

# *The Co-operatives Regulations*

*Repealed*

by the *Statutes of Saskatchewan, 1989-90, c.C-37.2*  
(effective December 15, 1989).

*Formerly*

Chapter C-37.1 Reg 1 as amended by Saskatchewan  
Regulations 185/83, 5/85, 109/86, 65/87, 71/87 and 78/88.

**NOTE:**

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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### **Appendix A**

### **Editorial Appendix**

## CHAPTER C-37.1 REG 1

### *The Co-operatives Act*

#### **Title**

- 1 These regulations may be cited as *The Co-operatives Regulations*.

#### **Interpretation**

- 2 In these regulations:

- (a) “**Act**” means *The Co-operatives Act*;
- (b) “**document**” means a document required to be sent to the registrar under the Act;
- (c) “**Form**” means a Form as set out in Appendix B to these regulations.

21 Oct 83 cC-37.1 Reg 1 s2.

#### **Forms**

- 3(1) For the purposes of sections 6 and 7 of the Act, articles of incorporation are required to be in Form A.
- (2) For the purposes of section 9 of the Act, a certificate of incorporation is required to be in Form B.
- (3) For the purposes of subsection 7(4) of the Act, a consent to act as first director is required to be in Form C.
- (4) For the purposes of section 85 of the Act, a notice of change of directors is required to be in Form D.
- (5) For the purposes of section 148 of the Act:
  - (a) articles of amendment are required to be in Form E; and
  - (b) a certificate of amendment of articles is required to be in Form F.
- (6) For the purposes of section 150 of the Act:
  - (a) restated articles of incorporation are required to be in Form G; and
  - (b) a certificate of restated articles of incorporation is required to be in Form H.
- (7) For the purposes of section 154 of the Act, articles of amalgamation are required to be in Form I.
- (8) For the purposes of section 155 of the Act, a certificate of amalgamation is required to be in Form J.
- (9) For the purposes of section 156 of the Act:
  - (a) articles of continuance are required to be in Form K; and
  - (b) a certificate of continuance is required to be in Form L.

- (10) For the purposes of section 158 and subsection 190(4) of the Act articles of reorganization are required to be in Form M.
- (11) For the purposes of section 159 of the Act, articles of arrangement are required to be in Form N.
- (12) For the purposes of section 209 of the Act, a power of attorney and a consent to act as attorney are required to be in Form O.
- (13) For the purposes of section 226 of the Act:
- (a) a mortgage by a co-operative on land is required to be in Form P; and
  - (b) a notice of approval of further advances under a mortgage is required to be in Form Q.
- (14) For the purposes of section 166 of the Act:
- (a) articles of revival are required to be in Form R; and
  - (b) a certificate of revival is required to be in Form S.
- (15) For the purposes of subsections 163(4), 164(5) and 165(4), section 167 and subsection 175(4) of the Act, a certificate of dissolution is required to be in Form T.

21 Oct 83 cC-37.1 Reg 1 s3; 2 Dec 83 SR 185/83 s2.

#### **Format**

4 Every person who files a document under the Act shall:

- (a) use the appropriate Form provided by the registrar; or
- (b) prepare a form that:
  - (i) is in the Form prescribed in section 3;
  - (ii) is on good quality, letter size white paper;
  - (iii) is printed or typewritten; and
  - (iv) is legible and suitable for microfilming and photocopying.

21 Oct 83 cC-37.1 Reg 1 s4; 2 Dec 83 SR 185/82 s2.

#### **Filling out documents**

5(1) Where an item required to be disclosed in a document does not apply, the person preparing the documents shall indicate that fact by placing the phrase “not applicable” or the abbreviation “N/A” in the space provided in the document.

(2) Where:

- (a) any provision required to be set out in a document is too long to be set out in the space provided in the prescribed Form; or
- (b) an agreement or other document is to be incorporated by reference and to be part of the document;

the person preparing the document may incorporate the provision, agreement or other document by:

- (c) setting out the phrase “The annexed schedule (*number*) is incorporated in this form” in the space provided on the document; and
  - (d) annexing the provision, agreement or other document to the document.
- (3) A separate schedule is required with respect to each item that is incorporated by reference in a document pursuant to subsection (2).

21 Oct 83 cC-37.1 Reg 1 s5.

**Dividend rate**

6(1) For the purposes of clauses 3(e) and 36(1)(c) of the Act, no co-operative shall pay interest or a dividend on its common shares at a rate that is greater than the average of the rate paid by The Saskatchewan Co-operative Credit Society Limited for one year term deposits calculated using the rate for one year term deposits on the first business day of the first, fourth, seventh and tenth months preceding the date that the interest or dividend on the co-operative’s common shares becomes payable.

(2) A co-operative shall set the interest or dividend payable on its preferred shares in its bylaws.

21 Oct 83 cC-37.1 Reg 1 s6; 2 Dec 83 SR 185/83 s2.

**Election of directors**

7 No co-operative shall include in any bylaw governing the manner of electing its directors any provision that prohibits its members from nominating as a candidate for election as director any member who:

- (a) is qualified to be a director; and
- (b) consents to the nomination.

21 Oct 83 cC-37.1 Reg 1 s7.

**Qualifications of directors**

8 For the purposes of clause 77(f) of the Act, a person is not eligible to be a director of a co-operative where he is:

- (a) the auditor of the co-operative; or
- (b) a trustee of the co-operative.

21 Oct 83 cC-37.1 Reg 1 s8.

**Minimum amount of bond**

9 For the purposes of section 97 of the Act, the minimum amount of a security or fidelity bond is:

- (a) in the case of a co-operative with sales or revenue less than or equal to \$25,000 per year, \$1,000;

- (b) in the case of a co-operative with sales or revenues greater than \$25,000 but less than or equal to \$100,000 per year, \$2,000;
- (c) in the case of a co-operative with sales or revenues greater than \$100,000 per year, \$5,000.

21 Oct 83 cC-37.1 Reg 1 s9.

**Procedures on appeal of termination of membership**

**10(1)** Where a person appeals the termination of his membership to the registrar pursuant to section 124 of the Act, he shall submit a written statement to the registrar within 30 days of the date of:

- (a) the members' resolution terminating his membership pursuant to section 123 of the Act; or
  - (b) the members' confirmation of the directors' order terminating his membership pursuant to subsection 122(2) of the Act.
- (2) A person appealing the termination of his membership shall state in his written statement required pursuant to subsection (1):
- (a) any reasons for the termination of his membership of which he has personal knowledge;
  - (b) the grounds on which his appeal lies; and
  - (c) any relevant facts or information, in addition to those described in clauses (a) and (b), that the registrar may require.
- (3) The registrar shall hold a hearing of an appeal pursuant to section 124 of the Act within 30 days after the date that he receives a completed written statement pursuant to subsection (1).

21 Oct 83 cC-37.1 Reg 1 s10; 2 Dec 83 SR 185/83 s2.

**Annual financial statements**

**11** The comparative financial statements required pursuant to section 129 of the Act are required to include:

- (a) balance sheets as at the end of each period;
- (b) an income statement for each period; and
- (c) a statement of retained earnings or member's equity for each period.

21 Oct 83 cC-37.1 Reg 1 s11.

**Auditor's report**

**12** For the purposes of subsection 140(1) of the Act, the auditor of a co-operative shall indicate in his report whether or not the financial statements contained in his report:

- (a) were prepared in accordance with generally accepted accounting principles; and
- (b) are presented on a basis consistent with that of the preceding year.

21 Oct 83 cC-37.1 Reg 1 s12.

**Conversions involving share capital**

**13** Where a co-operative resolves by special resolution to amend its articles to convert the co-operative from a co-operative with share capital to a co-operative without share capital pursuant to clause 145(1)(j) of the Act, the special resolution is required to state:

- (a) that, following approval of the special resolution, the interest of each member is to be the same as the interest of any other member; and
- (b) the manner in which the existing share capital and other interests of the members are to be dealt with.

21 Oct 83 cC-37.1 Reg 1 s13.

**Prohibition on continuance of housing co-operatives**

**14** No co-operative to which Part XXIII of the Act applies shall apply for continuance pursuant to section 157 of the Act without the prior consent of the registrar.

21 Oct 83 cC-37.1 Reg 1 s14.

**Exempt securities**

**15(1)** For the purpose of subsection 227(1) of the Act, a co-operative is not required to have the Co-operatives Securities Board review or approve:

- (a) any securities of the co-operative where the purchase of the security is a requirement of membership in the co-operative as set out in the bylaws;
- (b) securities to be sold only to:
  - (i) a trust corporation licensed pursuant to *The Trust and Loan Corporations Act*;
  - (ii) a loan corporation licensed pursuant to *The Trust and Loan Corporations Act*;
  - (iii) an insurance company licensed pursuant to *The Saskatchewan Insurance Act*;
  - (iv) a credit union incorporated, continued or registered pursuant to *The Credit Union Act*; or
  - (v) a bank to which the *Bank Act* (Canada), as amended from time to time, applies;
- (c) prepaid accounts where the member pays for goods and services in advance of delivery;
- (d) any shares issued in payment of a dividend or interest payment on shares or as a patronage dividend;
- (e) any securities of the co-operative sold only to members of the co-operative where all the members are also directors of that co-operative;

(2) Notwithstanding clauses (1)(a) and (e), where the registrar considers it to be in the public interest, he may direct that the proposed issuance of securities by a co-operative be subject to Part XIX of the Act.

21 Oct 83 cC-37.1 Reg 1 s15; 15 Feb 85 SR 5/85 s2; 28 Nov 86 SR 109/86 s3.

**Consumers' co-operatives reserves**

**16** For the purposes of subsection 248(2) of the Act, a consumers' co-operative is not required to place in its reserve at the end of each fiscal year any book gains in that fiscal year that are less than \$5,000 in aggregate.

21 Oct 83 cC-37.1 Reg 1 s16.

**Bylaws of housing co-operatives**

**17** For the purposes of subsection 261(1), a housing co-operative is required to have in its bylaws a provision that:

- (a) the co-operative shall provide a copy of the bylaws and the occupancy agreement to every member;
- (b) each member is entitled to have quiet enjoyment of his unit;
- (c) either the co-operative or the member is responsible for:
  - (i) the maintenance of the residential unit in a safe, habitable and reasonable state of repair;
  - (ii) the repair or replacement of fixtures; and
  - (iii) any damage to the unit;
- (d) the co-operative and its agents, except in the case of an emergency, are required to give reasonable notice to the member prior to entry of the member's unit;
- (e) the co-operative shall allow candidates for public office access to the common premises of the co-operative;
- (f) the co-operative shall give three months notice of any increase in housing charges except where:
  - (i) the registrar gives his approval for a shorter notice; or
  - (ii) the members have unanimously approved the increase at a general meeting;
- (g) the co-operative shall give a minimum of 30 days notice to a member of the termination of his membership except where a member contravenes any bylaws governing:
  - (i) ordinary cleanliness of the unit after having received written notice of the contravention;
  - (ii) the use of the premises for prohibited purposes; or
  - (iii) payment of housing charges; and

- (h) there is to be no acceleration of housing charges.

21 Oct 83 cC-37.1 Reg 1 s17.

**Fees**

**18(1)** Subject to subsection (2), any person who:

(a) wishes to file a document with the registrar or to examine or copy any document filed with the registrar; or

(b) requests any service of the registrar;

shall pay the appropriate fee set forth in Table 1 of Appendix A to these regulations.

(2) Where the registrar considers it appropriate, he may waive payment of any fee.

21 Oct 83 cC-37.1 Reg 1 s18.

**Seal**

**19** The registrar shall have a seal which shall bear the words "Government of the Province of Saskatchewan, Registrar of Co-operatives".

21 Oct 83 cC-37.1 Reg 1 s19.

## Appendix A

TABLE 1

[Clause 290(b) of the Act, section 18 of the Regulations]

## Fees Payable

<i>Fee</i>	<i>Amount</i>
<b>1</b> For a certificate of incorporation for a co-operative:	
(a) incorporated as a home building co-operative .....	\$ 50
(b) whose articles provide that it shall carry on business without the purpose of financial gain for its members .....	50
(c) other than one to which clauses (a) or (b) apply .....	250
<b>2</b> For the reservation of name under section 12 of the Act .....	5
<b>3</b> For the filing of the annual return:	
(a) on the date that it is due . .....	10
(b) for each day after the date that it is due to be filed, a special filing fee of .....	1
to a maximum of .....	100
<b>4</b> For a certificate of registration for an extra-provincial co-operative:	
(a) registering in Saskatchewan solely for the purpose of becoming a member of the Co-operative Superannuation Society .....	10
(b) whose articles provide that the co-operative shall carry on business without the purpose of financial gain for its members .....	25
(c) other than one to which clauses (a) or (b) apply .....	175
<b>5</b> For a certificate of restated articles of incorporation .....	10
<b>6</b> For a certificate of amalgamation:	
(a) with respect to two bodies corporate .....	10
(b) for each additional body corporate .....	5
<b>7</b> For a certificate of continuance .....	10
<b>8</b> For a certificate of amendment of articles:	
(a) filed within two years of the date that the Act came into force .....	No Fee
(b) filed on or after the expiration of two years from the date the Act came into force .....	10

<b>9</b>	For an amendment to the bylaws:	
	(a) filed within two years of the date that the Act came into force .....	No Fee
	(b) on or after the expiration of two years from the date that the Act came into force .....	10
	(c) filed within five months of the date of incorporation .....	No fee
<b>10</b>	For a certificate of reorganization .....	10
<b>11</b>	For a certificate of revival .....	10
<b>12</b>	For a certificate of dissolution .....	No Fee
<b>13</b>	For an examination of any of the documents listed in section 239(a) of the Act .....	1
<b>14</b>	For photocopies of any document mentioned in section 239(a) of the Act or any other documents:	
	(a) for the first page.....	1
	(b) for each additional page.....	.25
<b>15</b>	For certification of any document mentioned in section 14 of this Table:	
	(a) for the first page.....	2
	(b) for each additional page.....	.50
<b>16</b>	For a notice that is required to be published in the Gazette .....	the cost of placing the notice in the Gazette

21 Oct 83 cC-37.1 Reg 1; 2 Dec 83 SR 185/83 s2;  
 28 Nov 86 SR 109/86 s4; 24 Jly 87 SR 71/87 s2;  
 23 Sep 88 SR 78/88 s2.

**Editorial Appendix**

The forms from Appendix B have not been included in this consolidation. This table references the name of the form, the number of the regulation and the date of the Gazette in which it can be found, and the Gazette location of any amendments.

<b>Form</b>	<b>Name</b>	<b>Gazette Information</b>
Form A	Articles of Incorporation	28 Nov 86 SR 109/86 s5
Form B	Certificate of Incorporation	21 Oct 83 cC-37.1 Reg 1
Form C	Consent to Act as a First Director	21 Oct 83 cC-37.1 Reg 1
Form D	Notice of Change of Directors	21 Oct 83 cC-37.1 Reg 1
Form E	Articles of Amendment	21 Oct 83 cC-37.1 Reg 1
Form F	Certificate of Amendment of Articles	28 Nov 86 SR 109/86 s5
Form G	Restated Articles of Incorporation	28 Nov 86 SR 109/86 s5
Form H	Certificate of Restated Articles of Incorporation	28 Nov 86 SR 109/86 s5
Form I	Articles of Amalgamation	28 Nov 86 SR 109/86 s5
Form J	Certificate of Amalgamation	28 Nov 86 SR 109/86 s5
Form K	Articles of Continuance	28 Nov 86 SR 109/86 s5
Form L	Certificate of Continuance	28 Nov 86 SR 109/86 s5
Form M	Articles of Reorganization	21 Oct 83 cC-37.1 Reg 1
Form N	Articles of Arrangement	21 Oct 83 cC-37.1 Reg 1
Form O	Power of Attorney	21 Oct 83 cC-37.1 Reg 1; 2 Dec 83 SR 185/83 s2; 24 Jly 87 SR 65/87 s4
Form P	Mortgage Under <i>The Co-operatives Act</i>	21 Oct 83 cC-37.1 Reg 1
Form Q	Notice of Approval of Further Advance Under Mortgage	21 Oct 83 cC-37.1 Reg 1
Form R	Articles of Revival	21 Oct 83 cC-37.1 Reg 1
Form S	Certificate of Revival	21 Oct 83 cC-37.1 Reg 1
Form T	Certificate of Dissolution	21 Oct 83 cC-37.1 Reg 1