

No. 69

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3rd Session, 15th Legislature, Alberta  
14 Elizabeth II

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## **BILL 69**

A Bill to amend The Companies Act

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HON. MR. HOLOWACH

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## **Explanatory Note**

1. This Bill will amend chapter 53 of the Revised Statutes.

2. Section 12 presently reads:

12. (1) A company, society or association shall not be incorporated, and a foreign company, other than a Dominion company, shall not be registered, by a name identical with that by which a company to which this Act applies, or any other company, society, association or firm in existence is carrying on business or is incorporated or registered in the Province, or so nearly resembling that name as in the opinion of the Registrar to be calculated to deceive, or by a name of which the Registrar for any other reason disapproves, except where the existing company, society, association or firm is in the course of being dissolved or of changing its name and signifies its consent in such manner as the Registrar requires, or except in the case of a company other than one to which this Act applies, where such company has ceased or is deemed to have ceased to carry on business in the Province.

(2) Where a company or a foreign company has been duly struck off the register otherwise than at its own request, the company shall for a period of one year from the date when it was struck off be deemed for the purposes of subsection (1) to be a company in existence and carrying on business.

(3) If a company, society, or foreign company is, through inadvertence or otherwise, incorporated or registered by a name identical with that by which a company, society, association or firm has previously been carrying on business or been incorporated, licensed, or registered in the Province, or by a name so nearly resembling that name as to be calculated to deceive, the Registrar may remove the company from the register after the Registrar has given notice of his intention to do so and the company has failed to alter or procure the alteration of its name within such time as the Registrar specifies in the notice.

(4) The Registrar may, on request, reserve a name for an intended company, or for a company about to change its name, or the name of a foreign company intending to apply for registration, for a period of fourteen days or such further period as he may allow, but not exceeding in the whole thirty days.

(5) This section shall be construed to form part of any Act by or under which a company, society, or association is incorporated in the Province.

# BILL

No. 69 of 1966

An Act to amend The Companies Act

(Assented to \_\_\_\_\_, 1966)

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

1. *The Companies Act* is hereby amended.

2. Section 12 is struck out and the following sections are substituted:

12. (1) A company shall not be incorporated and a foreign company shall not be registered under a name,

- (a) that is known by the Registrar to be the same as the name of an existing corporation,
- (b) that suggests or implies a connection with the Crown or any member of the Royal family or the Government of Canada or the government of any province of Canada or any department, branch, bureau, service, agency or activity of any such government without the consent in writing of the appropriate authority,
- (c) that includes the word "co-operative" or any abbreviation or derivation thereof, or
- (d) that in the opinion of the Registrar is objectionable.

(2) A company shall not be incorporated under this Act under a name that is known by the Registrar to be the same as that of a dissolved corporation.

(3) A company shall not be incorporated or registered under this Act under a name that is known to the Registrar to be similar to the name of any other corporation if the use of that name by the company would be likely to deceive, unless the corporation consents in writing to its name being given in whole or in part to the company and, if required by the Registrar, undertakes to dissolve or to change its name within six months after the incorporation of the company.

(4) A company shall not be incorporated or registered under this Act under a name that is known to the Registrar to be the same as or similar to the name of a business or association if the use of that name by the company would

**3.** Section 66 requires a register of members to be kept at the registered office of a company.

be likely to deceive, unless the business or association consents in writing to its name being given in whole or in part to the company and, if required by the Registrar, undertakes to cease to carry on its business or activities or to change its name within six months after the incorporation of the company.

(5) Where a company other than a foreign company, through inadvertence or otherwise, has been or is given a name that is the same as or is similar to the name of any other company, business or association that has previously been carrying on business or been incorporated or registered in the Province or that is objectionable for any reason, the Registrar, after he has given notice to the company of his intention to do so, may by order change the name of the company.

(6) On application of any person and on payment of the prescribed fee the Registrar may reserve a company name for a period of forty-five days, and the name may be held for the use of the applicant or his nominee within that period if it is otherwise acceptable under this section.

(7) Subsections (1), (3) and (4) do not apply to a company incorporated by or under an Act of the Parliament of Canada.

(8) In this section "business or association" means an individual carrying on business, an association or a partnership.

**12a.** (1) A person who feels aggrieved as a result of the giving of a name under this Act or the changing or refusing to change a name under this Act may, upon at least seven days' notice to the Registrar and to such other persons as the court may direct, apply to the court for a review of the matter, and the court may make an order changing the name of the company to such name as it deems proper or may dismiss the application.

(2) Within ten days after an order is made under subsection (1), the company shall file with the Registrar a copy of the order certified under the seal of the court.

### **3.** The following section is added after section 66:

**66a.** (1) Notwithstanding section 66, a company may keep the register of members at the head office or any branch office in the Province of any registered trust company under *The Trust Companies Act, 1960*.

(2) Where the register of members is kept at the head office or branch office of a trust company, the trust company is subject to the provisions of this Act respecting the register in the same manner and to the same extent as if the register were kept at the registered office of the company but the trust company is not under any circumstances entitled to a lien on the register.

**4. Section 77, subsection (1) presently reads:**

77. (1) The memorandum of any company, limited by shares, or limited by guarantee and having a share capital, may provide for the creation of the shares in the capital of such company without nominal or par value, and where it provides for preferred shares having a preference as to principal in addition to shares without nominal or par value, it shall state the amount of the preferred shares, the particular character of the preference, and the amount of each preferred share, which shall be five dollars or some multiple of five dollars, but not more than one hundred dollars.

**5. Section 83 is amended to remove references to a form of statement that is no longer required under the Act.**

**6. Section 116, subsection (1), clause (b) is revised to remove a reference to a form "a statement in lieu of prospectus" that is no longer in use.**

**7. Part VIII of that Act requires companies incorporated outside the Province to become registered with the Registrar as a condition of carrying on business in the Province. The amendment will exclude foreign trust companies which are required to be registered under The Trust Companies Act, 1960.**

**8. Section 265, subsection (1) presently reads:**

265. (1) Any person may on payment of twenty-five cents, or such less sum as the Lieutenant Governor in Council may order, for each inspection inspect the documents kept, filed, or registered by the Registrar, and any person may require a copy or extract of any document or part thereof on payment for the copy or extract of a fee not exceeding twenty cents for every hundred words or fractional part thereof, and a further fee not exceeding one dollar and ten cents if a copy or extract is required to be certified by the Registrar as a true copy.

**9. The Third Schedule is a schedule of fees payable to the Registrar. Paragraph 16 presently reads:**

16—For each and every search ..... .25

**10. Commencement of Act.**

**4.** Section 77, subsection (1) is amended by striking out the words "five dollars or some multiple of five dollars, but not more than one hundred dollar" and by substituting the words "one dollar or a multiple thereof".

**5.** Section 83 is amended

- (a) as to subsection (1)
  - (i) by striking out the words "or statement in lieu of prospectus" wherever they occur,
  - (ii) by striking out the words "or the filing of the statement in lieu of prospectus,"
- (b) as to subsection (4) by striking out the words "or any statement in lieu of prospectus,".

**6.** Section 116, subsection (1) is amended by striking out clause (b) and by substituting the following:

- (b) in the case of shares not offered to the public for subscription, disclosed in any circular or notice, not being a prospectus, inviting subscriptions for the shares.

**7.** Section 164 is amended by adding at the end thereof the words "or a foreign company that is registered as a trust company under *The Trust Companies Act, 1960*".

**8.** Section 265 is amended by striking out subsection (1) and by substituting the following:

**265.** (1) Any person may require a copy or extract of any document or part thereof on payment of a fee not exceeding thirty cents for each page of the copy or extract and a further fee not exceeding one dollar and ten cents if a copy or extract is required to be certified by the Registrar as a true copy.

**9.** The Third Schedule is amended by striking out paragraph 16 and by substituting the following:

16—For each and every search, including a search of the index of names kept by the Registrar,

- (a) if over the counter..... .25
- (b) if by telephone..... .50
- (c) if in writing..... 1.00

16a—For reservation of a company name..... 1.00

16b—For a certificate of amalgamation per  
company being amalgamated .....11.00

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

**No. 69**

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**THIRD SESSION  
FIFTEENTH LEGISLATURE  
14 ELIZABETH II  
1966**

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**BILL**

**An Act to amend The Companies Act**

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**Received and read the**

**First time** .....

**Second time** .....

**Third time** .....

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**HON. MR. HOLOWACH**

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