

1984 BILL 34

Second Session, 20th Legislature, 33 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 34

CORPORATION STATUTES AMENDMENT ACT, 1984

THE MINISTER OF CONSUMER AND CORPORATE AFFAIRS

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL 34

1984

CORPORATION STATUTES AMENDMENT ACT, 1984

(Assented to _____, 1984)

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

Business Corporations Act

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

(2) Section 7(1)(b) is amended by adding “12(3),” after “sections”.

(3) Section 10 is amended

(a) in subsection (9) by striking out “subsection (8)” and substituting “subsections (8) and (10)”;

(b) by adding the following after subsection (9):

(10) Where a corporation carries on business or identifies itself by a name other than its corporate name, the name shall not contain a word referred to in subsection (3).

(4) Section 11 is repealed and the following is substituted:

11 If requested to do so by the incorporators or by an extra-provincial corporation about to continue as a corporation pursuant to section 181, the Registrar shall assign to the corporation as its name a designated number determined by him.

(5) Section 12 is repealed and the following is substituted:

12(1) Subject to subsection (2), a corporation shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

Explanatory Notes

Business Corporations Act

1(1) This section will amend chapter B-15 of the Statutes of Alberta, 1981.

(2) Section 7(1)(b) presently reads:

7(1) An incorporator shall send to the Registrar

(b) the documents required by sections 19 and 101.

(3) Section 10(9) presently reads:

(9) Subject to subsection (8) and section 12(1) and to section 85 of the Partnership Act, a corporation may carry on business under or identify itself by a name other than its corporate name.

(4) Section 11 presently reads:

11(1) The Registrar may, on request, reserve for 90 days a name for

(a) an intended corporation,

(b) a corporation about to change its name, or

(c) an extra-provincial corporation about to continue as a corporation pursuant to section 181.

(2) If requested to do so by the incorporators, a corporation or an extra-provincial corporation referred to in subsection (1)(c), the Registrar shall assign to the corporation as its name a designated number determined by him.

(5) Section 12 presently reads:

12(1) A corporation shall not be incorporated with, have, carry on business under, identify itself by or change its name to a name that is

(a) prohibited by the regulations,

(b) identical to the name of a body corporate incorporated under the laws of Alberta,

(b) subject to the circumstances and conditions prescribed by the regulations, that is identical to the name of

(i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a Canada corporation,

(c) subject to the circumstances and conditions prescribed by the regulations, that is similar to the name of

(i) a body corporate incorporated under the laws of Alberta,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a Canada corporation,

if the use of that name is confusing or misleading, or

(d) that does not meet the requirements prescribed by the regulations.

(2) Where a body corporate incorporated under the laws of Alberta gives an undertaking to dissolve or change its name and the undertaking is not carried out within the time specified, the Registrar may, by notice in writing, giving his reasons, direct the body corporate to change its name to one that he approves within 60 days of the date of the notice.

(3) There shall be sent to the Registrar documents relating to corporate names that are prescribed by the regulations.

12.1(1) If, through inadvertence or otherwise, a corporation comes into existence with or acquires a name that contravenes section 10 or 12, the Registrar may, by notice in writing, giving his reasons, direct the corporation to change its name to one that he approves within 60 days of the date of the notice.

(2) The Registrar may give a notice under subsection (1) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes section 10 or 12, as the case may be.

(3) If a corporation

(a) is directed to change its name under section 12(2) or subsection (1) of this section, and

(b) does not appeal the request of the Registrar within 60 days of the date of the notice,

the Registrar may revoke the name of the corporation and assign to it a number designated or a name approved by the Registrar and, until changed in accordance with section 167, the name of the corporation is the number or name so assigned.

- (c) reserved for an intended corporation or a corporation under section 11(1), or*
 - (d) disapproved by the Registrar pursuant to subsection (2).*
- (2) The Registrar may disapprove the name or the proposed name of a corporation if, in his opinion, the name*
- (a) is objectionable,*
 - (b) is likely to mislead or confuse, or*
 - (c) is similar to the name of any other body corporate or to the name of any association, partnership or firm known to the Registrar and the use of that name would be likely to confuse or mislead.*
- (3) If a body corporate, association, partnership or firm referred to in subsection (2)(c)*
- (a) consents in writing to the use of the name in whole or in part, and*
 - (b) if required by the Registrar, undertakes to dissolve or change its name to a dissimilar name within 6 months after the filing of the articles by which the corporation's name is to be or was acquired,*
- the Registrar may approve the name.*
- (4) Notwithstanding anything in this section, a corporation may be incorporated with or change its name to a name similar to that of a corporation or an Alberta company which has been dissolved, liquidated and dissolved or struck from the register, if*
- (a) the corporation or Alberta company was dissolved, liquidated and dissolved or struck from the register more than 3 years before such incorporation and has not since been revived or restored to the register,*
 - (b) the Registrar approves the use of the name, and*
 - (c) the name of the new corporation includes the year in which it is incorporated.*
- (5) If,*
- (a) through inadvertence or otherwise, a corporation comes into existence with or acquires a name that contravenes subsection (1), or*
 - (b) the Registrar disapproves a corporation's name after it is acquired by the corporation,*
- the Registrar may, by notice in writing, giving his reasons, direct the corporation to change its name to one that he approves within 60 days of the date of the notice.*
- (6) The Registrar may give a notice under subsection (5) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes subsection (1).*
- (7) If a corporation*
- (a) is directed to change its name under subsection (5), and*
 - (b) does not appeal the request of the Registrar within 60 days of the date of the notice,*
- the Registrar may revoke the name of the corporation and assign to it a designated number, and until changed in accordance with section 167 the name of the corporation is the designated number so assigned.*

(4) If the Registrar is satisfied that a professional corporation has ceased to be the holder of a subsisting permit as a professional corporation issued under an Act set out in the regulations, he may, on giving notice to the professional corporation of his intention to do so, change the name of the corporation to exclude the words "Professional Corporation" and replace them with any other word referred to in section 10(3).

(6) *Section 13(1) is amended by striking out "12(7)" and substituting "12.1(3)".*

(7) *Section 171 is amended by adding the following after subsection (1):*

(1.1) If an amendment is to change the name of a corporation, documents relating to corporate names that are prescribed by the regulations shall, unless otherwise provided by the Registrar, be sent to the Registrar.

(8) *Section 201 is amended*

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

(2) Articles of revival in the prescribed form and documents relating to corporate names that are prescribed by the regulations shall, unless otherwise provided by the Registrar, be sent to the Registrar.

(b) *in subsection (3) by adding "and the documents referred to in subsection (2)" after "articles of revival".*

(9) *Section 239(1)(b) is repealed and the following is substituted:*

(b) to approve, change or revoke a name or to refuse to approve, change or revoke a name under this Act,

(8) If 2 or more corporations amalgamate, the amalgamated corporation may have the name of one of the amalgamating corporations, or, with the prior approval in writing of the Registrar,

(a) a distinctive combination, that is not confusing, of the names of the amalgamating corporations, or

(b) a distinctive new name that complies with subsection (1).

(9) The amalgamating corporations shall be deemed to be bodies corporate for the purposes of this section.

(10) If an application is made to revive a corporation under this Act and, between the date of dissolution of the corporation and the date of its revival, another corporation has come into existence with or has acquired a name that is likely to be confused with the name of the corporation to be revived, the Registrar may require, as a condition of the revival, that the revived corporation does not carry on business or, if it seeks to carry on business, that it change its name to a designated number immediately after it is revived.

(11) If the Registrar is satisfied that a professional corporation has ceased to be the holder of a subsisting permit as a professional corporation issued under the Chartered Accountants Act, the Dental Association Act, the Legal Profession Act or the Medical Profession Act, he may, on giving notice to the professional corporation of his intention to do so, change the name of the corporation to exclude the words "Professional Corporation" and replace them with the word "Limited" or the abbreviation "Ltd."

(6) Section 13 presently reads:

13(1) When a corporation has had its name revoked and a name assigned to it under section 12(7), the Registrar shall issue a certificate of amendment showing the new name of the corporation.

(2) The articles of the corporation are amended accordingly on the date shown in the certificate of amendment.

(7) Section 171(1) presently reads:

171(1) Subject to any revocation under section 167(2) or 168(4), after an amendment has been adopted under section 167, 168 or 170, articles of amendment in prescribed form shall be sent to the Registrar.

(8) Section 201(2) and (3) presently read:

(2) Articles of revival in prescribed form shall be sent to the Registrar.

(3) On receipt of articles of revival, the Registrar shall issue a certificate of revival in accordance with section 255.

(9) Section 239(1)(b) presently reads:

239(1) A person who feels aggrieved by a decision of the Registrar

(b) to approve a name, to change, revoke or disapprove a name, or to refuse to reserve, accept, change or revoke a name under section 12 or 269,

(10) *Section 254(1)(f) is repealed and the following is substituted:*

- (f) respecting names of corporations and extra-provincial corporations;
- (g) prohibiting the use of any names or any words or expressions in a name;
- (h) defining any word or expression used in sections 12(1)(c) and 269(1)(c);
- (i) prescribing requirements for the purposes of sections 12(1)(d) and 269(1)(d);
- (j) respecting the circumstances and conditions under which a name under sections 12(1) and 269(1) may be used;
- (k) prescribing the documents referred to in sections 12(3), 171(1.1), 201 and 267;
- (l) prescribing the punctuation marks and other marks that may form part of a name;
- (m) prescribing the Acts for the purposes of section 12.1(4).

(11) *Section 267(2) is amended by striking out “and” at the end of clause (a) and by adding the following after clause (a):*

- (a.1) documents relating to corporate names that are prescribed by the regulations, and

(12) *Section 268 is repealed.*

(13) *Section 269(1), (2) and (3) are repealed and the following is substituted:*

269(1) Subject to the circumstances and conditions prescribed by the regulations, an extra-provincial corporation shall not be registered with a name or carry on business within Alberta under an assumed name

- (a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,
- (b) that is identical to the name of
 - (i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

(10) Section 254(1) presently reads in part:

254(1) The Lieutenant Governor in Council may make regulations

(11) Section 267(1) and (2) presently read:

267(1) An extra-provincial corporation shall apply for registration by sending to the Registrar a statement in prescribed form.

(2) The statement shall be accompanied by

(a) a copy of the charter of the extra-provincial corporation verified in a manner satisfactory to the Registrar, and

(b) the appointment of its attorney for service, in prescribed form.

(12) Section 268 presently reads:

268 The Registrar may, on request, reserve for 90 days a name for an extra-provincial corporation that

(a) intends to become registered,

(b) is about to change its name, or

(c) is intended to result from an amalgamation of 2 or more bodies corporate.

(13) Section 269(1), (2) and (3) presently read:

269(1) An extra-provincial corporation shall not be registered with a name or carry on business within Alberta under an assumed name that is

(a) prohibited by the regulations,

(b) identical to the name of a body corporate incorporated under the laws of Alberta,

(c) reserved for an intended corporation or a corporation under section 11(1),

(d) reserved for an extra-provincial corporation or an intended extra-provincial corporation under section 268, or

(e) disapproved by the Registrar pursuant to subsection (2).

- (ii) an extra-provincial corporation registered in Alberta,
or
- (iii) a Canada corporation,
- (c) that is, in the opinion of the Registrar, similar to the name
of
 - (i) a body corporate incorporated under the laws of
Alberta,
 - (ii) an extra-provincial corporation registered in Alberta,
or
 - (iii) a Canada corporation,
 if the use of that name is confusing or misleading, or
- (d) that does not meet the requirements prescribed by the
regulations.

(14) Section 97 of the Dental Profession Act is repealed.

Cemetery Companies Act

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

*(2) Section 2(2) is amended by striking out “of \$5” and substituting
“in the amount prescribed by the regulations”.*

*(3) Section 2(3) is amended by adding “and shall be accompanied
by documents relating to corporate names that are prescribed by the
regulations” after “desired”.*

(4) Section 27 is repealed and the following substituted:

27 The Lieutenant Governor in Council may make regulations

- (a) prescribing the registration fee under section 2(2);
- (b) prescribing the documents referred to in section 2(3);
- (c) prescribing forms for the purposes of this Act.

Companies Act

3(1) The Companies Act is amended by this section.

*(2) Section 25(2) is amended by adding “by documents relating to
corporate names that are prescribed by the regulations and” after
“accompanied”.*

(2) *The Registrar may disapprove the name of an extra-provincial corporation if, in his opinion, the name*

(a) is objectionable,

(b) is likely to mislead or confuse, or

(c) is similar to the name of any other body corporate or to the name of any association, partnership or firm known to the Registrar and the use of that name would be likely to confuse or mislead.

(3) *If a body corporate, association, partnership or firm referred to in subsection (2)(c)*

(a) consents in writing to the use of the name in whole or in part, and

(b) if required by the Registrar, undertakes to dissolve or change its name to a dissimilar name within 6 months after the date of registration of the extra-provincial corporation under this Part,

the Registrar may approve the name.

(14) Consequential to subsection (5). Section 97 presently reads:

97(1) The Business Corporations Act is amended by this section.

(2) Section 12(11) is amended by striking out "Dental Association Act" and substituting "Dental Profession Act".

Cemetery Companies Act

2(1) This section will amend chapter C-3 of the Revised Statutes of Alberta 1980.

(2) Section 2(2) presently reads:

(2) Persons desiring to become incorporated under this Act shall make and subscribe an application in the prescribed form and shall transmit the application in duplicate together with a registration fee of \$5 to the Registrar.

(3) Section 2(3) presently reads:

(3) The application shall set forth the intended corporate name and the purpose for which incorporation is desired.

(4) Section 27 presently reads:

27 The Lieutenant Governor in Council may make regulations prescribing forms for the purposes of this Act.

Companies Act

3(1) This section will amend chapter C-20 of the Revised Statutes of Alberta 1980.

(2) Section 25(2) presently reads:

(2) An application for incorporation shall be accompanied by any information respecting the subscribers that may be required by regulations under the Agricultural and Recreational Land Ownership Act and section 33 of

(3) *Section 32 is amended by adding the following after subsection (1):*

(1.1) Unless otherwise provided by the Registrar, the special resolution filed with the Registrar shall be accompanied by the documents relating to corporate names that are prescribed by the regulations.

(4) *Section 307 is amended by adding the following after clause (a):*

(a.1) prescribing the documents referred to in sections 25(2) and 32(1.1);

Co-operative Associations Act

4(1) *The Co-operative Associations Act is amended by this section.*

(2) *Section 3(6) is amended by striking out “and” at the end of clause (a) and by adding the following after clause (a):*

(a.1) by documents relating to corporate names that are prescribed by the regulations, and

(3) *Section 6 is amended by renumbering it as section 6(1) and by adding the following after subsection (1):*

(2) Where an association changes its name it shall, unless otherwise provided by the Director, file with the Director, in addition to the copy of the amendment filed under subsection (1), documents relating to corporate names that are prescribed by the regulations.

(3) A change of name does not affect a right or obligation of the association or of a member of it, and a pending legal proceeding may be continued by or against the association notwithstanding its new name.

(4) *Section 8 is repealed and the following is substituted:*

8(1) Subject to subsection (5), an association shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

(b) subject to the circumstances and conditions prescribed by regulation, that is identical to the name of

(i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

the Citizenship Act (Canada) in the form and manner prescribed by those regulations.

(3) Section 32(1) presently reads:

32(1) A company may, by special resolution and with the approval of the Registrar signified in writing, change its name.

(4) Section 307(a) presently reads:

307 The Lieutenant Governor in Council may make regulations

(a) prescribing the forms to be used under this Act;

Co-operative Associations Act

4(1) This section will amend chapter C-24 of the Revised Statutes of Alberta 1980.

(2) Section 3(6) presently reads:

(6) The memorandum of association and by-laws shall be filed in the first instance with the Director and shall be accompanied

(a) by a deposit of the fees payable to the Registrar as prescribed by the Minister, and

(b) by any information respecting the subscribers to the memorandum of association that may be required by regulations under the Agricultural and Recreational Land Ownership Act and section 33 of the Citizenship Act (Canada) in the form and manner prescribed by those regulations.

(3) Section 6 presently reads:

6 The memorandum of association may be altered or amended by extraordinary resolution at a general meeting of the association, but no amendment has any force or effect until a copy, proved by the affidavit of the chairman or secretary of the association to be a true copy of the amendment, has been approved by the Director and filed with the Registrar.

(4) Section 8 presently reads:

8(1) No association shall be registered under a name identical with that by which another existing association has been registered, or so nearly resembling it as to be likely to deceive the members or the public.

(2) The word "Limited" or the abbreviation "Ltd." must be the last word of the name of each association, but in either case the association may use "Limited" or "Ltd." and reference may be made thereto in the same manner.

- (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
- (iii) a corporation incorporated by or under an Act of the Parliament of Canada,
- (c) that is similar to the name of
 - (i) a body corporate incorporated under the laws of Alberta,
 - (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
 - (iii) a corporation incorporated by or under an Act of the Parliament of Canada
 if the use of that name is confusing or misleading, or
- (d) that does not meet the requirements prescribed by the regulations.

(2) Where an association gives an undertaking to dissolve or change its name and the undertaking is not carried out within the time specified, the Registrar may, by notice in writing, giving his reasons, direct the association to change its name to one that he approves within 60 days of the date of the notice.

8.1(1) The word “Co-operative” or the abbreviation “Co-op” shall form part of the name of an association incorporated under this Act.

(2) Where an association is registered with the word “Co-operative” or “Co-op”, the association may use either word, and a reference to the association may be made in the same manner.

(3) Subsection (1) applies to an association incorporated after the coming into force of this section.

8.2(1) If, through inadvertence or otherwise, an association comes into existence with or acquires a name that contravenes section 8, the Registrar may, by notice in writing, giving his reasons, direct the association to change its name to one that he approves within 60 days of the date of the notice.

(2) The Registrar may give a notice under subsection (1) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes section 8.

(3) If an association

(a) is directed to change its name under section 8(5) or subsection (1) of this section, and

(b) does not appeal the request of the Registrar within 60 days of the date of the notice,

the Registrar may revoke the name of the association and assign to it a number designated or a name approved by the Registrar and, until changed in accordance with section 6, the name of the association is the designated number or name so assigned.

(5) *Section 10 is repealed.*

(6) *Section 56(1) is amended by adding “and the documents relating to corporate names that are prescribed by the regulations” after “requires”.*

(7) *The following is added after section 56:*

56.1 Subject to the circumstances and conditions prescribed by the regulations, an extra-provincial association shall not be registered with a name

- (a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,
- (b) that is identical to the name of
 - (i) a body corporate incorporated under the laws of Alberta, whether in existence or not,
 - (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
 - (iii) a corporation incorporated by or under an Act of the Parliament of Canada,
- (c) that is, in the opinion of the Registrar, similar to the name of
 - (i) a body corporate incorporated, registered or continued under the laws of Alberta,
 - (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
 - (iii) a corporation incorporated by or under an Act of the Parliament of Canada,
- if the use of that name is confusing or misleading, or
- (d) that does not meet the requirements prescribed by the regulations.

(8) *The following is added after section 70:*

71 The Lieutenant Governor in Council may make regulations

- (a) respecting names of associations and extra-provincial associations;
- (b) prohibiting the use of any names or any words or expressions in a name;
- (c) defining any word or expression used in sections 8(1)(c) and 56.1(c);

(5) *Section 10 is repealed.*

(6) *Section 56(1) is amended by adding “and the documents relating to corporate names that are prescribed by the regulations” after “requires”.*

(7) *The following is added after section 56:*

56.1 Subject to the circumstances and conditions prescribed by the regulations, an extra-provincial association shall not be registered with a name

- (a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,
- (b) that is identical to the name of
 - (i) a body corporate incorporated under the laws of Alberta, whether in existence or not,
 - (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
 - (iii) a corporation incorporated by or under an Act of the Parliament of Canada,
- (c) that is, in the opinion of the Registrar, similar to the name of
 - (i) a body corporate incorporated, registered or continued under the laws of Alberta,
 - (ii) an extra-provincial corporation or extra-provincial association registered in Alberta, or
 - (iii) a corporation incorporated by or under an Act of the Parliament of Canada,
- if the use of that name is confusing or misleading, or
- (d) that does not meet the requirements prescribed by the regulations.

(8) *The following is added after section 70:*

71 The Lieutenant Governor in Council may make regulations

- (a) respecting names of associations and extra-provincial associations;
- (b) prohibiting the use of any names or any words or expressions in a name;
- (c) defining any word or expression used in sections 8(1)(c) and 56.1(c);

(5) Section 10 presently reads:

10 An association may by extraordinary resolution change its name, but no change of name affects a right or obligation of the association or of a member thereof, and a pending legal proceeding may be continued by or against the association notwithstanding its new name.

(6) Section 56(1) presently reads:

56(1) Every extra-provincial association required to be registered under this Part shall file with the Director such evidence of its incorporation and operating methods as he requires.

(7) Names of extra-provincial associations.

(8) Regulations.

- (d) prescribing requirements for the purposes of sections 8(1)(d) and 56.1(d);
- (e) respecting the circumstances and conditions under which a name under sections 8(1) and 56.1 may be used;
- (f) prescribing the documents referred to in sections 3(6)(a.1), 6(2) and 56;
- (g) prescribing the punctuation marks and other marks that may form part of a name.

Credit Union Act

5(1) The Credit Union Act is amended by this section.

(2) Section 1(i) is repealed and the following is substituted:

(i) “Registrar” means Registrar as defined in the *Business Corporations Act*;

(3) Section 3 is repealed.

(4) Section 4(3) is amended by adding “documents relating to corporate names that are prescribed by the regulations” after “incorporation of the credit union,”.

(5) Section 7 is repealed and the following is substituted:

7(1) Subject to subsection (2), a credit union shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

(b) subject to the circumstances and conditions prescribed by the regulations, that is identical to the name of

(i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

Credit Union Act

5(1) This section will amend chapter C-31 of the Revised Statutes of Alberta 1980.

(2) Section 1(i) presently reads:

(i) *"Registrar" means the Registrar of Credit Unions;*

(3) Section 3 presently reads:

3 The Registrar as defined in the Business Corporations Act is also the Registrar of Credit Unions.

(4) Section 4(3) presently reads:

(3) The memorandum of association shall be signed by at least 10 persons desiring to be so associated together, and shall be accompanied by

(a) an affidavit verifying all the signatures of those persons,

(b) any information respecting the subscribers to the memorandum of association that may be required by regulations under the Agricultural and Recreational Land Ownership Act and section 33 of the Citizenship Act (Canada) in the form and manner prescribed by those regulations,

(c) a copy of the rules or by-laws under which the affairs and business of the credit union are to be regulated, governed and managed, which copy shall be signed by the persons who sign the memorandum of association, and

(d) an affidavit verifying the signatures,

and each application for incorporation shall be accompanied by a deposit of the fee prescribed for the incorporation of the credit union, and by the charges for the publication of the notice referred to in section 6.

(5) Section 7 presently reads:

7(1) No credit union shall be registered under a name identical with that by which any other existing credit union has been registered or so nearly resembling it as to be likely to deceive, and the words "Credit Union, Limited" shall form part of the name of every credit union registered under this Act.

(2) Notwithstanding subsection (1), a credit union may be registered with a name that uses the abbreviation "Ltd." instead of the word "Limited" and

(a) a credit union with the word "Limited" in its name may use the abbreviation "Ltd."; and

- (ii) an extra-provincial corporation registered in Alberta,
or
- (iii) a corporation incorporated by or under an Act of the
Parliament of Canada,
- (c) that is similar to the name of
 - (i) a body corporate incorporated under the laws of
Alberta,
 - (ii) an extra-provincial corporation registered in Alberta,
or
 - (iii) a corporation incorporated by or under an Act of the
Parliament of Canada
 if the use of that name is confusing or misleading, or
- (d) that does not meet the requirements prescribed by the
regulations.

(2) Where a credit union gives an undertaking to dissolve or change its name and the undertaking is not carried out within the time specified, the Registrar may, by notice in writing, giving his reasons, direct the credit union to change its name to one that he approves within 60 days of the date of the notice.

(3) Where a credit union is registered with the word "Limited" or "Ltd.," the credit union may use either word, and a reference to the credit union may be made in the same manner.

7.1(1) If, through inadvertence or otherwise, an association comes into existence with or acquires a name that contravenes section 7, the Registrar may, by notice in writing, giving his reasons, direct the corporation to change its name to one that he approves within 60 days of the date of the notice.

(2) The Registrar may give a notice under subsection (1) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes section 7.

(3) If a credit union

- (a) is directed to change its name under section 7(2) or subsection (1) of this section, and
- (b) does not appeal the request of the Registrar within 60 days of the date of the notice,

the Registrar may revoke the name of the credit union and assign to it a number designated or a name approved by the Registrar and, until changed in accordance with section 8, the name of the credit union is the designated number or name so assigned.

(6) *Section 8 is amended by adding the following after subsection (1):*

(1.1) Where a credit union changes its name, it shall, unless otherwise provided by the Director, send to the Director the documents relating to corporate names that are prescribed by regulation.

(b) a credit union with the abbreviation "Ltd." in its name may use the word "Limited",

and reference may be made in the same manner.

(3) The Registrar may refuse incorporation to a credit union whose name or part of whose name includes any of the following words: "Imperial"; "Crown"; "King's"; "Queen's"; "Royal"; "Dominion"; "Alberta"; or words of similar import.

(4) The word "co-operative" or any abbreviation or derivative may be used in the name of a credit union.

(6) Section 8(1) presently reads:

8(1) A credit union may change its name in the manner prescribed for making amendments to supplemental by-laws.

(7) *Section 88 is repealed and the following is substituted:*

88 The Lieutenant Governor in Council may make regulations

- (a) respecting names of credit unions;
- (b) prohibiting the use of any names or any words or expressions in a name;
- (c) defining any word or expression used in section 7(1)(c);
- (d) prescribing requirements for the purposes of section 7(1)(d);
- (e) respecting the circumstances and conditions under which a name under section 7(1) may be used;
- (f) prescribing the documents referred to in sections 4(3) and 8(1.1);
- (g) prescribing the punctuation marks and other marks that may form part of a name;
- (h) prescribing forms for the purposes of this Act.

Religious Societies' Land Act

6(1) *The Religious Societies' Land Act is amended by this section.*

(2) *Section 12 is amended*

(a) *in subsection (1) by striking out “of 50¢” and substituting “in the amount prescribed by regulation”;*

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

(1.1) In addition to the requirements of subsection (1), documents relating to corporate names that are prescribed by the regulations shall also be delivered to the Registrar.

(3) *Section 22(1) is amended by striking out “and” at the end of clause (a) and by adding the following after clause (a):*

(a.1) unless otherwise provided by the Registrar, on providing the Registrar with documents relating to corporate names that are prescribed by the regulations, and

(4) *Section 26 is repealed and the following substituted:*

26 The Lieutenant Governor in Council may make regulations

- (a) prescribing the fee under section 12(1);
- (b) prescribing the documents referred to in sections 12(1.1) and 22(1)(a.1);
- (c) prescribing forms for the purposes of this Act.

(7) Section 88 presently reads:

88 The Lieutenant Governor in Council may make regulations prescribing forms for the purposes of this Act.

Religious Societies' Land Act

6(1) This section will amend chapter R-14 of the Revised Statutes of Alberta 1980.

(2) Section 12(1) presently reads:

12(1) The declaration of incorporation shall thereupon be delivered in duplicate to the Registrar together with a fee of 50¢ and, if it is in substantial compliance with section 11 and if the proposed corporate name does not conflict with that of any other congregation already incorporated, the Registrar

(a) shall certify under his hand and seal of office that the congregation is incorporated, and

(b) shall endorse a certificate to the same effect on, or attach it to, the duplicate of the declaration of incorporation and return the duplicate to the corporation.

(3) Section 22(1) presently reads:

22(1) An incorporated congregation

(a) with the sanction of a resolution passed at a duly called meeting of its members, and

(b) with the approval of the Registrar,

may change its name.

(4) Section 26 presently reads:

26 The Lieutenant Governor in Council may make regulations prescribing forms for the purposes of this Act.

Societies Act

7(1) The Societies Act is amended by this section.

(2) Section 4.1(1) is repealed.

(3) Section 4.2 is amended

(a) by repealing subsections (1), (2), (3), (4) and (5) and substituting the following:

(1) Subject to the circumstances and conditions prescribed by the regulations, a society shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

(b) that is identical to the name of

(i) a body corporate, whether in existence or not,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a corporation incorporated by or under an Act of the Parliament of Canada,

(c) that is, in the opinion of the Registrar, similar to the name of

(i) a body corporate,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a corporation incorporated by or under an Act of the Parliament of Canada

if the use of that name is confusing or misleading, or

(d) that does not meet the requirements prescribed by the regulations.

(b) in subsections (6) and (7) by striking out “(2)” and substituting “(1)”;

(c) in subsection (6)(b) by striking out “under subsection (3)”.

Societies Act

7(1) This section will amend chapter S-18 of the Revised Statutes of Alberta 1980.

(2) Section 4.1(1) presently reads:

4.1(1) The Registrar may, on request, reserve for 90 days a name for

- (a) a proposed society, or*
- (b) an existing society proposing to change its name.*

(3) Section 4.2(1), (2), (3), (4) and (5) presently read:

4.2(1) In this section, "body corporate" means a company or other body corporate incorporated, registered or continued under the laws of Alberta.

(2) A society shall not be incorporated with, have, carry on purposes under, identify itself by or change its name to a name that is

- (a) identical to the name of an existing society or body corporate,*
- (b) reserved for a proposed society or a body corporate intended to be incorporated, registered or continued under the laws of Alberta,*
- (c) prohibited by the regulations, or*
- (d) disapproved by the Registrar pursuant to subsection (3).*

(3) The Registrar may disapprove the name or proposed name of a proposed or existing society if, in his opinion, the name

- (a) is objectionable,*
- (b) is likely to mislead or confuse, or*
- (c) is similar to the name of any other society or body corporate or to the name of any association, partnership or firm known to the Registrar and the use of that name would be likely to confuse or mislead.*

(4) If a society, body corporate, association, partnership or firm referred to in subsection (3)(c)

- (a) consents in writing to the use of the proposed name in whole or in part, and*
- (b) if required by the Registrar, undertakes to dissolve or change its name to a dissimilar name within 6 months after the filing of the application and by-laws containing the proposed name,*

the Registrar may approve the proposed name.

(5) Notwithstanding anything in this section, a society may be incorporated with or change its name to a name similar to that of a society or body corporate which has been struck from the register, dissolved or liquidated and dissolved, if

- (a) the society or body corporate was struck from the register, dissolved or liquidated and dissolved more than 3 years before the incorporation of the society or body corporate and has not since been restored to the register or revived,*
- (b) the Registrar approves the use of the name, and*
- (c) the name of the proposed or existing society includes the year in which it is incorporated.*

(4) Section 4.4(1) is amended by striking out “reserve or”.

(5) Section 5(1) is amended by adding “documents relating to corporate names that are prescribed by the regulations and” after “together with”.

(6) If,

(a) *through inadvertence or otherwise, a society comes into existence with or acquires a name that contravenes subsection (2), or*

(b) *the Registrar disapproves a society's name under subsection (3) after it is acquired by the society,*

the Registrar may, by notice in writing, giving his reasons, direct the society to change its name to a new name that he approves.

(7) *The Registrar may give a notice under subsection (6) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes subsection (2).*

(4) Section 4.4(1) presently reads:

4.4(1) A person who feels aggrieved by a decision of the Registrar to reserve or assign a name under section 4.1, or to approve a name, to change, revoke, disapprove or assign a name under section 4.2 may apply to the Court of Queen's Bench, on at least 7 days' notice to the Registrar and any other persons the Court directs, for an order requiring the Registrar to change his decision, and on the application the Court may so order and make any further order it thinks fit.

(5) Section 5 presently reads:

5(1) Persons desiring to become incorporated under this Act shall make and subscribe an application for incorporation in the prescribed form, and also by-laws agreed on by them for the government of the society, and shall transmit the application and by-laws together with an incorporation fee as set by the regulations, to the Registrar.

(2) *The application shall set forth*

(a) *the intended corporate name of the society, and*

(b) *the purpose or purposes for which incorporation is desired.*

(3) *The application shall be accompanied by any information respecting the subscribers to the application that may be required by the regulations under the Agricultural and Recreational Land Ownership Act and section 33 of the Citizenship Act (Canada) in the form and manner prescribed by those regulations.*

(4) *The by-laws that accompany the application shall contain provisions for all the following matters:*

(a) *terms of admission of members and their rights and obligations;*

(b) *the conditions of withdrawal of members and the manner, if any, in which a member may be expelled;*

(c) *the mode and time of calling general and special meetings of the society and number constituting a quorum at any such meeting and rights of voting;*

(d) *the appointment and removal of directors and officers and their duties, powers and remuneration;*

(e) *the exercise of borrowing powers;*

(f) *the audit of accounts;*

(g) *the custody and use of the seal of the society;*

(h) *the manner of making, altering and rescinding by-laws;*

(6) *Section 30 is amended by renumbering it as section 30(1) and by adding the following after subsection (1):*

- (2) Notwithstanding subsection (1), for the purposes of this Act
 - (a) the period referred to in section 205(1)(c) of the *Business Corporations Act* shall be 2 years, and
 - (b) the notice under section 205(2)(a) of the *Business Corporations Act* is not required to be given to the directors.

(7) *Section 34 is amended by adding the following after clause (d):*

- (e) prescribing the documents referred to in section 5(1);
- (f) respecting names of societies;
- (g) prohibiting the use of any names or any words or expressions in a name;
- (h) defining any word or expression used in section 4.2(2)(c);
- (i) prescribing requirements for the purposes of section 4.2(2)(d);
- (j) respecting the circumstances and conditions under which a name under section 4.2 may be used;
- (k) prescribing the punctuation marks and other marks that may form part of a name.

8 *This Act comes into force on Proclamation.*

(i) the preparation and custody of minutes of proceedings of meetings of the society and of the directors, and other books and records of the society;

(j) the time and place, if any, at which the books and records of the society may be inspected by members.

(6) Section 30 presently reads:

30 Part 17 of the Business Corporations Act applies to a society under this Act as if it were a corporation.

(7) Section 34 presently reads:

34 The Lieutenant Governor in Council may make regulations

(a) for carrying out the purposes of this Act;

(b) setting the fees payable to the Registrar for incorporation and for services under this Act;

(c) prescribing forms for the purposes of this Act;

(d) prescribing the returns to be made by societies and the form of the returns.