

EXPLANATORY NOTES

B I L L

No. 11

An Act to amend certain Acts to address Public Registries Enhancement

Clause of Bill

1 *The Miscellaneous Statutes (Public Registries Enhancement) Amendment Act, 2024 (No. 2)* (bilingual)

2 Existing Provision

The Co-operatives Act, 1996

Proof required by registrar

237 The registrar may require that a document or information contained in a document required by this Act or the regulations to be sent to the registrar be verified by affidavit or otherwise.

1996, c.C-37.3, s.237.

Regulations

285 For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

...

(d) prescribing businesses in which co-operatives or any class of co-operatives may not engage without the prior approval of the registrar;

...

(e.1) respecting common business identifiers for co-operatives, including:

(i) respecting the establishment or adoption of a system of common business identifiers for co-operatives or a class of co-operatives;

(ii) prescribing the manner in which common business identifiers are assigned to co-operatives or a class of co-operatives;

(iii) requiring the use by co-operatives or a class of co-operatives of common business identifiers and prescribing the manner in which the common business identifiers are to be used;

(iv) authorizing the minister to enter into agreements with the Government of Canada, the government of any other province or territory of Canada or the government of any municipality to integrate or synchronize the system of common business identifiers with a system of common business identifiers used by that other government;

(v) authorizing the minister to disclose to the Government of Canada, the government of any other province or territory of Canada or the government of any municipality any information received by the registrar pursuant to this Act for any purpose that is related to the carrying out of any agreement entered into pursuant to subclause (iv) and that the minister considers appropriate and authorizing the minister to delegate the minister's powers pursuant to this subclause to the registrar;

(vi) providing that the regulations made pursuant to this clause prevail in the case of any inconsistency or conflict with any other Act or any regulations made pursuant to another Act;

...

1996, c.C-37.3, s.285; 2012, c.7, s.4; 2013, c.21, s.2.

Explanation

The Co-operatives Act, 1996 is amended to adopt changes respecting verification of identity, the use of digital signatures and the search and use of data.

Proposed new section 237.1 will grant the Registrar express authority to verify the identities of persons:

- conducting searches of the Corporate Registry;
- submitting documents to the Registrar;
- referred to in documents that are submitted to the Registrar; or
- otherwise prescribed in the regulations.

The disclosure of this information to law enforcement bodies is also allowed in appropriate circumstances.

Proposed new section 237.2 will allow the Registrar to accept documents signed using digital signatures, and to set policies related to the use of digital signatures.

The proposed amendments to section 285 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 237.1;
- the disclosure of register information; and
- the use of digital signatures under new section 237.2.

Current clause (e.1) respecting common business identifiers is also repealed, as this matter is now covered by *The Common Business Identifiers Act*.

3 Existing Provision

The Non-profit Corporations Act, 2022

Documents pursuant to *The Societies Act* or *The Non-profit Corporations Act, 1995* are documents pursuant to this Act

21-3 Every document kept, filed or registered by or with the Registrar of Companies pursuant to *The Societies Act* or the Director pursuant to *The Non-profit Corporations Act, 1995* is deemed to be a document sent to the Registrar as required by this Act.

2022, c25, s.21-3.

Regulations

21-23 The Lieutenant Governor in Council may make regulations:

...

(w) respecting the suspension of Corporate Registry services and functions;

...

2022, c25, s.21-23.

Explanation

Section 3 amends *The Non-profit Corporations Act, 2022* to adopt changes respecting verification of identity, the use of digital signatures and the search and use of data.

Proposed new section 21-3.1 adds provisions respecting verification of identity.

Proposed new section 21-3.1 adds provisions respecting digital signatures.

The proposed amendments to section 21-23 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 21-3.1;
- the disclosure of Corporate Registry information; and
- the use of digital signatures under new section 21-3.2.

4 Coming into force.