

1968 Bill 92

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First Session, 16th Legislature, 17 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

## **BILL 92**

**An Act to amend The Companies Act**

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THE PROVINCIAL SECRETARY

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First Reading .....

Second Reading .....

Third Reading .....

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# BILL 92

1968

An Act to amend The Companies Act

(Assented to \_\_\_\_\_, 1968)

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* is hereby amended.

2. (1) Section 2, clause (r) is amended by striking out the words before subclause (i) and by substituting the following:

(r) "extra-provincial company" means a corporation

(2) The words "foreign" or "a foreign" are struck out wherever they occur in the Act and the words "extra-provincial" or "an extra-provincial" respectively are substituted therefor.

3. Section 12a is struck out and the following is substituted:

12a. (1) A person who feels aggrieved by reason of

- (a) the refusal of the Registrar to incorporate a company or to register an extra-provincial company pursuant to subsection (1), (3) or (4) of section 12, or
- (b) the refusal of the Registrar to make an order under subsection (5) of section 12 to change the name of a company, or
- (c) a notice given by the Registrar under subsection (5) of section 12 of his intention to make an order to change the name of a company, or
- (d) the refusal by the Registrar to give his approval under subsection (1) of section 43 to a change of the name of a company, or
- (e) the approval by the Registrar under subsection (2) of section 157 to the use by an extra-provincial company of a name or title other than that under which it is registered, or the refusal of the Registrar to give an approval under subsection (2) of section 157,

## **Explanatory Notes**

**1.** This Bill amends chapter 53 of the Revised Statutes.

**2.** Section 2 (r) commences with the words:

(r) "foreign company" means a company

The term "extra-provincial company" will replace "foreign company" as the latter term is inappropriate when used with reference to corporations incorporated in Canada but outside Alberta. The word "corporation" is used instead of "company" so that it will be clear that extra-provincial corporations seeking registration in Alberta do not necessarily have to be "companies" in the sense in which that word is used under Alberta law.

All references in the Act to "foreign company" are changed to "extra-provincial company" as a result of the change in the definition.

**3.** Section 12a presently reads:

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 10 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.

The new section is a more detailed rewording of the present section and includes provision for an appeal to the court from a refusal of the Registrar to incorporate or register a company or to give his approval to a change of name or the use of another name by an extra-provincial corporation.

may appeal the Registrar's refusal, notice or approval to the court by way of originating notice of motion and upon at least seven days' notice to the Registrar and to such other persons as the court directs.

(2) The court may dismiss the appeal or direct the Registrar to withdraw his refusal or notice or revoke his approval, as the case may be.

(3) Within 10 days after the entry of an order under subsection (2), the company or extra-provincial company concerned shall file with the Registrar a copy of the order certified by the clerk of the court.

**4.** The following section is added after section 88*g*:

**88*h*.** (1) Upon the application of any interested person, the Commission may, if satisfied in the circumstances of the particular case that there is adequate justification for so doing, make an order on such terms and conditions as seem to the Commission just and expedient exempting, in whole or in part, a person from the requirements of section 88*b*.

(2) Section 88*b* does not apply to a public company to which Part IX applies.

**5.** Section 121 is amended by striking out the words "head office" wherever they occur in subsections (3), (4) and (5) and by substituting the words "registered office".

**6.** Section 124*b*, subsection (1), clause 16 is amended by striking out the words "whether an" and by substituting the words "whether on".

**7.** Section 124*e*, subsection (2), clause (c) is amended by striking out the words "head office" and by substituting the words "registered office".

**8.** Section 124*j* is amended by adding after subsection (6) the following subsection:

(7) This section does not apply to a public company to which Part IX applies.

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

**4.** The new section 88h (1) will permit the Alberta Securities Commission to make orders exempting persons from the requirements of section 88b which deals with the filing with the Commission of reports by "insiders" of companies as to their shareholdings in those companies. The section is in the same terms as the equivalent exemption provision in section 116 (1)(c) of The Securities Act, 1967.

Subsection (2) will exempt from the filing requirements all public companies with objects other than the acquisition of gain.

**5.** Section 121 is in Division 6 of Part 6 of the Act which was re-enacted in 1967. Section 121 deals with the keeping of books of account and accounting records at the "head office" of the company. The amendments will cure this drafting error and replace that term with the correct term "registered office".

**6.** Corrects a typographical error.

**7.** See note to clause 5 of this Bill.

**8.** Section 124j requires a public company to send to its shareholder an interim comparative financial statement for the first six months of its financial year. The new subsection (7) will give an exemption from this requirement to public companies with objects other than the acquisition of gain.