

In November 2008 the newly elected executive board was made aware of the fact that the Alberta Greens were not incorporated. The issue of not being incorporated was a major concern in December 2008 because legislation specifically required the registration of a corporate entity, before party status could be granted.

At this time, the legal questions confronting the Alberta Greens were two fold. If the corporate entity did not exist, (keeping in mind only a corporate entity can apply for status as a political party), how could the party exist? The second question involved the relevance of the corporate entity GAIA. GAIA was the corporate entity on record that had originally applied for party status back in the early 1990's. The possibility of requesting a "grandfathering" exemption for GAIA was dismissed as an option, because the former executive did not transfer control of GAIA, and Services Alberta's (the agency that governs incorporation) rules and regulations have been updated. Services Alberta currently mandates that a political party's name must be exactly the same as its corporate entity.

The Alberta Greens membership was consulted at a General Meeting held on January 21, 2009 of these issues. At this meeting, it was conveyed to the General Membership that a forced de-registration was a possibility, and that de-registration could be imminent. A special resolution was passed at the January meeting granting the new executive the authority to address the issue of incorporation, and incorporate if possible, and/or convene a special general meeting on short notice should time allow.

On February 7, 2009 a meeting was convened with Elections Alberta's Chief Electoral Officer, Lorne Gibson, to discuss a number of issues relevant to the Alberta Greens' registration status. However, in the matter of the issue of corporate registration, legislation spans multiple jurisdictional authorities governed by multiple legislative acts, not limited to "*The Business Corporations Act*", "*The Companies Act*", "*The Partnerships Act*", and "*The Societies Act*", to name but a few!

Elections Alberta, it was stated, is primarily concerned with the "*Election Finances and Contributions Disclosure Act*", and in reading this Act, all parties agreed that it appeared the Act did not anticipate the dissolution of a corporate entity without first dissolving the political entity. In conclusion, the Act does not provide any direction beyond the initial requirement mandating that an entity incorporate prior to making an application for party registration. While this interpretation clarified Elections Alberta's responsibility, it did not address any of the organizational concerns relative to legal liabilities and contractual obligations. To address these concerns the "Alberta Greens" the Green Party of Alberta Society incorporated on February 25, 2009.

However, complications continued to escalate after the creation of a corporate entity. Certain former Alberta Greens members took it upon themselves to establish contact with Elections Alberta for what appears to be an attempt to validate a position that incorporation is not necessary. This activity continued into late March and early April despite a personal request from me to cease and desist. One former member went as far as to publically transmit Elections Alberta's contact information, and asked others to engage in the same practice. This behavior was baffling, not to mention hypocritical, since the same individual voted affirmatively at the January General Meeting to empower the executive to incorporate!

The constant repetitive message transmitted to Elections Alberta that the Alberta Greens were not incorporated and do not need to be incorporated, led directly to the discovery of a potential false document, submitted on behalf of the party to a financial institution.

The document in question boasts compliance pursuant to the *Business Corporations Act* and appears to be constructed to misrepresent the party's status as a corporate entity for the purpose of entering into an agreement with the ING Bank. Some of the signatory's on the document, and their supporters, make a defense of this document impossible, because their continued public crowing confirms they are fully aware the party was not incorporated. The document in question is under investigation and follows as an attachment.

There are numerous Legislative Acts that address false documents, forgery, and fraud, in addition to the criminal code, however, the *Business Corporations Act* specifically addresses the issue of false and misleading documents in Sec:251(1)

### *BUSINESS CORPORATIONS ACT*

*Offences relating to reports, returns, etc.*

**251(1)** *A person who makes or assists in making a report, return, notice or other document required by this Act or the regulations to be sent to the Registrar, the Executive Director or any other person or filed with the Executive Director that*

- (a) *contains an untrue statement of a material fact, or*
- (b) *omits to state a material fact required in it or necessary to make a statement contained in it not misleading in the light of the circumstances in which it was made,*

*is guilty of an offence and liable to a fine of not more than \$5000 or to imprisonment for a term of not more than 6 months or to both.*

[Please insert this copy in your Corporate Minute Book]  
**Resolution of the Board of Directors of Alberta Greens**  
 (The "Corporation")

WHEREAS David Crowe, Susan Stratton, and Madeleine Oldershaw have filed an application with ING Bank of Canada (the "Bank") for the purposes of opening a Business Investment Savings Account ("BISA") in the name of the Corporation,

AND WHEREAS it is in the interest of the Corporation to enter into arrangements for the provision of the BISA, and other financial services with the Bank, and to provide agreements therefore.

**Be it resolved that:**

1. Any and all actions of the Corporation taken in connection with the actions contemplated herein prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted in all respects.
2. The Corporation is authorized to open, maintain and operate the BISA with the Bank, and to do all things in relation thereto.
3. The Corporation is authorized and directed to create, execute and deliver in favour of the Bank the Bank's standard documentation for the opening and operation of the BISA and such further instruments and agreements as may be reasonably required to carry out the agreements described herein, and by doing so, to bind the Corporation.
4. The officers, directors and employees of the Corporation listed hereafter as authorized representatives are hereby authorized for and on behalf of the Corporation to execute and deliver all of the documents and instruments described in paragraph 3, and any others that may be reasonably required from time to time to carry out the transactions contemplated, subject to such amendments as the authorized representatives may approve, such approval to be conclusively evidenced by the execution of the said documents or instruments. In accordance with any restrictions set out below, such persons are also authorized to conduct all aspects of the Corporation's banking relationship with the Bank and, notwithstanding the generality of the foregoing:
  - i) to give the Bank instructions and perform transactions on behalf of the Corporation in connection with the ongoing operation of the BISA and the other financial services contemplated by this resolution; and
  - ii) to authorize any person or persons to do any one or more of the following:
    - 1) to receive from the Bank any (a) cash or securities, (b) bills of exchange (including cheques), promissory notes, orders for payment of money, securities, coupons, clearing items or other value items, and other instruments (each of which individually called an "Instrument") or (c) other property, or to give instructions to the Bank for the delivery or other transfer of any such cash, securities, Instruments or other property to any party named in those instructions;
    - 2) to deposit with, negotiate or transfer to the Bank, for the credit of the Corporation, cash or any security, Instrument or other property, endorsed (by rubber stamp or otherwise) with the Corporation's name; and
    - 3) to settle the Corporation's accounts with the Bank and to receive from the Bank, and provide receipt of, statements, passbooks, debit vouchers and any other items (including paid and unpaid cheques).

The Bank is entitled to rely on such documents, Instruments, instructions and transactions as duly and validly authorized and binding on the Corporation. The Bank does not need to make any further inquiry into the authority of the authorized representatives to bind the Corporation.

**Signing Officers**

Name: David Crowe

Name: Susan Stratton

Title: \_\_\_\_\_

CFO

Title: \_\_\_\_\_

PRESIDENT

Name: Madeleine Oldershaw

Title: Secretary

Resolution passed by all the Directors of the Corporation pursuant to the Business Corporations Act (Alberta) as evidenced by their signatures.

DATED this 13 day of June 2008

Directors

Sign: [Signature]

Name: DAVID CROWF

Sign: M. A. Oldershaw

Name: MADELEINE OLDERSHAW

Sign: [Signature]

Name: SUSAN STRATTON

Sign: [Signature]

Name: GEORGE READ

Note: George Read is authorizing the opening of the account but will not have signing authority.

**ALBERTA GREENS**  
P.O. BOX 61251 RPO BRENTWOOD  
CALGARY, ALBERTA T2L 2K6  
TEL: (403) 289-6609 Email: cfo@albertagreens.ca

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DATE 06082008  
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PAY to the order of Alberta Greens \$ 1000-  
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**First Calgary** BRENTWOOD BRANCH TEL: (403) 520-8000  
www.1stcalgary.com 3750 BRENTWOOD ROAD N.W.  
CALGARY, AB T2L 1K8

PER [Signature]  
PER M.A. Oldershaw

RE \_\_\_\_\_

Security features included.

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