

No. 98

2nd Session, 14th Legislature, Alberta
9 Elizabeth II

BILL 98

A Bill to amend The Companies Act

HON. MR. PATRICK

Explanatory Note

2. Sections 16 and 17 require either the word "Limited" or the abbreviation "Ltd" to be the last word in the name of a company. There is no authority to use the words interchangeably and difficulties are frequently caused by the failure to use the proper word.

3. Section 235 is revised to provide more detailed instructions for the disposal of unclaimed or undistributed assets of a company being wound up voluntarily. Section 235 presently reads:

"235. (1) If it appears from any summary filed in accordance with section 234 or otherwise that a liquidator has in his hands or under his control any money representing unclaimed or undistributed assets of the company that have remained unclaimed or undistributed for six months after the date of their receipt, the liquidator shall forthwith pay the same into the Provincial Treasury with a copy of the summary, and is entitled to a certificate of receipt for the moneys so paid, and that certificate is an effectual discharge to him in respect thereof.

(2) Any person claiming to be entitled to any money paid into the Provincial Treasury pursuant to this section may apply to the Provincial Treasurer for payment of the same, and the Provincial Treasurer may, on a certificate by the liquidator that the person claiming is entitled, make an order for the payment to that person for the sum due.

(3) Any person dissatisfied with the decision of the Provincial Treasurer, in respect of any claim made pursuant to this section, may appeal to the court."

BILL

No. 98 of 1961

An Act to amend The Companies Act

(Assented to _____, 1961)

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

1. The Companies Act, being chapter 53 of the Revised Statutes, is hereby amended.

2. The following new section is added immediately after section 17:

17a. Notwithstanding section 16 or 17,

(a) a company with "Limited" as the last word in the name thereof may use the abbreviation "Ltd", and

(b) a company with "Ltd" as the last word in the name thereof may use the word "Limited",

and reference thereto may be made in the same manner.

3. Section 235 is struck out and the following is substituted:

235. (1) Where a liquidator is unable to distribute the property of a company rateably among the members because

(a) the identity of any member is unknown,

(b) the address of any member is unknown, or

(c) any member has failed to claim his share of the property within a reasonable time,

the liquidator shall deliver or convey to the Public Trustee that share of the property of the company belonging to the member to be held in trust for the member, and thereupon subsections (5), (6) and (7) apply thereto.

(2) A delivery or conveyance under subsection (1) is a distribution among the members according to their rights and interests for the purposes of clause (d) of subsection (1) of section 222.

(3) Where the liquidator is unable to pay all the debts of the company because

(a) the identity of a creditor is unknown, or

(b) the address of a creditor is unknown,

4. A new section is added to enable the annual or final meeting of members of a company in voluntary liquidation to be dispensed with if it does not serve a useful purpose.

the liquidator shall pay to the Public Trustee an amount equal to the amount of the debt due to the creditor to be held in trust for the creditor and thereupon subsections (6) and (7) apply thereto.

(4) A payment under subsection (3) is a payment in satisfaction of the debt for the purposes of clause (d) of subsection (1) of section 222.

(5) Where the share of the property delivered or conveyed under subsection (1) is in a form other than money, the Public Trustee shall, within ten years after the delivery of the conveyance, convert it into money.

(6) Where a person beneficially entitled to the share of the property delivered or conveyed under subsection (1) or its equivalent in money, or the amount paid under subsection (3) claims it within ten years after it is delivered, conveyed or paid, the Public Trustee shall deliver, convey or pay it to him.

(7) Where a share of property or money to which subsection (6) refers is not claimed as provided in that subsection, it vests in the Crown, and if the person formerly beneficially entitled thereto at any time thereafter establishes to the satisfaction of the Lieutenant Governor in Council the fact that he was so beneficially entitled, the Provincial Treasurer, in the absolute discretion and on the order of the Lieutenant Governor in Council, may deliver, convey or pay to the person formerly beneficially entitled the property or money so vested.

4. The following new section is added immediately after section 236:

236a. (1) A judge may, on summary application by a liquidator and upon being satisfied that

- (a) no useful purpose will be served by the convening of a meeting of members under section 234 or section 236, and
- (b) no liabilities of the company remain undischarged and no member of the company will be prejudiced thereby,

make an order dispensing with the convening of any such meeting of the members.

(2) The liquidator shall file an office copy of the order with the Registrar within seven days after the making thereof.

(3) Where the order dispenses with the holding of a final meeting under section 236, the liquidator shall file with the order a copy of his final account of the winding up and a return according to Form 19 in the Second Schedule.

(4) The Registrar upon receiving the return shall forthwith register it, and upon the expiration of three months from the registration of the return the company shall be deemed to be dissolved.

5. The form mentioned in the new section 236a is added to the Second Schedule to the Act.

6. Commencement of Act.

5. The Second Schedule to the Act is amended by adding the following new form immediately after Form 18:

FORM 19

(Section 236a)

THE COMPANIES ACT

**RETURN OF COMPLETION OF LIQUIDATION IN A VOLUNTARY
WINDING UP**

I,, of,
liquidator of the, hereby inform you
that the winding up of the affairs of the said company
has been fully completed, the convening of a final meeting
of members of the said company being dispensed with by
Order dated, filed herewith.

Annexed hereto is my account of the winding up showing
how the winding up of the affairs of the company has been
conducted and the disposition of its property.

Dated this day of, 19 .. .

(Signature)

Liquidator

6. This Act comes into force on the day upon which it
is assented to.

No. 98

SECOND SESSION

FOURTEENTH LEGISLATURE

9 ELIZABETH II

1961

BILL

An Act to amend The Companies Act

Received and read the

First time.....

Second time.....

Third time.....

HON. MR. PATRICK
