

1984 BILL 58

Second Session, 20th Legislature, 33 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 58

CORPORATION STATUTES AMENDMENT ACT, 1984
(NO. 2)

MR. DROBOT

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill 58
Mr. Drobot

BILL 58

1984

CORPORATION STATUTES AMENDMENT ACT, 1984 (NO. 2)

(Assented to _____, 1984)

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

Business Corporations Act

1(1) The Business Corporations Act is amended by this section.

(2) Section 202 is amended

(a) by repealing subsection (3) and substituting the following:

(3) An order under subsection (1) may revive the body corporate

(a) for the purpose of enabling it to apply for continuance under section 262, or

(b) for the purpose of carrying out particular acts specified in the order,

and the order shall state that the revival remains in effect for a specific time limited by the order.

(b) in subsection (4)(b) by striking out “subsections (4) and (6) of that section” and substituting “section 261(4) and (6)”;

(c) by adding the following after subsection (4):

(4.1) Where a person seeks the approval of the Registrar under subsection (4)(d), he shall provide to the Registrar documents relating to corporate names that are prescribed by the regulations.

Explanatory Notes

Business Corporations Act

- 1(1) This section will amend chapter B-15 of the Statutes of Alberta, 1981.
- (2) Section 202 presently reads in part:
- 202(1) Any interested person may apply to the Court for an order reviving*
- (a) a body corporate dissolved under section 261,*
 - (b) a body corporate that was dissolved under the Companies Act or its predecessors before or after the coming into force of this Act and that was not at the time of its dissolution a not-for-profit company as defined in section 261(1), or*
 - (c) a body corporate that was dissolved by reason of the operation of subsection (6).*
- (2) An applicant under subsection (1) shall give notice of the application to the Registrar and the Registrar is entitled to appear and be heard in person or by counsel.*
- (3) An order under subsection (1) may revive the body corporate for a limited period*
- (a) for the purpose of enabling it to apply for continuance under section 262, or*
 - (b) for the purpose of carrying out particular acts specified in the order.*
- (4) In an order under subsection (1) the Court may*
- (a) give directions as to the holding of meetings of shareholders, the appointment of directors and meetings of directors,*
 - (b) in the case of a body corporate revived for the purpose of enabling it to apply for continuance under section 262, give directions regarding any matter that the shareholders are required or authorized to provide for pursuant to subsections (4) and (6) of that section,*
 - (c) specify any provisions of the Companies Act that are not to apply to the body corporate during the period of its revival, or declare that*

(3) Section 254(1)(k) is amended by adding "202(4.1)," after "201,".

(4) Section 261 is amended

(a) by repealing subsection (12) and substituting the following:

(12) An application by an Alberta company for a certificate of continuance shall be made

(a) in the case of a company other than one to which clause (b) applies, within 3 years after the last day of the anniversary month of the company first occurring after the commencement of this Act,

(b) in the case of a company created by amalgamation after February 1, 1983, not later than January 31, 1986, or

(c) within any period of extension granted under subsection (13).

(b) in subsection (13) by striking out "(12)(a)" and substituting "(12)(a) or (b)".

(5) Section 272(1)(d) is amended by striking out "under section 269(3)" and substituting "in accordance with the regulations".

Companies Act

2(1) *The Companies Act is amended by this section.*

(2) Section 4 is amended by striking out "112 to 121, 133, 162 and 304, 146 and 287" and substituting "118 to 121, 133, 162 and 304".

(3) Section 94(1) is amended by striking out "registrar" and substituting "register".

(4) Section 206 is amended

(a) in subsection (2)(d) by striking out "one year" and substituting "3 years";

(b) by adding the following after subsection (2):

(3) Where the Registrar receives notice of an application under this section he may require the applicant to provide to him documents relating to corporate names that are prescribed by the regulations.

any provisions of the Companies Act are to apply to the body corporate with the variations prescribed by the order,

(d) change the name of the body corporate to a number designated or name approved by the Registrar, and

(e) give any other directions the Court thinks fit.

(3) Section 254(1)(k) presently reads:

254(1) The Lieutenant Governor in Council may make regulations

(k) prescribing the documents referred to in sections 12(3), 171(1.1), 179(1), 201, 267 and 276(1);

(4) Section 261 presently reads in part:

(12) An application by an Alberta company for a certificate of continuance shall be made

(a) within 3 years after the last day of the anniversary month of the company first occurring after the commencement of this Act, or

(b) within any extension of that period granted under subsection (13).

(13) In case of hardship, the Court may, on application by the company made within the period prescribed in subsection (12)(a) and with notice to the Registrar, extend that period for any additional period not exceeding one year.

(5) Corrects an error in reference.

Companies Act

2(1) This section will amend chapter C-20 of the Revised Statutes of Alberta 1980.

(2) Corrects errors in section references.

(3) Corrects printing error.

(4) Section 206 presently reads in part:

(2) When an application to the Court to restore a company to the register is made under this section,

(a) notice of the application shall be given to the Registrar,

(b) the Court shall by the order fix a time within which an office copy of the order shall be filed with the Registrar and his lawful requirements, if any, in respect of the company fulfilled, and may extend that time, but no order takes effect until an office copy is so filed and such lawful requirements are so fulfilled,

(5) Section 307(a.1) is amended by striking out “and 32(1.1)” and substituting “, 32(1.1) and 206(3)”.

In accordance with section 4(1) of the Interpretation Act, this Bill comes into force on the date it receives Royal Assent.

(c) on receipt of the office copy of the order the Registrar shall cause notice of the restoration of the company to the register to be published in The Alberta Gazette or the Registrar's periodical and the cost of the advertisement shall be paid to the Registrar by the company,

(d) if the application is not made within one year from the date on which the company was struck off, and another company or extra-provincial company has been incorporated or registered, as the case may be, under the same or a similar name, and the Registrar objects to the restoration of the company under its own name, the Court shall by the order provide that the company be restored under another name approved by the Registrar in writing, and the order subject to clause (b) takes effect in the same manner as if the company had changed its name and the Registrar had issued a certificate thereof in accordance with this Act, but in the case of an extra-provincial company, except a company incorporated by or under an Act of Parliament, the Court shall not make an order unless the company has changed or undertakes to change its name in accordance with its charter and regulations,

(e) the Court may make an order restoring the company for a limited period or for the purpose of carrying out a particular purpose, and after the expiration of that period, or the execution of that purpose, the company shall forthwith be struck off the register by the Registrar, and

(f) if the company has requested the Registrar to strike it off the register, the company shall not be restored without his written consent.

(5) Section 307 presently reads in part:

307 The Lieutenant Governor in Council may make regulations

(a.1) prescribing the documents referred to in sections 25(2) and 32(1.1);