



Province of Alberta

RED TAPE REDUCTION IMPLEMENTATION ACT, 2020

Statutes of Alberta, 2020
Chapter 25

(not in force provisions only current as of October 7, 2020)

Office Consolidation

© Published by Alberta Queen's Printer

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RED TAPE REDUCTION IMPLEMENTATION ACT, 2020

Chapter 25

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(3) The heading preceding section 20 is repealed and the following is substituted: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

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.

Coming into force

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

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.



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