



Province of Alberta

GOVERNMENT ORGANIZATION ACT

**CORPORATE REGISTRY DOCUMENT
HANDLING PROCEDURES
REGULATION**

Alberta Regulation 10/2002

With amendments up to and including Alberta Regulation 168/2016

Office Consolidation

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(Consolidated up to 168/2016)

ALBERTA REGULATION 10/2002

Government Organization Act

**CORPORATE REGISTRY DOCUMENT HANDLING
PROCEDURES REGULATION**

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Schedule

Interpretation

1(1) In this Regulation,

- (a) “accredited person” means a person accredited under section 6(4);
- (b) “authorized representative” means a person who, under any enactment under which the Corporate Registry operates or carries out duties or functions or under any court order, is authorized or required to sign and send to the Registrar, either on the person’s own behalf or on behalf of a corporation, firm or other legal entity, a designated document;
- (c) “body corporate” and “corporation” have the same meanings that they have in the *Business Corporations Act*;
- (d) “Corporate Registry” means the document and information recording system maintained by the Registrar under which the Registrar maintains documents and information under the *Business Corporations Act*, the *Partnership Act* and any other enactment under which the Registrar carries out duties or functions;
- (e) “designated document” means a designated document within the meaning of section 7 of Schedule 12, and includes any attachment to such a designated document that is capable of being transmitted;
- (f) “electronic access agreement” means,
 - (i) in the case of a person who is a registry agent, a registry agent agreement entered into under section 3 of Schedule 12 between the registry agent and the Minister, and

- (ii) in the case of any other person, an agreement entered into under section 6 of Schedule 12 between the person and the Minister,

under which the person is provided electronic access to the Corporate Registry database and is authorized to transmit under this Regulation and the terms of the agreement;

- (g) “field” means a space, in a designated document, in which a particular type of information is entered;
- (h) “information” includes data in an electronic format;
- (i) “NUANS report” means a Newly Upgraded Automated Name Search Report referred to in the *Business Corporations Regulation* (AR 118/2000);
- (j) “Registrar” means the Registrar as defined in the *Business Corporations Act*;
- (k) “Schedule 12” means Schedule 12 to the *Government Organization Act*;
- (l) “service provider” means a person who has entered into an electronic access agreement under which that person is authorized to transmit.

(2) Any reference in this Regulation to “transmit”, “transmitted” or “transmittal” is to be taken to refer to the sending by a service provider of a designated document to the Registrar, using electronic means and format and completed in such manner as the Registrar requires, in order to effect a registration or a filing in the Corporate Registry.

(3) Any reference in this Regulation to the official records of the Corporate Registry includes the electronic database and the microfilmed documents of the Corporate Registry.

(4) Any reference in this Regulation to the authorizing of a designated document is to be taken to refer to the document’s being authorized for processing within the meaning of section 7(1)(f) of Schedule 12.

Designation of registry

2 The Corporate Registry is hereby designated as a registry to which section 7 of Schedule 12 applies.

Part 1

Designated Documents, Accredited Persons and Service Providers

Effective date of designated document designation

3 Where the Registrar, under section 7(2) of Schedule 12, designates a document or information or any class of documents or information as a designated document, the Registrar shall also specify the date on which the designation becomes effective.

Classification of designated documents

4 The Registrar shall classify each designated document as either a level 1, a level 2 or a level 3 designated document.

Scope of authority of accredited persons

5(1) In order for designated documents to be authorized, the Registrar may designate an accredited person as being either a level 1, a level 2 or a level 3 accredited person.

(2) A level 3 accredited person may authorize a designated document classified by the Registrar as a level 1, level 2 or level 3 designated document.

(3) A level 2 accredited person may only authorize a designated document classified by the Registrar as a level 1 or level 2 designated document.

(4) A level 1 accredited person may only authorize a designated document classified by the Registrar as a level 1 designated document.

Accreditation as accredited persons

6(1) A person wishing to become an accredited person must, in a form satisfactory to the Registrar, apply to the Registrar for accreditation setting out

- (a) the level of accreditation being applied for, and
- (b) any other information required by the Registrar.

(2) The Registrar may establish the minimum qualifications for a particular level of accreditation in order for a person's application to be considered by the Registrar for accreditation at that level.

(3) On considering an application, the Registrar may

- (a) require the applicant to challenge an examination in respect of the level of accreditation being applied for, and
 - (b) charge the applicant an examination fee in such lawful and reasonable amount as the Registrar considers appropriate in the circumstances.
- (4) If the applicant succeeds in the examination challenge at a level of achievement that is acceptable to the Registrar, the Registrar may accredit the applicant at the level for which the examination was challenged.
- (5) Where the Registrar accredits a person, the Registrar shall
- (a) assign to the accredited person an accredited person's ID code, and
 - (b) confirm in writing to that person
 - (i) the fact that the person is an accredited person,
 - (ii) the accredited person's level of accreditation,
 - (iii) the accredited person's ID code assigned, and
 - (iv) the designated documents that are of the level of classification for which the person is accredited to authorize.
- (6) Any process under which a person is accredited, including any training that is provided by the Registrar or any person on behalf of the Registrar, is provided to or in respect of the accreditation solely for the purpose of ensuring that the appropriate functions and procedures respecting document authorization for the Corporate Registry are carried out, and not for the purpose of training persons to provide legal advice or other services to the public.

Prohibited actions re accredited persons

- 7 An accredited person shall not directly or indirectly
- (a) permit a service provider or any other person to use the accredited person's ID code unless that accredited person has examined and authorized the designated document, or
 - (b) provide such information to another person as constitutes the giving of legal advice to the public.

Suspension and cancellation of accreditation

8 The Registrar may suspend or cancel an accredited person's accreditation if, in the opinion of the Registrar, the accredited person

- (a) has failed to comply with this Regulation or any directions of the Registrar given under this Regulation,
- (b) does not meet the standards of performance or competence that are expected of an accredited person at the level of accreditation for which the person is accredited,
- (c) has been inactive in carrying out any duties or functions under section 7 of Schedule 12 or this Regulation,
- (d) has engaged in only limited activities in carrying out any duties or functions under section 7 of Schedule 12 or this Regulation with respect to designated documents that are of the level of classification for which the person is accredited to authorize, or
- (e) has engaged in activities that are harmful to the operation or reputation of the Corporate Registry or the Registrar.

Reduction of level of accreditation

9 The Registrar may reduce the level of accreditation of an accredited person to that of a lower level if, in the opinion of the Registrar, the accredited person

- (a) has been inactive in carrying out any duties or functions under section 7 of Schedule 12 or this Regulation, or
- (b) has engaged in only limited activities in carrying out any duties or functions under section 7 of Schedule 12 or this Regulation with respect to designated documents that are of the level of classification for which the person is accredited to authorize.

Audits and reviews

10(1) For the purposes of determining whether an accredited person is carrying out the accredited person's duties and functions under section 7 of Schedule 12 and this Regulation to a standard and in a manner that are competent and acceptable to the Registrar, the Registrar or a person on the Registrar's behalf may conduct audits and reviews of the accredited person's operations and of the accredited person's files, records and documents, whether maintained in paper or electronic form.

(2) In carrying out the audit or review, the Registrar or other person acting on the Registrar's behalf may make copies of material found in the files and of the records and documents.

(3) An audit or review under this section may only be carried out in respect of the accredited person's activities as they relate to the carrying out of duties and functions under section 7 of Schedule 12 and this Regulation.

Service provider's ID code

11 The Registrar shall assign to a service provider a service provider's ID code.

Restriction on authority to transmit

12 Only a service provider with a service provider's ID code is authorized to transmit.

Insurance requirements for service provider

13 The Registrar may

- (a) require a service provider to obtain and maintain professional errors and omission insurance coverage in an amount that the Registrar considers satisfactory,
- (b) require proof of that coverage, and
- (c) require a notification of any termination of that coverage.

Insertion and use of ID codes

14(1) When a service provider makes a transmittal, the service provider shall ensure that the accredited person's ID code and the service provider's ID code are inserted into the appropriate field so as to enable the Registrar

- (a) to identify
 - (i) the service provider making the transmittal, and
 - (ii) the accredited person who authorized the designated document that is the subject of the transmittal,

and

- (b) to ensure that the accredited person is accredited to authorize the designated document that is the subject of the transmittal.

(2) The use of a service provider's ID code and of an accredited person's ID code in a transmittal has the same force as if the service provider and the accredited person had signed a paper document that contained the information transmitted.

Responsibility re ID codes

15 Service providers and accredited persons are responsible for the security and use of their respective ID codes.

Responsibility re transmittals

16 Service providers and accredited persons are responsible for all transmittals that include their respective ID codes.

Part 2 Document Handling Procedures and Searches

Transmittance of designated documents

17(1) Where designated documents are required or permitted by or under the *Business Corporations Act* or the *Partnership Act* to be registered or filed with or sent or delivered to the Registrar, those designated documents must be so registered, filed, sent or delivered by being transmitted.

(2) A designated document that is transmitted

- (a) must be transmitted in the manner and form established by the Registrar, and
- (b) must contain the information that is required by the Registrar and is relevant to the purpose for which the designated document is transmitted.

(3) Without restricting the generality of subsection (2)(b), the Registrar may require the provision of the following information in a designated document under the *Business Corporations Act* so far as is applicable:

- (a) in respect of a director, the full name and address, the appointment and cessation dates and the residency status;
- (b) in respect of a shareholder, the full name and address and the shareholding particulars;
- (c) the full name and address, the appointment and cessation dates and the occupation of the person who will keep the records of a corporation after its dissolution;

- (d) the full name and address, the firm name and the appointment and cessation dates of the attorney for service as defined in section 276(b) of the *Business Corporations Act*, for a body corporate;
- (e) the full name and address of the person requesting continuance of a corporation;
- (f) the full name and address of the person requesting revival of a corporation, the relationship of the person to the corporation and the reason that revival is requested.

Forms

18(1) The forms to be used for designated documents are to be in the electronic formats established by the Registrar.

(2) The form and content of all certificates that the Registrar is authorized or required to issue under the *Business Corporations Act* or the *Partnership Act*, or under a court order under either Act, are as determined by the Registrar.

Filing, etc., of non-designated documents

19 Where any court order or other document that is not a designated document is authorized or required by an enactment or a court to be filed, registered, sent or delivered to the Registrar in respect of a matter dealt with under the *Business Corporations Act* or the *Partnership Act*, that court order or other document must be filed, registered, sent or delivered to the Registrar in a paper form unless the Registrar directs otherwise.

Authorized representative signatures and name insertions

20 The signature of the authorized representative is not required in respect of a transmittal, but the name of the authorized representative must be inserted in the appropriate field in the designated document, which insertion has the same force as if the authorized representative had signed the document.

Effect of transmittal

21 A transmittal constitutes a request to the Registrar that the Registrar, in accordance with the *Business Corporations Act* or the *Partnership Act*, as the case may be, as modified by Schedule 12 and this Regulation, file, register, maintain or otherwise deal with the designated document transmitted.

Duties of accredited persons on document authorization

22 An accredited person who carries out functions respecting designated document authorization shall ensure

- (a) that the designated document is completed in a manner that complies with the *Business Corporations Act* or the *Partnership Act*, as the case may be, as modified by Schedule 12 and this Regulation;
- (b) that the designated document complies with the policies and procedures of the Registrar;
- (c) that, where a NUANS report is required, the report has been reviewed and its number inserted in the appropriate field of the designated document;
- (d) that the designated document is in the electronic format established by the Registrar and indicates in the appropriate fields the name of the authorized representative and the accredited person's ID code;
- (e) that, unless the accredited person personally knows the authorized representative, the identity of the authorized representative is confirmed by the authorized representative's motor vehicle operator's licence number or some other form of identification that is acceptable to the Registrar.

Restrictions on use of identification information

23 Anything provided under section 22(e) for the purpose of confirming identification of an authorized representative

- (a) does not form part of the designated document nor of the official records of the Corporate Registry,
- (b) is not eligible to be the subject of a search, and
- (c) must be held in confidence by any person who is in possession of it.

Effect of transmittal and authorization

24(1) On receipt of a transmittal, the Registrar shall, if the designated document is authorized,

- (a) issue by electronic or other means the appropriate certificate or other document authorized by the *Business Corporations Act* or the *Partnership Act*, as the case may be, and

- (b) maintain in the electronic database of the Corporate Registry the certificate or other document referred to in clause (a) and the information contained in the transmittal and in that certificate or other document .
- (2) A certificate or other document referred to in subsection (1)(a) may be printed out by the service provider at the service provider's office.
- (3) Where a certificate or other document is issued under subsection (1)(a) and provided to a service provider, the service provider shall provide that certificate or other document to the authorized representative who is entitled to receive it.
- (4) The information referred to in subsection (1)(b) forms part of the official records of the Corporate Registry.

Requirements for corporation re NUANS report

25 Where a NUANS report is required in conjunction with any designated document, the corporation on whose behalf that report was obtained shall, after the report has been reviewed by an accredited person, maintain the original of the report and provide it to the Registrar on request by the Registrar.

Entitlement to perform searches

- 26(1)** Subject to any restrictions provided for in this or any other enactment, a service provider or other person authorized by the Registrar may, in accordance with the search criteria established by the Registrar, perform searches of the official records of the Corporate Registry.
- (2) The results of any search carried out under subsection (1) may be printed out by the service provider at the service provider's office.

Part 3

General Provisions

Property rights in official records

27 The official records of the Corporate Registry remain at all times the property of the Government.

Fees

28(1) The fees payable to the Registrar with respect to a transmittal, a search, the issuance of a certificate or other document

and any other related services are those set out in the Schedule or in or under other enactments or the electronic access agreement.

(2) The Registrar may waive the payment by

- (a) a department or agency of the Government, or
- (b) a Provincial agency as defined in the *Financial Administration Act*

of a fee referred to in subsection (1) if the Registrar is satisfied that the department, agency or Provincial agency will not recover the fee from a third party.

(3) A person may not charge a service charge in respect of registry services provided by accredited persons under Division 2 of Part 2 of

- (a) the *Business Corporations Regulation*, or
- (b) the *Partnership Regulation*.

AR 10/2002 s28;108/2009

Powers of Registrar under other enactments

29 Nothing in this Regulation is to be construed so as to restrict any of the powers of the Registrar under the *Business Corporations Act*, the *Partnership Act* or Schedule 12.

30 Repealed AR 168/2016 s2.

Repeal

31 The *Corporate Registry Document Handling Procedures Regulation* (AR 9/98) is repealed.

Schedule (Section 28)

Business Corporations Act

Subject to section 54 of the *Business Corporations Regulation*, the fees payable to the Government under section 12(3)(a) of Schedule 12 in relation to the *Business Corporations Act* are as follows:

- (a) for certificate of incorporation \$275
- (b) for certificate of amendment (articles of amendment) 50

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(c)	for certificate of amalgamation	275
(d)	for certificate of registration of an extra-provincial corporation	275
(e)	for certificate of amendment of registration of an extra-provincial corporation	50
(f)	for certificate of registration of an amalgamated corporation (extra-provincial)	275
(g)	for certificate of restated articles of incorporation	50
(h)	for certificate of continuance under section 188 of the <i>Business Corporations Act</i>	250
(i)	for certificate of amendment (articles of reorganization)	50
(j)	for certificate of revival	100
(k)	for certificate of revocation of intent to dissolve	no charge
(l)	for certificate of English/French name equivalency or pseudonym	50
(m)	for certificate of continuance under section 273 of the <i>Business Corporations Act</i>	250
(n)	for certificate of dissolution	no charge
(o)	for filing annual return	50
(p)	for certificate of status	5
(q)	for any certificate or certification for which a fee is not provided elsewhere	25
(r)	for search - for each corporation (microfiche only)	5
(s)	for certification, per file	5
(t)	for appointment of receiver	no charge
(u)	for issuing corrected certificate	50
(v)	for printed search - for each corporation	5

Partnership Act

Subject to section 36 of the *Partnership Regulation*, the fees payable to the government under section 12(3)(a) of schedule 12 in relation to the *partnership act* are as follows:

- | | |
|--|-----------|
| (a) for filing certificate of limited partnership under section 52 of the <i>Partnership Act</i> | \$50 |
| (b) for filing notice to amend certificate of limited partnership | 15 |
| (c) for filing declaration under section 106, 109 or 110 of the <i>Partnership Act</i> | 10 |
| (d) for computer printed search of each trade name, partnership, limited partnership and limited liability partnership | 1 |
| (e) for search (microfiche only) of each trade name, partnership and limited partnership | 5 |
| (f) for certification, per file | 5 |
| (g) for uncertified copy of any document or part of a document, per file | 5 |
| (h) for certificate of limited liability partnership registration | 50 |
| (i) for annual return for limited liability partnership | no charge |

AR 10/2002 Sched;108/2009;36/2011;139/2015



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