



Province of Alberta

RED TAPE REDUCTION IMPLEMENTATION ACT, 2020

Statutes of Alberta, 2020
Chapter 25

Assented to July 23, 2020

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RED TAPE REDUCTION IMPLEMENTATION ACT, 2020

Chapter 25

(Assented to July 23, 2020)

HER MAJESTY, by and with the advice and consent of the
Legislative Assembly of Alberta, enacts as follows:

Business Corporations Act

Amends RSA 2000 cB-9

1(1) The *Business Corporations Act* is amended by this section.

(2) Section 1 is amended

(a) by adding the following after clause (b):

(b.1) “agent for service” means an agent for service appointed by a corporation under section 20.1 or by an extra-provincial corporation under section 288;

(b) by adding the following after clause (cc):

(cc.1) “resident Albertan” means an individual who is

(i) a Canadian citizen ordinarily resident in Alberta, or

(ii) a permanent resident within the meaning of the *Immigration and Refugee Protection Act* (Canada) and ordinarily resident in Alberta;

(c) in clause (dd) by striking out “*Immigration Act* (Canada)” and substituting “*Immigration and Refugee Protection Act* (Canada)”.

(3) The heading preceding section 20 is repealed and the following is substituted:

Part 4
**Registered Office, Agent for Service,
Records and Seal**

(4) The following is added after section 20:

Agent for service

20.1(1) A corporation shall appoint an agent for service who is a resident Albertan.

(2) The corporation shall give to the Registrar a notice of the appointment of its agent for service, in the form required by the Registrar, together with the articles of incorporation.

(3) The corporation shall ensure that the address of its agent for service is an office that is

- (a) accessible to the public during normal business hours, and
- (b) readily identifiable from the address or other description given in a notice under this section.

(4) The corporation shall forthwith give to the Registrar a notice of any change in the name, address or other contact information of the agent for service in the form required by the Registrar.

(5) An agent for service for a corporation who intends to resign shall give not less than 60 days' notice to the corporation at its registered office, and the corporation shall give to the Registrar a copy of the notice.

(6) If the agent for service of a corporation dies or the agent's appointment is revoked, the corporation shall

- (a) give to the Registrar a notice to that effect, and
- (b) forthwith appoint a new agent for service and give to the Registrar a notice of the appointment of its new agent for service in the form required by the Registrar.

Alternative agent for service

20.2(1) A corporation may appoint an alternative agent for service who is a resident Albertan.

(2) Forthwith after the appointment of an alternative agent for service, the corporation shall give to the Registrar a notice of the appointment in the form required by the Registrar.

(3) The corporation shall forthwith give to the Registrar a notice of any change in the name, address or other contact information of the alternative agent for service in the form required by the Registrar.

(4) An alternative agent for service for a corporation who intends to resign shall give not less than 60 days' notice to the corporation at its registered office, and the corporation shall give to the Registrar a copy of the notice.

(5) If the alternative agent for service of a corporation dies or the alternative agent's appointment is revoked, the corporation shall give to the Registrar a notice to that effect.

(5) The following is added after section 25:

Transitional Provision

Transitional provision

25.1 An existing corporation shall send a notice of appointment of an agent for service to the Registrar within one year after the coming into force of this section, or the Registrar may dissolve the corporation by issuing a certificate of dissolution under section 213 or by applying to the Court for an order dissolving the corporation under section 218.

(6) Section 105(3) is repealed.

(7) Section 111(1) is amended by striking out "Notwithstanding section 114(3), a quorum" **and substituting** "A quorum".

(8) Section 114(3) and (4) are repealed.

(9) Section 115 is amended

(a) **in subsection (1) by striking out** ", who must be a resident Canadian,";

(b) **by repealing subsection (2).**

(10) Section 116(2) is repealed.

(11) Section 256 is amended

(a) **by repealing subsections (1) and (2) and substituting the following:**

Notice to and service on a corporation

256(1) A notice or document that is required or permitted to be sent to or served on a corporation may be

- (a) delivered to its registered office as shown in the last notice filed under section 20,
- (b) sent by registered mail to
 - (i) its registered office, or
 - (ii) the post office box designated as its address for service by mail,as shown in the last notice filed under section 20,
- (c) delivered to its agent for service or alternative agent for service, or
- (d) sent by registered mail to its agent for service or alternative agent for service at the address shown in the last notice given to the Registrar under section 20.1 or 20.2.

(2) Notwithstanding subsection (1), in the case of a notice of intent to dissolve a corporation, the notice may be sent by ordinary mail to

- (a) the registered office of the corporation as shown in the last notice filed under section 20,
- (b) the post office box designated as the corporation's address for service by mail as shown in the last notice filed under section 20, or
- (c) the agent for service or alternative agent for service at the address shown in the last notice given to the Registrar under section 20.1 or 20.2.

(b) in subsection (3) by adding "or (d)" after "subsection (1)(b)".

(12) Section 276(b) is repealed.

(13) Sections 280(2)(c) and 285(2)(a)(ii) are amended by striking out "attorney for service" and substituting "agent for service".

(14) Section 288 is amended

(a) in subsection (1)

- (i) **by striking out** “attorney of an extra-provincial corporation” **and substituting** “agent for service of an extra-provincial corporation”;
 - (ii) **by striking out** “attorney’s appointment” **and substituting** “agent for service’s appointment”;
 - (iii) **by striking out** “attorney for service” **and substituting** “agent for service”;
- (b) **in subsection (2) by striking out** “attorney” **wherever it occurs and substituting** “agent for service”;
- (c) **in subsection (3)**
- (i) **by striking out** “alternative attorney” **wherever it occurs and substituting** “alternative agent for service”;
 - (ii) **by striking out** “attorney’s appointment” **and substituting** “agent for service’s appointment”;
- (d) **in subsection (4) by striking out** “attorney” **and substituting** “agent for service”;
- (e) **in subsection (5)**
- (i) **by striking out** “An attorney shall” **and substituting** “An agent for service shall”;
 - (ii) **by striking out** “attorney’s address” **and substituting** “agent for service’s address”;
- (f) **in subsections (6) and (7) by striking out** “attorney” **wherever it occurs and substituting** “agent for service”;
- (g) **in subsection (8)**
- (i) **by striking out** “attorney’s address” **and substituting** “agent for service’s address”;
 - (ii) **by striking out** “attorney did not receive” **and substituting** “agent for service did not receive”;
- (h) **in subsection (9) by striking out** “attorney” **wherever it occurs and substituting** “agent for service”.
- (15) **Section 293.3(d)(iv) is amended by striking out** “attorneys for service” **and substituting** “agents for service”.
- (16) **This section comes into force on Proclamation.**

Companies Act**Amends RSA 2000 cC-21**

2(1) The *Companies Act* is amended by this section.

(2) Section 1 is amended

(a) by adding the following before clause (a.01):

(a.001) “agent for service” means an agent for service appointed by a company under section 29.1;

(b) by repealing clauses (b.1), (c), (c.1), (h.01) and (i);

(c) by adding the following before clause (j):

(i.1) “generally accepted accounting principles” means the generally accepted accounting principles as set out in the CPA Canada Handbook – Accounting by the Chartered Professional Accountants of Canada, as amended from time to time;

(d) in clause (k) by striking out “, a company limited by guarantee and a specially limited company” and substituting “and a company limited by guarantee”;

(e) by repealing clauses (v) and (z).

(3) Section 2(5) is repealed.

(4) Section 2.1 is repealed and the following is substituted:

Limited application of Act

2.1 Notwithstanding anything in this Act, on and after February 1, 1982, no company shall be incorporated or registered under this Act except under Part 9.

(5) Section 3(1) is amended by adding “and” at the end of clause (a), striking out “and” at the end of clause (b) and repealing clause (c).

(6) Section 11 is amended

(a) in subsection (1) by striking out “and an extra-provincial company shall not be registered under a name,” and substituting “under a name”;

(b) in subsection (3)

(i) by striking out “or registered”;

- (ii) **by striking out** “any other corporation” **and substituting** “any other company”;
 - (iii) **by striking out** “unless the corporation” **and substituting** “unless the other company”;
 - (c) **by repealing subsection (4) and substituting the following:**
 - (4) Where a company gives an undertaking to dissolve or change its name and the undertaking is not carried out within 6 months, the Registrar may, by notice in writing, giving the Registrar’s reasons, direct the company to change its name to one that the Registrar approves within 60 days after the date of the notice.
 - (d) **in subsection (5)**
 - (i) **by striking out** “other than an extra-provincial company”;
 - (ii) **by striking out** “any other company, business or association” **and substituting** “any other company”;
 - (iii) **by striking out** “or registered”;
 - (e) **by repealing subsection (8).**
- (7) Section 12 is amended**
- (a) **in subsection (1)**
 - (i) **by repealing clause (a) and substituting the following:**
 - (a) the refusal of the Registrar to incorporate a company pursuant to section 11(1) or (3),
 - (ii) **by adding “or” at the end of clause (c), striking out “or” at the end of clause (d) and repealing clause (e);**
 - (b) **by repealing subsection (3).**
- (8) Section 15 is amended**
- (a) **in subsection (1) by adding “or” at the end of clause (a), striking out “or” at the end of clause (b) and repealing clause (c);**
 - (b) **by repealing subsections (2) and (3);**

(c) by repealing subsections (6) and (7) and substituting the following:

(6) The memorandum must

- (a) contain the name and address of each subscriber,
- (b) contain the number and class of shares taken by each subscriber,
- (c) contain the name and relationship to the company of a representative of the company authorized to sign the memorandum on behalf of the company, and
- (d) be signed by the representative of the company referred to in clause (c).

(7) In the case of a company having a share capital, no subscriber of the memorandum may take less than one share.

(9) Section 16 is amended

- (a) in subsection (1) by striking out “, in the prescribed form,”;**
- (b) by repealing subsection (5).**

(10) Section 17(1) is amended by striking out “, in the prescribed form.”.

(11) Section 19 is repealed.

(12) Section 20 is amended

- (a) in subsection (1)**
 - (i) by striking out “other than a specially limited company”;**
 - (ii) by repealing clause (I);**

(b) by repealing subsections (2) and (3).

(13) Section 21 is repealed and the following is substituted:

Articles of association

21(1) The articles of association of a company shall be registered with the memorandum.

(2) The articles must

- (a) contain the name of each subscriber to the memorandum,
- (b) contain the name and relationship to the company of a representative of the company authorized to sign the articles on the company's behalf, and
- (c) be signed by the representative of the company referred to in clause (b).

(14) Sections 23 and 24 are repealed.

(15) Section 25 is amended

(a) in subsection (1)

- (i) **by striking out** “, if any,”;
- (ii) **by striking out** “retain and”;

(b) by repealing subsection (2) and substituting the following:

- (2) An application for incorporation must be accompanied by
- (a) a notice of the appointment of the company's agent for service in the form required by the Registrar, and
 - (b) the documents relating to corporate names that are prescribed by the regulations.

(16) Section 26 is amended

(a) by repealing subsection (1) and substituting the following:

Certificate of incorporation

26(1) On the registration of the memorandum of a company, the Registrar shall issue a certificate showing that the company is incorporated.

(b) in subsection (2) by striking out “, if any,”.

(17) Section 29(1) is amended by striking out “, when registered,”.

(18) The following is added after section 29:

Division 4 Agent for Service

Agent for service

29.1(1) A company shall appoint an agent for service who shall be a resident Albertan.

(2) The company shall ensure that the address of its agent for service is an office that is

- (a) accessible to the public during normal business hours, and
- (b) readily identifiable from the address or other description given in a notice under subsection (3) or section 25(2)(a).

(3) The company shall forthwith give to the Registrar a notice of any change in the name, address or other contact information of the agent for service in the form required by the Registrar.

(4) An agent for service for a company who intends to resign shall give not less than 60 days' notice to the company at its registered office, and the company shall give to the Registrar a copy of the notice.

(5) If the agent for service of a company dies or the agent's appointment is revoked, the company shall

- (a) give to the Registrar a notice to that effect, and
- (b) forthwith appoint a new agent for service and give to the Registrar a notice of the appointment of its new agent for service in the form required by the Registrar.

Alternative agent for service

29.2(1) A company may appoint an alternative agent for service who shall be a resident Albertan.

(2) Forthwith after the appointment of an alternative agent for service, the company shall give to the Registrar a notice of the appointment in the form required by the Registrar.

(3) The company shall forthwith give to the Registrar a notice of any change in the name, address or other contact information of the alternative agent for service in the form required by the Registrar.

(4) An alternative agent for service for a company who intends to resign shall give not less than 60 days' notice to the company

at its registered office, and the company shall give to the Registrar a copy of the notice.

(5) If the alternative agent for service of a company dies or the alternative agent's appointment is revoked, the company shall give to the Registrar a notice to that effect.

(19) Section 32(2) is amended by adding “issue a certificate showing the change of name” after “the Registrar shall” and repealing clauses (a), (b) and (c).

(20) Section 33(3) is amended by striking out “under the Registrar’s seal of office”.

(21) Section 34 is amended

(a) in subsection (1) by striking out “confirmed by an order of the Court”;

(b) by repealing subsection (2) and substituting the following:

(2) Notwithstanding subsection (1), a company may by ordinary resolution alter its memorandum so as to include or exclude any or all of the powers authorized by section 20(1) but no such resolution takes effect until the Registrar issues a certificate showing the alteration effected by the resolution.

(c) by repealing subsections (3), (4), (5) and (6);

(d) in subsection (7) by striking out “, under the Registrar’s seal of office, certify the registration of the order and the memorandum as altered” and substituting “register the order and the memorandum as altered and issue a certificate”;

(e) by repealing subsection (8).

(22) Section 36(4) is amended by striking out “under the Registrar’s seal of office”.

(23) Section 37 is amended

(a) in subsection (2) by striking out “and the annual list of members to be filed with the Registrar”;

(b) in subsection (3) by striking out “under the Registrar’s seal of office”.

(24) Section 38 is amended

- (a) in subsection (1)
- (i) **by striking out** “by special resolution confirmed by an order of the Court,”;
 - (ii) **in clause (a) by striking out** “may modify the provisions” **and substituting** “may, by special resolution, modify the provisions”;
 - (iii) **in clause (b) by striking out** “may alter its memorandum” **and substituting** “may, by special resolution, alter its memorandum”;
- (b) **by repealing subsection (2);**
- (c) **by repealing subsection (3) and substituting the following:**
- (3) The Registrar shall issue a certificate showing the alteration effected by the resolution. **(25) Section 40 is amended**
- (a) **in subsection (2) by striking out** “an office copy thereof” **and substituting** “a copy of the order”;
 - (b) **in subsection (3) by striking out** “The Registrar shall certify under the Registrar’s seal of office the registration of the order and minute” **and substituting** “When the order and minute have been registered, the Registrar shall issue a certificate”.
- (26) Sections 44(2) and 46 are repealed.**
- (27) Section 47(1) is repealed.**
- (28) Section 48 is amended**
- (a) in subsection (1)
 - (i) **by adding “and” at the end of clause (a);**
 - (ii) **in clause (b) by striking out** “in the prescribed form”;
 - (iii) **by repealing clauses (c) and (d);**
 - (b) **by repealing subsection (3);**
 - (c) **in subsection (4) by striking out** “to (d)”.
- (29) Section 49 is repealed and the following is substituted:**

Exception

49 A public company whose shares are listed on a Canadian stock exchange or traded in the over-the-counter market in Canada is not required to comply with section 48.

(30) Section 50 is repealed.

(31) Section 51 is amended by striking out “the Executive Director or”.

(32) Sections 54 and 55(2) and (3) are repealed.

(33) The following heading preceding section 56 is repealed:

**Company Limited by Shares to Specially Limited
Company**

(34) Section 56 is repealed.

(35) The heading preceding section 57 and sections 57 and 58 are repealed.

(36) Section 60(2) is repealed and the following is substituted:

(2) The resolution does not take effect until the Registrar issues a certificate that the company has been converted from a private company to a public company.

(37) Section 61(1)(a) is repealed.

(38) Section 64 is amended by striking out “, and on its registration shall be entered as members in its register of members”.

(39) Section 65(1) is repealed and the following is substituted:

Copy of memorandum and articles and resolutions

65(1) A company shall send to a member, at the member’s request, a copy of the memorandum and articles of the company and a copy of any special or ordinary resolution passed by the company.

(40) Section 66(1)(a) is amended by striking out “, alphabetically arranged or alphabetically indexed.”.

(41) Sections 67 and 68(4) are repealed.

(42) Section 69 is amended

(a) **in subsection (1) by striking out** “free of charge, and to the inspection of any other person on payment of 25¢, or any

less sum that the company may prescribe, for each inspection” **and substituting** “or any other person free of charge”;

- (b) **in subsection (2) by striking out** “, on payment of 25¢, or any less sum that the company may prescribe, for every 100 words or fractional part thereof required to be copied”.

(43) Section 73(2) to (6) are repealed.

(44) Section 75(2) is amended by striking out “complete and”.

(45) Section 81(5) is amended by striking out “(including an extra-provincial company)”.

(46) Section 82(2) is amended by striking out “confirmed by an order of the Court”.

(47) Sections 83(10) and (13), 84 and 85 are repealed.

(48) Section 87(1)(c) is repealed and the following is substituted:

- (c) shall set out its name in legible characters in or on all contracts, invoices, negotiable instruments and orders for goods and services issued or made by or on behalf of the company.

(49) Section 90 is amended

- (a) **by repealing subsection (1);**
(b) **by repealing subsection (2) and substituting the following:**

(2) The meetings of a board of directors may be held at any place within or outside Alberta.

- (c) **by repealing subsections (3), (6) and (7).**

(50) Section 93 is amended

- (a) **in subsection (1)**
(i) **by striking out** “and managers” **wherever it occurs;**
(ii) **by striking out** “or manager” **wherever it occurs;**
(b) **in subsection (2)**
(i) **by striking out** “, in the prescribed form,”;

- (ii) **by striking out** “or managers” **wherever it occurs;**
- (iii) **by striking out** “the change in the prescribed form” **and substituting** “the change”.

(51) Section 94 is amended

- (a) **in subsection (1) by striking out** “free of charge and to the inspection of any other person on payment of 25¢, or any less sum that the company may prescribe, for each inspection” **and substituting** “or any other person free of charge”;
- (b) **in subsection (2) by striking out** “, on payment of 25¢ or any less sum that the company may prescribe, for every 100 words or fractional part thereof required to be copied”.

(52) Divisions 3 and 4 of Part 6 are repealed.

(53) Sections 108, 109 and 110 are repealed.

(54) Section 111 is amended

- (a) **by repealing subsection (1) and substituting the following:**

Prospectus when offering shares

111(1) This section applies if a company allots or agrees to allot any shares or debentures of the company with a view to all or any of the shares or debentures being offered for sale to the public, and the whole consideration for those shares or debentures is not paid to the company at the date of the allotment or the offer for sale, whichever date is earlier.

- (b) **by repealing subsections (2) and (3);**
- (c) **in subsection (4) by striking out** “the prospectus is signed” **and substituting** “a prospectus is signed”;
- (d) **in subsection (5) by striking out** “, and no subscription or application for any share or debenture shall be taken unless a copy of the prospectus has been so furnished”.

(55) Section 118 is amended by striking out “and have ready for delivery”.

(56) Section 119(1) is amended by striking out “, and the Registrar shall enter the fact in the register of mortgages”.

(57) Section 121(2)(b) is amended by striking out “, and the Registrar shall enter the notice in the register of mortgages and charges”.

(58) The heading preceding section 127 and section 127 are repealed.

(59) The heading preceding section 128 and section 128 are repealed.

(60) Section 133 is amended

(a) by repealing subsection (2) and substituting the following:

(2) The auditor shall make a report to the shareholders on the financial statement, to be laid before the company at any annual meeting during the auditor’s term of office, and the auditor’s report shall contain the following:

- (a) a statement as to the scope, extent and nature of the auditor’s examination;
- (b) a statement as to whether, in the auditor’s opinion, the financial statement, including any notes to the financial statement, presents fairly the financial position of the company;
- (c) a statement of any concerns or qualifications the auditor has with respect to whether the financial statement was drawn up according to generally accepted accounting principles and generally accepted auditing standards.

(b) by repealing subsection (3).

(61) Section 135 is amended

(a) by repealing subsection (1) and substituting the following:

Books of account and accounting records

135(1) Every company shall keep proper books of account and accounting records in respect of all financial and other transactions of the company.

(b) by repealing subsection (6).

(62) Section 136 is amended

(a) in subsection (1)

(i) in clause (a)

(A) by adding “drawn up in accordance with subsection (1.1)” **after** “a financial statement”;

(B) by striking out “made up of”;

(C) by repealing subclauses (i), (ii) and (iii);

(ii) by repealing clause (b) and substituting the following:

(b) in the case of a public company, a comparative financial statement drawn up in accordance with subsection (1.1) relating separately to

(i) the period that commenced on the date of incorporation and ended not more than 6 months before the annual meeting or, if the company has completed a financial year, that commenced immediately after the end of the last completed financial year and ended not more than 6 months before the annual meeting, as the case may be, and

(ii) the period covered by the financial year next preceding that latest completed financial year, if any,

(b) by adding the following after subsection (1):

(1.1) A financial statement or comparative financial statement referred to in subsection (1) shall

(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 company,

(c) be drawn up in accordance with generally accepted accounting principles, and

(d) be drawn up on a basis consistent with that used for the preceding period, if any, unless a note to the financial statement indicates otherwise.

(c) by repealing subsection (2);

(d) in subsection (3) by striking out “shall be read at the annual meeting and”;

(e) by adding the following after subsection (4):

(4.1) Nothing in this section prohibits persons who are not members of the Chartered Professional Accountants of Alberta from preparing the financial statement or comparative financial statement referred to in subsection (1).

(f) by repealing subsection (5).

(63) Sections 137 to 144 are repealed.

(64) Section 145 is repealed and the following is substituted:

Approval of financial statement

145(1) The financial statement shall be approved by the board of directors.

(2) A company shall not issue, publish or circulate copies of the financial statement unless the financial statement is approved in accordance with subsection (1) and accompanied by the auditor’s report.

(65) Section 146 is amended by adding “or” at the end of clause (a) and repealing clause (b).

(66) Section 147(1) is repealed and the following is substituted:

Providing financial statements to shareholders

147(1) A public company shall, 21 days or more before the date of the annual meeting, provide to each shareholder a copy of the financial statement approved by the board of directors.

(67) Sections 148 and 149(2) are repealed.

(68) Section 151(1)(b) is amended by striking out “Table A in the Schedule, and for the purpose of this provision, the expression “Table A” means the table for the time being in force” **and substituting** “the articles of the company”.

(69) Section 154(3) is repealed.

(70) Section 155 is amended**(a) by repealing subsections (3) and (4) and substituting the following:**

(3) A proxy is valid only at the meeting in respect of which it is given or at any adjournment of that meeting.

(4) A shareholder may revoke a proxy

(a) by depositing an instrument in writing executed by the shareholder or the shareholder's attorney authorized in writing

(i) at the registered office of the company at any time up to and including the last business day preceding the day of the meeting, or an adjournment of that meeting, at which the proxy is to be used, or

(ii) with the chairman of the meeting on the day of the meeting or an adjournment of the meeting,

or

(b) in any other manner permitted by law.

(b) by repealing subsection (5).**(71) Section 156(1) is repealed and the following is substituted:****Providing proxy form to shareholder**

156(1) Subject to section 154, the company shall provide to each shareholder a proxy form with each notice of meeting.

(72) Section 157(1)(a) is amended by striking out "is sent by prepaid mail to each shareholder of the company whose proxy is solicited at the shareholder's last address as shown on the books of the company" **and substituting** "is provided to each shareholder".

(73) Section 158 is repealed.**(74) Section 161 is amended****(a) by repealing subsection (1) and substituting the following:****Minutes**

161(1) Every company shall keep minutes of the proceedings of all general meetings and, when there are directors, of all meetings of the company's directors.

(b) in subsection (3)

- (i) **by striking out** “or managers”;
- (ii) **by striking out** “, managers,”;

(c) by repealing subsection (4) and substituting the following:

(4) The minutes of the proceedings of the general meetings of a company shall be kept at the registered office of the company and shall be available to members for inspection during business hours, and any member is entitled to receive a copy of the minutes for a reasonable fee.

(75) Section 162 is repealed and the following is substituted:**Annual return**

162(1) In this section,

- (a) “anniversary month” means the month in each year that is the same as
 - (i) the month in which the certificate of incorporation of the company was issued, or
 - (ii) in the case of an amalgamated company, the month in which its certificate of amalgamation was issued;
- (b) “voting share” means an issued and outstanding share of a company carrying voting rights under all circumstances or under any circumstances that have occurred and are continuing.

(2) Every company shall, each year on or before the last day of the month immediately following its anniversary month, file an annual return with the Registrar that includes notices with respect to

- (a) any change in the location of the registered office of the company, if a notice under section 86(2) in respect of that change has not yet been filed with the Registrar, and
- (b) any change among the directors of the company, if a notice under section 93(2) in respect of that change has not yet been filed with the Registrar.

(3) When the company has a share capital, the annual return shall include the name and address of each shareholder and the percentage of voting shares assigned to each shareholder.

(4) When the company is a public company, the annual return shall include a copy of the financial statement and auditor's report laid before the company at the last annual general meeting.

(5) Every company that defaults in complying with any of the requirements of this section is guilty of an offence.

(76) Section 168 is repealed and the following is substituted:

Official seal for use outside Alberta

168 A company may adopt for use in any jurisdiction outside Alberta a facsimile of its corporate seal that complies with the laws of that jurisdiction.

(77) Section 170 is amended

- (a) **in subsection (4) by striking out** “an office copy thereof” **and substituting** “a copy of the order”;
- (b) **by repealing subsections (5) and (6).**

(78) Section 171(4) is amended by striking out “shall cause an office copy thereof to be filed” **and substituting** “shall file a copy of the order”.

(79) Section 172 is amended

- (a) **in subsection (3)**
 - (i) **in clause (a) by striking out** “, in the prescribed form,”;
 - (ii) **by adding “and” at the end of clause (d) and repealing clauses (f) and (g);**
- (b) **by repealing subsections (5) to (8);**
- (c) **by repealing subsection (9) and substituting the following:**

(9) The amalgamation agreement shall be filed with the Registrar together with notice of the location of the registered office of the amalgamated company.
- (d) **in subsection (10)**
 - (i) **by striking out** “, approving order and any other documents required pursuant to subsection (9)” **and substituting** “and notice of the location of the registered office”;

(ii) **by repealing clause (a) and substituting the following:**

(a) issue a certificate of amalgamation, and

(iii) **in clause (b) by adding “and” at the end of subclause (ii) and repealing subclause (iii);**

(e) **by repealing subsections (15) and (16).**

(80) Sections 173 to 176 are repealed.

(81) Section 177 is amended

(a) **by repealing subsection (2);**

(b) **by repealing subsection (4) and substituting the following:**

(4) The expense of the investigation may, in the discretion of the Court, be defrayed by the company, the applicants or both parties.

(c) **in subsection (6) by striking out “and the inspector shall make a report in a manner and to the persons the company by resolution directs”;**

(d) **by repealing subsections (7), (9) and (10).**

(82) Part 7 is repealed.

(83) Section 200 is amended

(a) **in subsection (1)**

(i) **by striking out “, if it proves to the Registrar that it is formed”;**

(ii) **by striking out “that” before “it is the intention of the association”;**

(b) **in subsection (2) by striking out “shall enjoy all the privileges conferred and be subject to” and substituting “has all the privileges conferred and is subject to”.**

(84) Section 202 is amended

(a) **in subsection (1)**

(i) **by striking out “, if it proves to the satisfaction of the Registrar that it is formed”;**

(ii) **by striking out** “that” **before** “it is the intention of the association”;

(iii) **by striking out** “that” **before** “it is not formed”;

(iv) **by striking out** “that” **before** “no dividend shall be divided”;

(b) **in subsection (2) by striking out** “shall enjoy all the privileges conferred and be subject to” **and substituting** “has all the privileges conferred and is subject to”.

(85) Section 204(1) is amended by striking out “under the seal of the office of the Registrar”.

(86) Section 205 is repealed and the following is substituted:

Dissolution by Registrar

205(1) Subject to subsections (2) and (3), if a company

- (a) has not commenced business within 3 years after the date mentioned in its certificate of incorporation,
- (b) has not carried on business for 3 consecutive years, or
- (c) has failed to send or file for a period of 2 years any return, notice or document required to be filed with or sent to the Registrar,

the Registrar may dissolve the company by issuing a certificate of dissolution, or the Registrar may apply to the Court for an order dissolving the corporation under section 226.

(2) The Registrar shall not dissolve a company under this section until the Registrar has

- (a) given 120 days’ notice of the Registrar’s intention to dissolve the company to the company and to each director of the company, and
- (b) published notice of the Registrar’s intention to dissolve the company in The Alberta Gazette or the Registrar’s periodical.

(3) Unless cause to the contrary has been shown or an order has been made by the Court under section 289, the Registrar may, after expiry of the period referred to in subsection (2)(a), issue a certificate of dissolution.

(4) The company ceases to exist on the date shown in the certificate of dissolution.

(87) Section 206 is amended

(a) in subsection (1)

- (i) **by striking out** “or an extra-provincial company”;
- (ii) **by striking out** “, or, in the case of an extra-provincial company, to be still entitled to carry on business in Alberta,”;

(b) in subsection (2)

- (i) **by repealing clauses (b) to (d) and substituting the following:**
 - (b) a copy of the order shall be filed with the Registrar but no order takes effect until any lawful requirements in respect of the company are fulfilled and the order is filed,
 - (c) on receipt of a copy of the order, the Registrar shall publish a notice of the restoration of the company to the register in The Alberta Gazette or the Registrar’s periodical,
 - (d) if the application is not made within 3 years from the date on which the company was struck off, and another company has been incorporated under the same or a similar name, and the Registrar objects to the restoration of the company under its own name, the Court shall by the order provide that the company be restored under another name approved by the Registrar in writing, and the order, subject to clause (b), takes effect in the same manner as if the company had changed its name and the Registrar had issued a certificate in accordance with this Act, and
- (ii) **by striking out “and” at the end of clause (e) and repealing clause (f).**

(88) Section 207 is repealed.

(89) Section 208 is amended by striking out “or an extra-provincial company”.

(90) Section 210(1)(e) is repealed.

(91) Section 212(1) is amended by striking out “, and shall be contributories accordingly”.

(92) Section 213(a) is amended by striking out “, and shall be a contributory accordingly,”.

(93) Section 215 is amended

(a) by repealing subsections (1) and (2) and substituting the following:

Application to Court for winding-up

215(1) Subject to subsections (2) and (3), an application to the Court for the winding-up of a company may be made by the company or a contributory or contributories, or either of those parties, together or separately.

(2) A contributory is not entitled to apply to the Court for the winding-up of a company unless

- (a) the number of the members is reduced, in the case of a private company, below 2, or, in the case of any other company, below 3, or
- (b) the shares in respect of which the person is a contributory, or some of them, were originally allotted to the person, or have been held by the person and registered in the person’s name for at least 6 months during the 18 months before the commencement of the winding-up, or have devolved on the person through the death of a former holder.

(b) in subsection (3)

- (i) by striking out “a petition” and substituting “an application”;**
- (ii) by striking out “may be presented” and substituting “may be made”;**
- (iii) by striking out “the petition” and substituting “the application”.**

(94) Section 216 is amended

- (a) in subsection (1) by striking out “petition” and substituting “application”;**
- (b) in subsection (2) by striking out “petition is presented” and substituting “application is made”.**

(95) Section 217(1) is amended by striking out “an office copy” and substituting “a copy”.

(96) Section 218 is amended by striking out “of the presentation of the petition for the winding-up” and substituting “the application for the winding-up is made”.

(97) Section 219 is amended by striking out “the presentation of a petition for winding-up and before a winding-up order has been made” and substituting “an application for winding-up has been made and before a winding-up order is made”.

(98) Section 226(2) is amended by striking out “An office copy” and substituting “A copy”.

(99) Sections 235 and 238(4) to (9) are repealed.

(100) Section 240 is amended

- (a) in subsection (2) by striking out “the presentation of a petition” and substituting “an application for winding-up is made”;**
- (b) by repealing subsection (4);**
- (c) in subsection (5) by striking out “shall” and substituting “may”;**
- (d) by repealing subsection (7);**
- (e) by repealing subsection (8) and substituting the following:**

(8) The Court may order that the liquidator receive a salary or remuneration by way of percentage or otherwise, and if more than one person is appointed liquidator, may order that the remuneration be distributed among them in the proportions the Court directs.
- (f) by repealing subsection (9).**

(101) Section 241(1) is amended by striking out “and choses in action”.

(102) Section 245(2) is repealed and the following is substituted:

- (2)** The Court may order the special manager to give a security and account to the Court and may direct the remuneration to be received by the special manager.

(103) Section 246(2) is repealed.

(104) Section 247 is amended

(a) by repealing subsection (2);

(b) in subsection (3)

(i) by striking out “The Court shall cause the account to be audited” **and substituting** “The Court may direct that the account be audited”;

(ii) by striking out “vouchers and”;

(c) by repealing subsections (4) and (5) and substituting the following:

(4) When the account has been audited, a copy of the audited account shall be filed with the Court.

(5) The auditor shall provide a copy of the audited account or a summary of the audited account to every creditor and contributory.

(105) Section 248 is repealed and the following is substituted:

Books to be kept by liquidator

248 Every liquidator of a company that is being wound up by the Court shall keep proper books respecting the winding-up of the company, and any creditor or contributory may, subject to the control of the Court, personally or by his or her agent inspect any such books.

(106) Section 249(1) is amended by striking out “shall” wherever it occurs and substituting “may”.

(107) Section 250 is amended

(a) in subsection (1) by striking out “shall” wherever it occurs and substituting “may”;

(b) in subsection (3) by striking out “and vouchers”.

(108) Section 251 is amended by striking out “shall” wherever it occurs and substituting “may”.

(109) Section 252 is amended

(a) by repealing subsection (2) and substituting the following:

(2) The committee shall meet at least once a month and the liquidator or any member of the committee may also call a meeting of the committee when the liquidator or member considers it necessary.

(b) **in subsection (3) by striking out** “, but shall not act unless a majority of the committee are present”;

(c) **in subsection (7) by striking out** “shall” **and substituting** “may”.

(110) Section 253(1) is amended by striking out “the Court shall” **and substituting** “the Court may”.

(111) Section 255 is amended

(a) **in subsection (1) by striking out** “shall” **and substituting** “may”;

(b) **by repealing subsection (2).**

(112) Section 256 is amended by striking out “shall be deemed to commence” **and substituting** “commences”.

(113) Section 258(1) is amended by striking out “in the prescribed form” **wherever it occurs.**

(114) Section 263(2) is repealed and the following is substituted:

(2) The liquidator may exercise the powers of the Court under this Act of settling a list of contributories and making calls.

(115) Section 266(4) is repealed.

(116) Section 268 is amended

(a) **in subsection (1) by striking out** “once in The Alberta Gazette and”;

(b) **in subsection (6) by striking out** “shall” **and substituting** “may”.

(117) Section 269(1) is amended

(a) **by striking out** “the liquidator’s acts and dealings and of the conduct of”;

(b) **by striking out** “the date for which the meeting is summoned” **and substituting** “the meeting date”;

- (c) **by striking out** “a verified summary of the liquidator’s receipts and payments during that year” **and substituting** “a summary of the liquidator’s accounts during that year”.

(118) Section 271 is amended

- (a) **by repealing subsections (1) and (2) and substituting the following:**

Liquidator’s account and notice of final meeting

271(1) In the case of every voluntary winding-up, the liquidator shall, as soon as the affairs of the company are fully wound up, make an account of the winding-up and call a general meeting of the company for the purpose of laying the account before it, and a notice of the meeting shall be published in 2 consecutive issues of The Alberta Gazette.

(2) If, within half an hour from the time appointed for the meeting, a quorum of members is not present, the liquidator may adjourn the meeting to the same day in the next week.

- (b) **in subsection (3) by striking out** “, in the prescribed form,”;
- (c) **in subsection (4) by striking out** “and that no quorum was present thereat”;
- (d) **in subsection (5) by striking out** “shall forthwith register it, and on the expiration of 3 months from the registration” **and substituting** “may register it, and on the registration”;
- (e) **in subsection (7) by striking out** “an office copy thereof” **and substituting** “a copy of the order”.

(119) Section 272 is amended

- (a) **in subsection (2) by striking out** “an office copy” **and substituting** “a copy”;
- (b) **in subsection (3) by striking out** “in the prescribed form”;
- (c) **by repealing subsection (4) and substituting the following:**
- (4) The Registrar on receiving the return may register it, and on the registration of the return the company is dissolved.

(120) Section 278 is amended

- (a) **by striking out** “A petition” **and substituting** “An application”;

(b) by striking out “a petition” and substituting “an application”.

(121) Section 281(2) is amended by striking out “sections 240(1) to (9)” and substituting “sections 240(1) to (3), (5), (6) and (8)”.

(122) Section 283(2)(a) is repealed and the following is substituted:

(a) rank equally among themselves and shall be paid in equal proportions, and

(123) Section 286(2) and (3) are repealed.

(124) Section 289(2) is amended by striking out “an office copy” and substituting “a copy”.

(125) Section 293 is repealed.

(126) Section 295 is repealed and the following is substituted:

Appointment of Registrar

295 In accordance with the *Public Service Act*, there shall be appointed a Registrar of Companies and a Deputy Registrar or Deputy Registrars of Companies.

(127) Section 298 is repealed and the following is substituted:

Direction by the Minister

298 The Minister may give directions with respect to any act that this Act directs is to be done to or by the Registrar.

(128) Section 299 is repealed and the following is substituted:

Registrar’s seal of office

299 The Minister may authorize a seal for use by the Registrar in the performance of the Registrar’s duties.

(129) The following is added after section 299:

Forms

299.1 The Registrar may prescribe forms for the purposes of this Act.

(130) Section 300 is repealed and the following is substituted:

Failure to file return

300 Notwithstanding anything in this Act, the Registrar may refuse to issue any certificate under this Act in respect of a company if the company has not

- (a) filed a return, notice or document required to be filed under this Act, or
- (b) complied with an undertaking made under section 11(3).

(131) Section 301(2) is amended by striking out “under the hand and seal of office of the Registrar” **and substituting** “by the Registrar”.

(132) Section 303 is amended by striking out “under the Registrar’s seal of office”.

(133) The following is added after section 304:

Waiver of fees

304.1 The Registrar may in the Registrar’s discretion waive, in accordance with the regulations, all or part of any fee prescribed under this Act.

(134) Section 306 is amended

- (a) **by striking out** “and has been requested by the Registrar to do so”;
- (b) **by striking out** “, unless, in the opinion of the Registrar, exceptional circumstances exist that warrant the performance of those services”.

(135) Section 307 is amended

- (a) **by repealing clause (a);**
- (b) **by adding the following after clause (b):**
 - (b.1) respecting the waiver of the payment of fees prescribed under this Act;

(136) Section 308 is amended

- (a) **in subsection (1)**
 - (i) **in clause (a) by striking out** “filed under section 86(2), or” **and substituting** “filed under section 86(2) or last annual return filed under section 162(2),”;
 - (ii) **by adding the following after clause (a):**
 - (a.1) delivered to or sent by recorded mail to the company’s agent for service or alternative agent for service at the address shown in the last notice given

to the Registrar under section 25(2)(a), 29.1 or 29.2,
or

- (b) by repealing subsection (2);**
- (c) in subsection (3) by adding “or (a.1)” after “subsection (1)(a)”;**
- (d) by repealing subsection (4).**

(137) The following is added after section 308:

Notice to and service on shareholders and directors

308.01(1) A notice or document required or permitted by this Act, the regulations or the articles to be sent to or served on a shareholder or director of a company may be sent by mail addressed to, or may be delivered personally to,

- (a) the shareholder at the shareholder’s last address as shown in the records of the company, and
- (b) the director at the director’s last address as shown in the records of the company, the last notice filed under section 93(2) or a notice accompanying an annual return under section 162(2).

(2) For the purpose of the service of a notice or document, a director named in a notice sent by a company to the Registrar under section 93(2) and filed by the Registrar or named in a notice accompanying an annual return under section 162(2) is presumed to be a director of the company referred to in the notice.

(3) A notice or document sent by mail in accordance with subsection (1) to a shareholder or director of a company is deemed to be received by the shareholder or director at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the shareholder or director did not receive the notice or document at that time or at all.

(4) If a company sends a notice or document to a shareholder in accordance with subsection (1) and the notice or document is returned on 2 consecutive occasions because the shareholder cannot be found, the company is not required to send any further notices or documents to the shareholder until the shareholder informs the company in writing of the shareholder’s new address.

(5) A notice or document required to be sent or delivered under this section may be sent by electronic means in accordance with the *Electronic Transactions Act*.

(138) Section 312(2) is repealed.

(139) Section 313 is amended

- (a) in subsection (1) by striking out “or extra-provincial company”;
- (b) in subsection (2) by striking out “, extra-provincial company”.

(140) The following is added after section 316:

Division 7 Transitional Provisions

Transitional provision — agent for service

317 A company that is incorporated at the time this section comes into force shall, within one year after the coming into force of this section, appoint an agent for service under section 29.1 and send a notice of appointment of its agent for service to the Registrar, or the Registrar may dissolve the company by issuing a certificate of dissolution under section 205 or by applying to the Court for an order dissolving the corporation under section 226.

Transitional provision — Schedule

318 Notwithstanding the repeal of the Schedule, if the articles of a company adopted any or all of the regulations contained in Table A in the Schedule before the coming into force of this section, the Schedule continues in force in respect of those articles until the company alters them under section 55.

(141) The Schedule is repealed.

(142) This section comes into force on Proclamation.

Emergency Management Act

Amends RSA 2000 cE-6.8

3(1) The *Emergency Management Act* is amended by this section.

(2) Section 11.3(1)(b)(i) is amended by striking out “in its establishing regulation” and substituting “by its bylaws”.

(3) This section has effect on September 1, 2020.

Emissions Management and Climate Resilience Act

Amends SA 2003 cE-7.8

4(1) The *Emissions Management and Climate Resilience Act* is amended by this section.

(2) The following is added after section 7:

Loan guarantees

7.1 Subject to the regulations, the Minister may issue loan guarantees in respect of projects related to the programs and measures set out in section 7(1).

(3) Section 60(1) is amended by adding the following after clause (f):

- (f.1) respecting the issuance of loan guarantees by the Minister under section 7.1;

Energy Efficiency Alberta Act

Dissolution of Energy Efficiency Alberta

5(1) Energy Efficiency Alberta is dissolved.

(2) On the coming into force of subsection (1), the following applies:

- (a) the property, assets, rights, obligations, liabilities, powers, duties and functions of Energy Efficiency Alberta become the property, assets, rights, obligations, liabilities, powers, duties and functions of the Crown in right of Alberta;
- (b) an existing cause of action, claim or liability to prosecution of, by or against Energy Efficiency Alberta is unaffected by the coming into force of this section and may be continued by or against the Crown in right of Alberta;
- (c) a civil, criminal or administrative action or proceeding pending by or against Energy Efficiency Alberta may be continued by or against the Crown in right of Alberta;
- (d) a ruling, order or judgment in favour of or against Energy Efficiency Alberta may be enforced by or against the Crown in right of Alberta;
- (e) an indemnity given by Energy Efficiency Alberta under the *Energy Efficiency Alberta Act* is assumed by the Crown in right of Alberta.

(3) Subsection (2)(a) does not give rise to a termination right, remedy or penalty under the provisions of a contract, agreement, grant, endowment, contribution, loan or loan guarantee to which Energy Efficiency Alberta is a party immediately before the coming into force of this section, and such contracts, agreements, grants, endowments, contributions, loans or loan guarantees continue to have full effect as contracts, agreements, grants, endowments, contributions, loans or loan guarantees of the Crown in right of Alberta.

Transitional regulations

6(1) The Lieutenant Governor in Council may make regulations

- (a) respecting the transition of any of the property, assets, rights, obligations, liabilities, powers, duties and functions of Energy Efficiency Alberta on its dissolution;
- (b) to remedy any confusion, difficulty, inconsistency or impossibility resulting from the dissolution of Energy Efficiency Alberta.

(2) A regulation made under subsection (1) may be made retroactive to the extent set out in the regulation.

(3) A regulation made under subsection (1) is repealed on the earlier of

- (a) the coming into force of a regulation that repeals the regulation made under subsection (1), or
- (b) the expiry of 2 years after the regulation comes into force.

(4) The repeal of a regulation under subsection (3) does not affect anything done, incurred or acquired under the authority of the regulation before the repeal of the regulation.

Repeals SA 2016 cE-9.7

7 The *Energy Efficiency Alberta Act* is repealed.

Coming into force

8 Sections 5 to 7 have effect on September 30, 2020.

Marketing of Agricultural Products Act

Amends RSA 2000 cM-4

9(1) The *Marketing of Agricultural Products Act* is amended by this section.

(2) Section 1 is amended

- (a) in clause (a)(i) by striking out “Lieutenant Governor in Council” and substituting “Minister”;
- (b) in clause (i)(ii) by striking out “Lieutenant Governor in Council” and substituting “Minister”;
- (c) in clause (l)(ii) by striking out “Lieutenant Governor in Council” and substituting “Minister”.

(3) The following is added after section 5:

Council directives

5.1(1) The Council may, with the approval of the Minister, issue one or more directives that must be followed by a board or commission, the board of directors of a board or commission, or both, in carrying out their powers, duties and functions under this Act and the regulations.

(2) A directive may be issued under this section with respect to

- (a) quota governance or management,
- (b) the term limits of directors,
- (c) voting by proxy, and
- (d) any other matter approved by the Minister.

(3) A directive issued under this section must be published on the department’s website.

(4) A directive issued under this section may be general or specific in its application.

(5) The *Regulations Act* does not apply to a directive issued under this section.

(6) If there is a conflict between a directive issued under this section and a bylaw made pursuant to section 26(2.1), the directive prevails.

(7) If there is a conflict between a directive issued under this section and this Act or a regulation made under this Act, this Act and the regulations prevail over the directive.

(4) Section 12 is amended by striking out “Lieutenant Governor in Council” wherever it occurs and substituting “Minister”.

(5) Section 13(a) is repealed and the following is substituted:

- (a) authorizing a board or commission to pay remuneration and expenses to its members;
- (a.1) respecting the investment of assets, asset management and financial reporting and disclosure by a board or commission;

(6) Section 16 is amended

- (a) **in subsection (2) by striking out** “Lieutenant Governor in Council” **and substituting** “Minister”;
- (b) **in subsection (3) by striking out** “by regulation which shall be subject to the approval of the Minister”.

(7) Section 17(1) is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(8) Section 20 is repealed.

(9) Section 22 is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(10) Section 23(1) is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(11) Section 24(3) is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(12) Section 24.1(2) and (3) are amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(13) Section 25 is amended

- (a) **in subsections (1) and (2) by striking out** “Lieutenant Governor in Council” **wherever it occurs and substituting** “Minister”;
- (b) **in subsection (3) by striking out** “by regulation that shall be subject to the approval of the Minister”.

(14) The following is added after section 26(2):

(2.1) A board or commission may, with the approval of the Council, make bylaws respecting the governance of the board or commission including but not limited to the following:

- (a) the governance of the board or commission and the management and conduct of its affairs, including the

management and carrying out of powers, duties and functions by the board or commission;

- (b) eligibility for membership and general rights of producers;
- (c) the terms of office of a director;
- (d) the appointment or election of the chair and vice-chair;
- (e) the removal of a director, chair or vice-chair;
- (f) procedures for meetings including notice of meetings, the holding of meetings and quorum;
- (g) approval process for bylaws by producers;
- (h) any other matter required by Council to be addressed by bylaw.

(2.2) The bylaws made under subsection (2.1) are not effective until the bylaws have been approved by Council.

(2.3) As soon as the bylaws have been approved by Council, the board or commission must provide a copy of the bylaws, including any amendments to the bylaws, to the board's or commission's producers, processors and any other person regulated by the board or commission in any manner the board or commission considers appropriate.

(2.4) The *Regulations Act* does not apply to a bylaw made under this section.

(2.5) If there is a conflict between a bylaw made under this section and this Act or a regulation made under this Act, this Act and the regulation prevail.

(15) Section 29(4) is amended by striking out "Lieutenant Governor in Council" **and substituting** "Minister".

(16) Section 30(1) is amended by striking out "Lieutenant Governor in Council" **and substituting** "Minister".

(17) Section 45 is amended

- (a) in subsection (1)**
 - (i) in clause (c)**

(A) **by striking out** “Lieutenant Governor in Council” **and substituting** “Minister”;

(B) **by striking out** “or” **at the end of clause (c)**;

(ii) **in clause (d)**

(A) **by adding** “, directive” **after** “order”;

(B) **by adding** “or” **at the end of clause (d) and by adding the following after clause (d)**:

(e) a bylaw made by the board or commission,

(iii) **by adding** “, directive, bylaw” **after** “regulation, order”;

(b) **in subsection (2)**

(i) **in clause (c) by adding** “, bylaw” **after** “order”;

(ii) **by adding** “, bylaw” **after** “regulation, order”;

(c) **in subsection (6)(a), (b) and (c) by adding** “, bylaw, directive” **after** “regulation, order”.

(18) Section 48(a) is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(19) Section 50 is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

(20) Section 51(3)(c) is amended by striking out “Lieutenant Governor in Council” **and substituting** “Minister”.

Mines and Minerals Act

Amends RSA 2000 cM-17

10(1) The *Mines and Minerals Act* is amended by this section.

(2) Section 9 is amended by striking out “and with the authorization of the Lieutenant Governor in Council”.

(3) Section 50(5)(d) is amended by striking out “authorized by an order in council” **and substituting** “entered into”.

(4) Section 57(5)(c)(i) is amended by striking out “with the authorization of the Lieutenant Governor in Council” **and substituting** “under section 9(b) or (c)”.

Municipal Government Act

Amends RSA 2000 cM-26

11(1) The *Municipal Government Act* is amended by this Act.

(2) Section 231(1) is amended by striking out “Except for a bylaw under section 22 or a bylaw or resolution under Part 17” **and substituting** “Except for a bylaw under section 22, a resolution under Part 15.1 or a bylaw or resolution under Part 17”.

(3) Section 275.1 is repealed.

(4) Section 488(1)(g) is amended by striking out “section 602.15” **and substituting** “section 602.2”.

(5) Section 496 is amended by adding the following after subsection (3):

(4) The Board has discretion to decide whether to record a hearing.

(6) Section 588.1 is repealed.

(7) Part 15.1 is repealed and the following is substituted:

Part 15.1 Regional Services Commissions

Interpretation

602.01(1) In this Part,

- (a) “board” means the board of directors of a commission;
- (b) “borrowing” means a borrowing as defined in section 241(a.1);
- (c) “bylaws” means the bylaws of a commission;
- (d) “capital property” means capital property as defined in section 241(c);
- (e) “commission” means a regional services commission;
- (f) “member” means, in respect of a commission, a municipal authority that is a member of the commission;
- (g) “municipal authority” means a municipal authority as defined in section 1(1)(p), and includes a Metis settlement, an Indian reserve and an armed forces base;

- (h) “public utility” means a public utility as defined in section 1(1)(y), excluding public transportation operated by or on behalf of a municipality;
 - (i) “resolution” means a resolution passed by a municipal authority or commission under this Part;
 - (j) “service” means, in respect of a commission, a service that the bylaws authorize the commission to provide;
 - (k) “transportation service” means a service to transport people or goods by vehicle, including a vehicle that runs on rails.
- (2) A reference to a bylaw or resolution in this Act outside this Part does not include a bylaw or resolution passed by a commission.

Division 1 Establishment and Operation

Establishing commissions

- 602.02(1)** Two or more municipal authorities may agree to jointly establish a commission by passing resolutions.
- (2) Before being passed under subsection (1), the proposed resolutions must be advertised in accordance with section 606.
- (3) Within 60 days of the resolutions being passed under subsection (1), the Minister must be notified of the resolutions.
- (4) A notification under subsection (3) must include copies of all the resolutions passed under subsection (1) and provide the commission’s office location and contact information.
- (5) A commission is not established until an order listing the commission is issued by the Minister under section 602.04.

Resolution and notification

- 602.03(1)** A resolution establishing a commission must specify
- (a) the name of the commission, and
 - (b) the names of the members, the first board of directors and the first chair of the commission.
- (2) The commission must notify the Minister within 60 days of any change to any of the information provided under section 602.02(4).

(3) If a commission is to be disestablished under section 602.09(1)(g), the commission must notify the Minister within 60 days of the commission's being disestablished.

List of commissions

602.04 The Minister may issue an order listing or updating the list of the names of all the commissions established or disestablished each time the Minister receives a notification under section 602.02(3) or 602.03(2) or (3), as the case may be.

Corporation

602.05 A commission is a corporation.

Board of directors

602.06(1) A commission is governed by a board.

(2) Subject to sections 602.03(1)(b) and 602.07, the directors of the board are to be appointed and the chair of the commission designated in accordance with the commission's bylaws.

Directors representing Province

602.07(1) If, in the Minister's opinion, a service that a commission is authorized to provide is a service that is provided by the Government of Alberta or that may affect a service provided by the Government of Alberta, the Minister may, despite the bylaws, appoint as many directors of the commission as the Minister considers necessary.

(2) A director appointed under this section has the powers, duties and functions of a director appointed in accordance with the commission's bylaws.

Delegation

602.08(1) Subject to subsection (2), a board may delegate any of its or the commission's powers, duties or functions under this Act or any other enactment.

(2) A board may not delegate

- (a) the power or duty to pass bylaws,
- (b) the power to expropriate,
- (c) the power to authorize a borrowing,
- (d) the power to adopt budgets, and
- (e) the power to approve financial statements.

Bylaws

602.09(1) Each board must pass bylaws

- (a) respecting the provision of the commission's services;
- (b) respecting the administration of the commission;
- (c) respecting the process for changing the directors of the board and the chair of the commission and for setting the terms of office of the board and the chair;
- (d) respecting the process for adding or removing members;
- (e) respecting the fees to be charged by the commission for services provided to its customers or to any class of its customers;
- (f) respecting the disposal of assets by the commission;
- (g) respecting the process for disestablishment of the commission, including the treatment of assets and liabilities on disestablishment.

(2) The *Regulations Act* does not apply to the bylaws passed under subsection (1).

Meetings

602.1(1) Subject to subsection (2), sections 197 and 199 apply to the meetings of a commission.

(2) Notwithstanding sections 197 and 199, for the purposes of this Part, a reference in sections 197 and 199 to a council, councils and council committees shall be read as a reference to a board, boards and board committees, respectively.

Compliance with growth plan and ALSA regional plan

602.11 In carrying out its functions and in exercising its jurisdiction under this Act and other enactments, a commission must act in accordance with any applicable growth plan under Part 17.1 and any applicable ALSA regional plan.

Control of profit corporations

602.12 Division 9 of Part 3 does not apply to a commission.

Division 2 Powers and Duties

Natural person powers

602.13 A commission has natural person powers, except to the extent that they are limited by this Act or any other enactment.

Service area

602.14 A commission may, as authorized by its bylaws, provide services

- (a) within the boundaries of its members, and
- (b) outside the boundaries of its members with approval
 - (i) from the other municipal authority within whose boundaries the services are to be provided, and
 - (ii) in the case of services to be provided in a part of a province or territory adjoining Alberta, the authority from that province or territory whose jurisdiction includes the provision of the services in that part of the province or territory.

Profit and surpluses

602.15 A commission may not

- (a) operate for the purposes of making a profit, or
- (b) distribute any of its surpluses to its members.

Traffic Safety Act

602.16 A commission that is authorized by its bylaws to provide transportation services is subject to the *Traffic Safety Act*.

Acquisition of land

602.17(1) A commission may acquire an estate or interest in land in a province or territory adjoining Alberta if the local government within whose boundaries the land is located consents in writing to the acquisition.

(2) This section does not apply until the commission exercises the right of acquisition under subsection (1).

Expropriation

602.18(1) A commission may acquire by expropriation under the *Expropriation Act* an estate or interest in land for the purpose of providing a public utility or a transportation service.

(2) A commission may acquire by expropriation an estate or interest under subsection (1) in land that is outside the boundaries of its members only if the municipal authority in whose boundaries the land is located consents in writing to the acquisition.

Public utility disputes

602.19 If there is a dispute between a commission and another commission or a commission and any municipal authority with respect to

- (a) rates, tolls or charges for a service that is a public utility,
- (b) compensation for the acquisition by the commission of facilities used to provide a service that is a public utility, or
- (c) the use of any road, square, bridge, subway or watercourse by the commission to provide a service that is a public utility,

any party involved in the dispute may submit the dispute to the Alberta Utilities Commission, and the Alberta Utilities Commission may issue an order on any terms and conditions that the Alberta Utilities Commission considers appropriate.

Other disputes

602.2(1) If

- (a) there is a dispute between a commission and another commission or a commission and any municipal authority and the matter in dispute is not under the jurisdiction of the Alberta Utilities Commission or the Alberta Transportation Safety Board or any other board or tribunal created by an enactment, or
- (b) there is a dispute between a commission and a municipal authority, other than an improvement district or special area, in respect of an expropriation that requires the consent of the municipal authority under section 602.18(2), any party involved in the dispute may submit the dispute to the Municipal Government Board.

(2) If a dispute is submitted to the Municipal Government Board, each party involved in the dispute must submit a written statement to the Board and to the other parties involved in the dispute that sets out

- (a) a summary of the facts and its position in the dispute, and
- (b) an address to which any notice or decision of the Board is to be sent.

(3) The Municipal Government Board must hold a hearing after the written statements have been submitted, or after the expiry of a time period established by the Board for submission of the statements, whichever occurs first.

Order of Municipal Government Board

602.21(1) After hearing a dispute under section 602.2(3), the Municipal Government Board may make any order it considers appropriate.

(2) The order under subsection (1) may

- (a) include terms and conditions, and
- (b) be effective on a future date or for a limited time.

(3) The Municipal Government Board must send its order, and its reasons if requested, to the parties involved in the dispute.

(4) An order of the Municipal Government Board under this section is binding on the parties involved in the dispute.

Division 3 Financial Matters

Financial year

602.22 The financial year of a commission is the calendar year.

Operating budget

602.23(1) A commission must adopt an operating budget for each calendar year.

(2) An operating budget must include the estimated amount of each of the following expenditures and transfers:

- (a) the amount needed to enable the commission to provide its services;
- (b) the amount needed to pay the debt obligations in respect of borrowings made to acquire, construct, remove or improve capital property;
- (c) if necessary, the amount needed to provide for a depreciation or depletion allowance, or both, for any public utility the commission is authorized to provide;
- (d) the amount to be transferred to reserves;
- (e) the amount to be transferred to the capital budget;

(f) the amount needed to recover any shortfall as required under section 602.24.

(3) An operating budget must include the estimated amount of each of the following sources of revenue and transfers:

- (a) fees for services provided;
- (b) grants;
- (c) transfers from the commission's accumulated surplus funds or reserves;
- (d) any other source of revenue.

(4) The estimated revenue and transfers under subsection (3) must be at least sufficient to pay the estimated expenditures and transfers under subsection (2).

(5) The Minister may make regulations respecting budgets and that define terms used in this section that are not defined in section 602.01.

Financial shortfall

602.24(1) Subject to subsection (2), section 244 applies to a commission.

(2) Notwithstanding section 244, for the purposes of this Part, a reference in section 244 to a municipality shall be read as a reference to a commission.

Capital budget

602.25(1) Subject to subsection (2), sections 245 and 246 apply to a commission.

(2) Notwithstanding sections 245 and 246, for the purposes of this Part, a reference in section 245 to each council shall be read as a reference to each board.

Expenditure of money

602.26(1) A commission may make an expenditure only if it is

- (a) included in the commission's operating budget or capital budget or otherwise authorized by its board,
- (b) for an emergency, or
- (c) legally required to be paid.

- (2) Each board must establish procedures to authorize and verify expenditures that are not included in a budget.
- (3) If the Minister establishes a budget for a commission by virtue of section 244(3), the commission may not make an expenditure that is not included in the budget unless the expenditure is
 - (a) authorized by the Minister,
 - (b) for an emergency, or
 - (c) legally required to be paid.

Annual budget

602.27(1) For the purpose of this section, “annual budget” means an annual budget as defined in section 241(a.02).

- (2) A commission may adopt an annual budget in a format that is consistent with its financial statements.
- (3) For the purpose of section 602.26, the adoption of an annual budget is equivalent to the adoption of an operating budget under section 602.23 or the adoption of a capital budget under section 602.25.

Civil liability of directors re expenditure

602.28(1) Subject to subsection (2), a director of a board who

- (a) makes an expenditure that is not authorized under section 602.26,
- (b) votes to spend money that has been obtained under a borrowing on something that is not within the purpose for which the money was borrowed, or
- (c) votes to spend money that has been obtained under a grant on something that is not within the purpose for which the grant was given

is liable to the commission for the expenditure or amount spent.

- (2) A director is not liable under subsection (1)(b) if spending the money is allowed under section 602.3.
- (3) If more than one director of the board is liable to the commission under this section in respect of a particular expenditure or amount spent, the directors are jointly and severally liable to the commission for the expenditure or amount spent.
- (4) The liability under this section may be enforced by action by

- (a) the commission,
- (b) a member of the commission,
- (c) a taxpayer of a member of the commission, or
- (d) a person who holds a security under a borrowing made by the commission.

Authorized investments

602.29 A commission may invest its money only in the investments referred to in section 250(2)(a) to (d).

Use of borrowed money

602.3(1) Subject to subsection (2), section 253 applies to a commission.

(2) Notwithstanding section 253, for the purposes of this Part, a reference in section 253 to a municipality shall be read as a reference to a commission.

Borrowing

602.31 No commission may make a borrowing if the borrowing will cause the commission to exceed its debt limit, unless the borrowing is approved by the Minister.

Debt limit regulations

602.32(1) The Minister may make regulations

- (a) respecting how a debt limit for a commission is determined;
- (b) defining debt for the purposes of determining whether a commission has exceeded its debt limit, and the definition may include anything related to a commission's finances.

(2) The regulations made under this section may establish different methods of determining debt limits and different definitions of debt for different commissions.

Civil liability of directors re borrowing

602.33(1) When a commission makes a borrowing that causes the commission to exceed its debt limit, a director of the board who voted to authorize the borrowing is liable to the commission for the amount borrowed, unless the borrowing has been approved by the Minister.

(2) If subsection (1) applies to more than one director of the board, the directors are jointly and severally liable to the commission for the amount borrowed.

- (3) The liability under this section may be enforced by action by
- (a) the commission,
 - (b) a member of the commission,
 - (c) a taxpayer of a member of the commission, or
 - (d) a person who holds a security under a borrowing made by the commission.

Loans and guarantees

602.34 A commission may not lend money or guarantee the repayment of a loan.

Financial information return

602.35(1) Each commission must prepare a financial information return respecting the financial affairs of the commission for the immediately preceding calendar year.

(2) The Minister may establish requirements respecting the financial information return, including requirements respecting the accounting principles and standards to be used in preparing the return.

Audited financial statements

602.36 Each commission must prepare audited annual financial statements for the immediately preceding calendar year.

Distribution of returns and statements

602.37 Each commission must submit its financial information return and audited annual financial statements to the Minister and each member of the commission by May 1 of the year following the year for which the return and statements have been prepared.

Division 4 Minister's Powers

Inspection

602.38(1) The Minister may require any matter connected with the management, administration or operation of any commission to be inspected

- (a) on the Minister's initiative, or
- (b) on the request of a member of the commission.

(2) For the purposes of subsection (1), the management, administration or operation of a commission includes

- (a) the affairs of the commission,
 - (b) the conduct of a director of the board or of an employee or agent of the commission, and
 - (c) the conduct of a person who has an agreement with the commission relating to the duties or obligations of the commission or the person under the agreement.
- (3) The Minister may appoint one or more persons as inspectors for the purposes of carrying out inspections under this section.
- (4) An inspector
- (a) may require the attendance of any director of the board, any officer of the commission or any other person whose presence the inspector considers necessary during the course of an inspection, and
 - (b) has the same powers, privileges and immunities as a commissioner under the *Public Inquiries Act*.
- (5) When required to do so by an inspector, a commission must produce for examination and inspection all the books and records of the commission.
- (6) After the completion of an inspection, the inspector must make a report to the Minister and, if the inspection was made at the request of a member of the commission, to the member and the commission.

Directions and dismissal

602.39(1) If because of an inspection under section 602.38 or a report of an official administrator under section 602.41 the Minister considers that a commission is managed in an irregular, improper or improvident manner, the Minister may by order direct the board to take any action that the Minister considers proper in the circumstances.

(2) If an order of the Minister under this section is not carried out to the satisfaction of the Minister and the Minister considers that the commission continues to be managed in an irregular, improper or improvident manner, and all reasonable efforts to resolve the situation have been attempted and have been unsuccessful, the Minister may make one or more of the following orders:

- (a) an order suspending the authority of the board to make bylaws in respect of any matter specified in the order;

- (b) an order exercising bylaw-making authority in respect of all or any of the matters for which bylaw-making authority is suspended under clause (a);
 - (c) an order removing a suspension of bylaw-making authority, with or without conditions;
 - (d) an order withholding money otherwise payable by the Government to the commission pending compliance with an order of the Minister;
 - (e) an order repealing, amending and making policies and procedures with respect to the commission;
 - (f) an order requiring or prohibiting any other action as necessary to ensure an order is complied with;
 - (g) an order dismissing the board or any director of the board.
- (3)** Before making an order under subsection (2), the Minister must give the commission notice of the intended order and at least 14 days in which to respond.
- (4)** If an order of the Minister under this section is not carried out to the satisfaction of the Minister, the Minister may dismiss the board or any director of the board.
- (5)** On the dismissal of the board or of any director of the board, the Minister may direct that a new board or director be appointed or may appoint a new board or director.
- (6)** The Minister may appoint an official administrator
- (a) on the dismissal of a board, or
 - (b) on the dismissal of one or more directors of the board if the remaining directors do not constitute a quorum.
- (7)** An official administrator appointed under subsection (6) has all the powers and duties of the board.

Official administrator as supervisor

- 602.4(1)** The Minister may at any time appoint an official administrator to supervise a commission and the board.
- (2)** As long as the appointment of an official administrator under this section continues,
- (a) no bylaw or resolution that authorizes the commission to incur a liability or to dispose of the money or property of the

commission has any effect until the bylaw or resolution has been approved in writing by the official administrator, and

- (b) the official administrator may at any time within 30 days after the passing of any bylaw or resolution disallow it, and the bylaw or resolution so disallowed becomes and is deemed to have always been void.

Reports of official administrators

602.41 An official administrator appointed under section 602.39(6) or 602.4 shall on request of the Minister, and may at any other time, report to the Minister on

- (a) any matter respecting the commission, or the board or the administration of the commission,
- (b) any matter respecting the provision of services by the commission, or
- (c) any other matter that the Minister may consider necessary.

Enforcement when commission under supervision

602.42(1) If the Minister considers that a commission has, while under the supervision of an official administrator,

- (a) incurred a liability or disposed of money or property without the written approval of the official administrator required by section 602.4(2)(a), or
- (b) acted on a bylaw or resolution that has been disallowed by the official administrator under section 602.4(2)(b),

the Minister may take any necessary measures to address the situation, including, without limitation, making one or more orders referred to in section 602.39(2)(a) to (g).

(2) Before making an order under subsection (1), the Minister must give the commission notice of the intended order and at least 14 days in which to respond.

Remuneration for official administrator

602.43 When an official administrator is appointed for a commission by the Minister under this Part, the remuneration and expenses of the official administrator as set by the Minister must, if required by the Minister, be paid by the commission.

Providing Minister with copies and information

602.44(1) The Minister may direct a commission to provide

- (a) a copy of any document in its possession, or

(b) any information or statistics respecting the commission

to the Minister within the time specified by the Minister.

(2) A commission must comply with a direction of the Minister under this section and provide any copy, information or statistics to the Minister without charge.

(3) This section does not apply to documents prepared or information acquired by a commission that is subject to any type of legal privilege, including solicitor-client privilege.

Ministerial orders

602.45(1) In addition to any other orders that the Minister may make under this Part, the Minister may

- (a) by order take any action that a commission or a board may or must take under this Part, or
- (b) make an order providing for any other matter that the Minister considers necessary for carrying out the purposes of this Part.

(2) If there is a conflict or inconsistency between an order made by the Minister under subsection (1) and an action taken by a commission or a board, the Minister's order prevails to the extent of the conflict or inconsistency.

(3) The *Regulations Act* does not apply to an order made by the Minister under this Part.

Ministerial regulations

602.46 The Minister may make regulations to remedy any confusion or inconsistency in applying the provisions of this Part.

Division 5 Transitional Provisions and Ministerial Regulations

Transitional provisions

602.47(1) In this Division,

- (a) “continued commissions” means the regional services commissions established and existing under the former provisions before this Part comes into force;
- (b) “former provisions” means the provisions in Part 15.1 of this Act in force immediately before the coming into force of this Division.

- (2) Continued commissions continue as regional services commissions as if the continued commissions are established under this Part.
- (3) The bylaws and resolutions of the continued commissions continue until repealed, amended or replaced by the boards of the continued commissions.
- (4) The members, the boards and the chairs of the continued commissions continue until changed according to the bylaws amended or replaced under subsection (3).
- (5) On the coming into force of this Part, all liabilities, assets, rights, duties, functions and obligations of continued commissions continue to have effect until expired or amended under this Part or any other enactment.
- (6) A reference to commissions in any enactment, regulation, order, bylaw, certificate of title, agreement or any other instrument is continued.
- (7) Within one year after the coming into force of this Part, all continued commissions must ensure that the bylaws of the continued commissions conform to the requirements in section 602.09.
- (8) The Minister may issue an order listing all the continued commissions continued under this section.

Ministerial regulations

602.48 The Minister may make regulations to deal with any difficulty or impossibility resulting from transitioning to this Part from the former provisions.

(8) Section 688 is amended

- (a) **by repealing subsection (2.2) and substituting the following:**

(2.2) An applicant's written request under subsection (2.1) must not include a request for a transcript of the hearing, but

- (a) in the case of an application for permission to appeal a decision of a subdivision and development appeal board, if the Court of Appeal is satisfied that the transcript of the hearing is necessary for the purpose of determining the application, the Court may, on application or on its own motion, direct that the subdivision and development appeal board provide the transcript within the time provided by the Court, or

- (b) in the case of an application for permission to appeal a decision of the Municipal Government Board, if a transcript is available and the Court of Appeal is satisfied that the transcript is necessary for the purpose of determining the application, the Court may, on application or on its own motion, direct that the Municipal Government Board provide the transcript within the time provided by the Court.

(b) by repealing subsection (4.3) and substituting the following:

(4.3) Within 30 days from the date that permission is granted to appeal a decision of a subdivision and development appeal board, the subdivision and development appeal board must forward to the Registrar of the Court of Appeal the transcript and record of the hearing, its findings and reasons for the decision.

(4.4) Within 30 days from the date that permission is granted to appeal a decision of the Municipal Government Board, the Board must forward to the Registrar of the Court of Appeal the transcript, if any, and record of the hearing, its findings and reasons for the decision.

(c) by repealing subsection (6) and substituting the following:

(6) The Municipal Government Board

- (a) is a respondent in any application for permission to appeal a decision of the Board and, if permission to appeal is granted, in the appeal, and
- (b) is entitled to be represented by counsel at any application for permission to appeal a decision of the Board and, if permission to appeal is granted, at the appeal.

(9) Subsections (2), (4) and (7) have effect on September 1, 2020.

Oil Sands Conservation Act

Amends RSA 2000 cO-7

12(1) The *Oil Sands Conservation Act* is amended by this section.

(2) Section 10 is amended

(a) in subsection (3)(a) by striking out “and with the prior authorization of the Lieutenant Governor in Council,”;

(b) by repealing subsections (4) and (5).

(3) Section 11 is amended

(a) in subsection (3)(a) by striking out “and with the prior authorization of the Lieutenant Governor in Council,”;

(b) by repealing subsections (4) and (5).

(4) Section 13(2) is repealed.

(5) Section 14(1) is amended by striking out “an authorization of the Lieutenant Governor in Council” and substituting “an approval of the Regulator”.

(6) Section 15 is amended

(a) in subsection (1) by striking out “, with the prior authorization of the Lieutenant Governor in Council,”;

(b) by repealing subsection (2).

(7) Section 24 is amended

(a) in clause (a) by striking out “authorization or”;

(b) in clauses (b) and (c) by striking out “authorization,” wherever it occurs.

(8) The following is added after section 28:

Transitional Provision

Transitional provision

29 This Act as it read immediately before the coming into force of this section continues to apply in respect of an application under section 10 or 11 if the Regulator has sought the prior authorization of the Lieutenant Governor in Council but has not disposed of the application before the coming into force of this section.

(9) This section comes into force on Proclamation.

Partnership Act

Amends RSA 2000 cP-3

13(1) The *Partnership Act* is amended by this section.

(2) Section 52(3) is repealed and the following is substituted:

(3) A certificate shall be signed by all the persons desiring to form a limited partnership and shall state

- (a) the firm name under which the business of the limited partnership is to be conducted,
- (b) the name, email address and street address or postal address of each general partner, and
- (c) any other information required by the regulations.

(3) Section 55(3) is repealed.

(4) Section 56 is amended in clauses (a), (f) and (g) by striking out “certificate” and substituting “partnership agreement”.

(5) Section 59(2) is amended by striking out “certificate” and substituting “partnership agreement”.

(6) Section 61(2) is amended by striking out “the existence of and nature of the agreement shall be stated in the certificate, and in the absence of a statement all limited partners, subject to subsection (1),” and substituting “in the absence of an agreement, all limited partners”.

(7) Section 62 is amended

- (a) in subsection (1)(c) by striking out “so amended as” and substituting “the partnership agreement is amended”;**
- (b) in subsections (2)(b) and (c) and (3)(a) by striking out “certificate” and substituting “partnership agreement”.**

(8) Section 63 is amended

- (a) in subsections (1)(a) and (b) and (2)(a) by striking out “certificate” wherever it occurs and substituting “partnership agreement”;**
- (b) in subsection (3) by adding “by amending the partnership agreement” before “with the consent of all partners”;**
- (c) in subsection (4) by repealing clause (b) and substituting the following:**
 - (b) before the earliest of the following:
 - (i) the cancellation of the certificate;

- (ii) the amendment of the partnership agreement whereby the waiver or compromise was effected.

(9) Section 65 is amended by striking out “certificate in accordance with this Part” **and substituting** “partnership agreement unless the partnership agreement already gives the general partner a right to admit limited partners”.

(10) Section 66 is amended

- (a) in subsection (4)(b) by striking out** “certificate” **and substituting** “partnership agreement”;
- (b) in subsection (5)**
 - (i) by striking out** “certificate” **and substituting** “partnership agreement”;
 - (ii) by striking out** “in accordance with this Part”;
- (c) in subsection (6) by striking out** “certificate” **and substituting** “partnership agreement”.

(11) Section 67(a) is amended by striking out “certificate” **and substituting** “partnership agreement”.

(12) Section 69(2) is repealed.

(13) Section 70 is amended

- (a) in subsection (1)**
 - (i) by repealing clause (a) and substituting the following:**
 - (a) there is a change in the information stated in the certificate,
 - (ii) by repealing clauses (b) and (e) to (j);**
- (b) by repealing subsection (2) and substituting the following:**
 - (2)** The notice to amend a certificate shall be signed by all the partners, including any person to be added to the amended certificate as a limited partner or a general partner.
- (c) by repealing subsection (3).**

(14) Section 71 is amended

(a) in subsection (1)

(i) **by striking out** “section 69 or 70” **and substituting** “section 70”;

(ii) **by striking out** “cancel or”;

(iii) **by striking out** “cancellation or” **wherever it occurs**;

(b) in subsection (2)

(i) **by striking out** “shall” **and substituting** “may”;

(ii) **by striking out** “cancellation or”.

(15) Section 72(a) is amended by striking out “signed as required by” **and substituting** “under”.

(16) Section 73 is amended by striking out “certificate” **and substituting** “partnership agreement”.

(17) Section 78(2) is amended

(a) **by striking out** “shall” **and substituting** “may”;

(b) **by striking out** “and recorded”.

(18) The following is added after section 80:

Extra-provincial Limited Partnerships**Definitions**

80.01 In sections 80.02 and 80.1,

(a) “extra-provincial limited partnership” means a partnership in Canada described in section 52(2);

(b) “extra-provincial matters” means

(i) matters pertaining to extra-provincial limited partnerships set out in this Part and in regulations made under section 80.1(4), and

(ii) matters set out under the laws of another jurisdiction in Canada that are similar to the matters set out in this Part and in regulations made under section 80.1(4);

(c) “extra-provincial registrar” means a person in a jurisdiction in Canada who performs a function in that

jurisdiction similar to the function that the Registrar performs under this Part.

Applicable law

80.02 The law of the jurisdiction where an extra-provincial limited partnership was formed applies

- (a) to the organization and internal affairs of the limited partnership, and
- (b) to the liability of the limited partners of the limited partnership.

(19) Section 80.1 is amended

- (a) by repealing subsection (1);
- (b) in subsection (2)
 - (i) in clause (a) by striking out “subsection (1)(a.1)(i)” and substituting “section 80.01(b)(i)”;
 - (ii) in clause (b) by striking out “subsection (1)(a.1)(ii)” and substituting “section 80.01(b)(ii)”;
- (c) in subsection (4)(c) by striking out “subsection (1)(a.1)(ii)” and substituting “section 80.01(b)(ii)”.

(20) Section 82(4)(b) is amended

- (a) by repealing subclause (i);
- (b) in subclause (ii) by striking out “other”.

(21) Section 85 is amended by striking out “and the operation of this Act”.

(22) Section 86(3) is repealed and the following is substituted:

(3) An Alberta LLP’s registered office must be business premises of the LLP or of a person or firm that has agreed to act as the LLP’s registered office, and the LLP shall ensure that its registered office is accessible to the public during normal business hours.

(23) Section 94(3)(b)(ii) is amended

- (a) by repealing paragraph (A);
- (b) in paragraph (B) by striking out “other”.

(24) Section 96 is amended by striking out “and the operation of this Act”.

(25) Section 97(3) is repealed and the following is substituted:

(3) An extra-provincial LLP’s registered office must be the business premises of the LLP or of a person or firm that has agreed to act as the LLP’s registered office, and the LLP shall ensure that the business premises are accessible to the public during normal business hours.

(26) Section 107(2) is amended by striking out “and annexed to the declaration”.

(27) Section 109(3) is amended by striking out “and the declaration shall state each of those changes and alterations that has taken place”.

(28) Section 110 is amended

- (a) in subsection (1) by striking out** “shall sign and file with the Registrar” **and substituting** “shall file with the Registrar, in a format acceptable to the Registrar,”;
- (b) in subsection (4) by striking out** “setting out the new street address or postal address”.

(29) The following heading is added after section 111:

Declarations

(30) Section 117 is amended by renumbering clause (a) as clause (a.3) and adding the following before clause (a.3):

- (a)** respecting the information required to be stated in a certificate under section 52;
- (a.1)** respecting the records and information to be maintained by a limited partnership, including regulations respecting the method by which and the location where the records and information are to be maintained;
- (a.2)** respecting access to the records and information referred to in clause (a.1) and the provision of copies of the records and information to the Registrar or any other person;

(31) The following is added after section 117:

Transitional regulations**118(1)** In this section,

- (a) “amended Act” means the *Partnership Act* as it reads on the coming into force of this section;
- (b) “former Act” means the *Partnership Act* as it read immediately before the coming into force of this section.

(2) The Lieutenant Governor in Council may make regulations

- (a) respecting the transition to the amended Act of anything under the former Act;
- (b) to remedy any confusion, difficulty, inconsistency or impossibility resulting from the transition to the amended Act from the former Act.

(32) This section comes into force on Proclamation.**Public Lands Act****Amends RSA 2000 cP-40****14(1)** The *Public Lands Act* is amended by this section.**(2)** Section 22 is amended by striking out “*Immigration Act* (Canada)” wherever it occurs and substituting “*Immigration and Refugee Protection Act* (Canada)”.**(3)** Section 112 is repealed and the following is substituted:**Proof of corporate lessee****112(1)** When any corporation is the holder of a grazing lease, the director may at any time by notice in writing require the lessee

- (a) to furnish proof that at the time of the notice
 - (i) it is incorporated under the laws of Canada or of Alberta, and
 - (ii) the majority of its shares are owned by Canadian citizens or permanent residents as defined in the *Immigration and Refugee Protection Act* (Canada) for their exclusive use and benefit and not in the interests of or for the benefit of any other person,

and

(b) to furnish proof that the de facto control of the lessee corporation is in the persons who are Canadian citizens or permanent residents as defined in the *Immigration and Refugee Protection Act* (Canada) who own the major part of the shares of that corporation.

(2) If the lessee fails to comply with the notice or if the proof furnished by the lessee is not satisfactory to the director, the director may cancel the lease.

Recreation Development Act

Repeals RSA 2000 cR-8

15 The *Recreation Development Act* is repealed.

Safety Codes Act

Amends RSA 2000 cS-1

16(1) The *Safety Codes Act* is amended by this section.

(2) Section 57.1 is amended

(a) by repealing subsection (1) and substituting the following:

Administrative penalties

57.1(1) An Administrator may impose an administrative penalty in accordance with this section and the regulations if the Administrator is of the opinion that a person has failed to comply with or contravened

(a) section 5, 6, 7, 8, 9, 10(1), 11, 35, 39(2) or (3), 40, 41, 43, 44(4), 45(1), 59 or 67(1), (2) or (3),

(b) an order made under this Act, or

(c) a condition in a permit, certificate or variance issued under this Act.

(b) in subsection (7) by striking out “within 30 days after the date on which the notice was served” and substituting “on or before the date specified in the notice of administrative penalty, which must be at least 30 days after the day on which the notice of administrative penalty is served”.

Surface Rights Act

Amends RSA 2000 cS-24

17(1) The *Surface Rights Act* is amended by this section.

(2) Section 27(8) is amended by adding “, after the compensation year has ended,” **after “Board”.**

(3) Section 29 is amended

(a) by renumbering section 29 as section 29(1);

(b) by adding the following after subsection (1):

(2) For greater certainty, the powers of the Board under subsection (1) apply to an order that has been assigned under section 35.1.

(4) Section 30(2)(c) is amended by striking out “\$25 000” and substituting “\$50 000”.

(5) The following is added after section 35:

Assignment of order

35.1(1) For the purposes of this section, an assignment must be in a form acceptable to the Registrar of Land Titles.

(2) Subject to subsections (3) and (4), an order of the Board is assignable without a further order of the Board by filing a copy of the assignment with the Board and serving notice of the assignment on the other parties named in the order or in any previous assignment of the order.

(3) The assignment of an order that is the subject of a licence, permit or other approval granted by the Alberta Utilities Commission or the Alberta Energy Regulator must be accompanied by a copy of the transfer of that licence, permit or other approval, in a form acceptable to the Board, for the assignment to be valid.

(4) If an order of the Board or a certified copy of it has been filed with the Registrar of Land Titles,

(a) an operator wishing to have the order assigned must file the assignment with the Registrar and, on payment of the proper fee, the Registrar shall register the assignment and endorse a memorandum of its registration on the certificate of title to the land affected, and

(b) the assignment does not take effect until the assignment has been registered by the Registrar.

(6) Section 36 is amended

- (a) **in subsection (6) by striking out** “the operator’s rights have been terminated under subsection (5)(b) and full payment has still not been made” **and substituting** “, within 30 days of the Board sending a written notice to an operator under subsection (4), the operator has not proven to the Board’s satisfaction that full payment has been made”;
- (b) **in subsection (7) by striking out** “under subsection (6), without any further application of subsections (3), (4) and (5)” **and substituting** “to the person, without any further application of subsection (4)”;
- (c) **in subsection (8) by striking out** “under subsection (6)” **and substituting** “to the person”.

Vital Statistics Act**Amends SA 2007 cV-4.1****18(1) The *Vital Statistics Act* is amended by this section.****(2) Section 64 is repealed.****Wills and Succession Act****Amends SA 2010 cW-12.2****19(1) The *Wills and Succession Act* is amended by this section.****(2) Section 71 is amended**

- (a) **by repealing subsection (2) and substituting the following:**

(2) A beneficiary designation may be made in accordance with subsection (2.1) or (2.2).

(2.1) A participant may designate a person to receive a benefit payable under a plan on the participant’s death

- (a) by an instrument signed by the participant or signed by another individual on the participant’s behalf, at the participant’s direction and in the participant’s presence, or

- (b) by will,

and may revoke the designation by one of those methods.

(2.2) Subject to subsection (2.3), a new designation of the same beneficiary may be made, other than by will, by one of the following representatives of a participant:

- (a) an attorney acting under an enduring power of attorney under the *Powers of Attorney Act*;
- (b) the Public Trustee acting as trustee of an incapacitated person under the *Public Trustee Act*;
- (c) the Public Trustee acting as trustee of a represented adult under the *Adult Guardianship and Trusteeship Act* and subject to the *Public Trustee Act*;
- (d) a person acting as trustee for a represented adult under the *Adult Guardianship and Trusteeship Act*.

(2.3) Subsection (2.2) applies only if the designation renews, replaces or converts a similar instrument made by the participant.

(2.4) Subsection (2.2) applies notwithstanding section 85(2) of the *Adult Guardianship and Trustee Act* and section 25(3) of the *Public Trustee Act*.

(b) in subsection (3) by striking out “subsection (2)” and substituting “subsection (2.1)”.

