name of Amalgamated Cooperative

2. Effective Date of Amalgamation

Date (Month/Day/Year)

3. Type of Cooperative: (select one)

- | | | |
|---|--|---|
| <input type="checkbox"/> Breeder | <input type="checkbox"/> Irrigation | <input type="checkbox"/> Rural Fire Fighting |
| <input type="checkbox"/> Dairy | <input type="checkbox"/> Marketing | <input type="checkbox"/> Seed Cleaning |
| <input type="checkbox"/> Employment | <input type="checkbox"/> Multi-stakeholder | <input type="checkbox"/> Transportation |
| <input type="checkbox"/> Ethnic | <input type="checkbox"/> Petroleum | <input type="checkbox"/> Vegetable Grower |
| <input type="checkbox"/> Feeder Association | <input type="checkbox"/> Purchasing | <input type="checkbox"/> Agricultural General |
| <input type="checkbox"/> Grazing | <input type="checkbox"/> Real Estate Board | (specify): _____ |
| <input type="checkbox"/> Handicraft | <input type="checkbox"/> Recreational | <input type="checkbox"/> New Generation |
| <input type="checkbox"/> Housing | <input type="checkbox"/> Retail | (specify): _____ |
| | | <input type="checkbox"/> Other (specify): _____ |

4. Summary of classes of shares including rights, privileges and conditions, and any maximum number of shares that the cooperative is authorized to issue:

5. Restrictions on share transfers other than those identified in the *Cooperatives Act* and Regulations: (If there are no restrictions, enter "NONE".)

6. Number, or minimum and maximum number of directors that the cooperative may have:

Number	OR	Minimum	AND	Maximum
--------	----	---------	-----	---------

7. If the cooperative is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restrictions: (If there are no restrictions, enter "NONE".)

8. Other rules or provisions that are permitted by the Act or Regulations, or to be set out in the cooperative's bylaws, or to form part of the Articles: (If there are no rules or provisions, enter "NONE".)

9. Fiscal Year End: _____ (Month/Day)

10. Number of Members: _____

11.

Name of Amalgamating Cooperatives	Alberta Corporate Access Number (as noted on registration documents)

12. Does a unanimous agreement exist for this cooperative?
 Yes No

If Yes, please submit the Notice of Initial Execution/Termination of a Unanimous Agreement (Form GS 90).

NOTE: A declaration as required by section 274(2) of the *Cooperatives Act*, must be completed and attached.

 Signature of Authorized Person Title (please PRINT) Date

Name (please PRINT)

()

Daytime Telephone Number

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Statutory Declaration
Cooperatives Act
GS 98**

CANADA
PROVINCE OF ALBERTA

In the matter of an application for amalgamation pursuant to section 274(2) of the *Cooperatives Act*:

TO WIT:

This declaration must be made by the directors of each amalgamating cooperative and is to be filed along with the Summary of Articles of Amalgamation form.

We, as representatives of _____ (Name of Cooperative),
solemnly declare:

1. that the amalgamated cooperative will be organized and operated, and will carry on business, on a cooperative basis,
2. if the amalgamated cooperative is one to which Part 18 of the *Cooperatives Act* applies (housing, employment, multi-stakeholder, new generation cooperative), that the amalgamated cooperative will comply with the applicable division of Part 18 of the *Cooperatives Act*,
3. that there are reasonable grounds to believe that
 - (i) each amalgamating cooperative is, and the amalgamated cooperative will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of the amalgamated cooperative's assets will not be less than the total of its liabilities and stated capital of all classes,
4. that there are reasonable grounds to believe that
 - (i) no creditor will be prejudiced by the amalgamation, or
 - (ii) adequate notice has been given to all known creditors of the amalgamating cooperatives and no creditor has objected to the amalgamation otherwise than on grounds that are frivolous or vexatious.

and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town Province Alberta
 this ____ day of (month/year.) _____
 Print Name

 Expiry Date of Commission
 (month/day/year)

WARNING: A false declaration constitutes a criminal offence and is punishable by law. Any application containing false material may result in the suspension or cancellation of the registration.

This information is being collected for the purposes of corporate registry records in accordance with the *Cooperatives Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Government Services, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-5210.

**Notice of English-French Name
 Equivalency/Assumed Name
 Cooperatives Act
 Section 16(2) and 372
 GS 100**

PLEASE PRINT OR TYPE

1. Name of Cooperative 2. Alberta Corporate Access Number

	(as noted on registration documents)
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3. Full proposed additional name to be filed in French and/or English for use in Alberta:
 (An Alberta Name Search Report from the NUANS database on the additional name must be filed with this form.)

4. Full proposed assumed name to be filed for use in Alberta:
 (When an assumed name is being adopted, the cooperative must notify in writing as to why the cooperative's home jurisdiction name is not available

in Alberta. This Notice may take the form of either an Alberta Name Search Report on the home name or a letter from the applicant setting out names of conflict.)

Signature of Authorized Person Title (please PRINT) Date

Name (please PRINT) ()
Daytime Telephone Number

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**Application to Reinstate
Extra-Provincial/Foreign Cooperative
Cooperatives Act
Section 374(3)
GS 101**

PLEASE PRINT OR TYPE

1. Name of Cooperative 2. Alberta Corporate Access Number

	(as noted on registration documents)
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3. Date the registration of cooperative was cancelled:

Date (Month/Day/Year)

Signature of Authorized Person Title (please PRINT) Date

Name (please PRINT) ()
Daytime Telephone Number

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**Statutory Declaration
Cooperatives Act
Section 261(1)
GS 122**

**CANADA
PROVINCE OF ALBERTA**

In the matter of proposed
continuance in another jurisdiction
pursuant to section 261(1) of the
Cooperatives Act:

TO WIT: This declaration must be made by
each director of the cooperative.

We, as representatives of (Name of Cooperative),
solemnly declare:

that the proposed continuance of the cooperative in another jurisdiction
would not

1. adversely affect the members, creditors or investment shareholders,
2. result in the cooperative carrying on its business and affairs in a
manner not consistent with carrying on business on a cooperative
basis, or
3. result in a cooperative to which Part 18 of the *Cooperatives Act* applies
(housing, employment, multi-stakeholder, new generation cooperative)
carrying on its business or affairs in a manner not consistent with the
applicable division of Part 18 of the *Cooperatives Act*,

and 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.

<u>Print Name of Director</u>	<u>Corresponding Signature of Director</u>
_____	_____
_____	_____
_____	_____

DECLARED before me at _____)
 _____) A Commissioner for Oaths/Notary
 _____) Public in and for the Province of
 City/Town _____ Province Alberta
 this ____ day of (month/year.) _____

Print Name

Expiry Date of Commission
(month/day/year)

WARNING: A false declaration constitutes a criminal offence and is
punishable by law. Any application containing false
material may result in the suspension or cancellation of
the registration.

COOPERATIVES

AR 55/2002

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