

BILL

No. 32 of 1929.

An Act Respecting Companies

(Assented to _____, 1929.)

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

PRELIMINARY

SHORT TITLE

1. This Act may be cited as "*The Companies Act, 1929.*"

INTERPRETATION

2. In this Act, unless the context otherwise requires—

- (a) "Articles" shall mean the articles of association prescribing regulations for a company, whether as originally framed or as altered by special resolution, and including, in so far as they apply to the company, the regulations contained (as the case may be) in Table A or Table B in the first schedule to this Act, or in Table A in the first schedule or in Form B in the second schedule to *The Companies Act, 1922*, or *The Companies Ordinance, 1901*, respectively, or in any such table as altered in pursuance of the provisions of any such Act or Ordinance and the by-laws of a company incorporated under Ordinance No. 3 of 1880, Chapter 59 of the Revised Ordinances, 1888, or Chapter 61 of the Consolidated Ordinances, 1888, as originally framed or duly altered.
- (b) "Bank" shall mean a chartered bank carrying on the business of banking under *The Bank Act of Canada*.
- (c) "Books and papers" and "books or papers" shall include accounts, deeds, writings and documents.
- (d) "Call" shall include assessment, instalment and any other sum paid or agreed to be paid or payable in respect of a share.
- (e) "Charter" shall include any Act, Statute, Ordinance or other provision of law, by or under which a foreign company has been incorporated and any amendment thereto applying to the foreign company and any memorandum of association and deed of settlement of the foreign company, and any letters patent

or other instrument incorporating the foreign company and any license or certificate of registration thereof.

- (f) "Charter and regulations" shall include the charter of a foreign company and its articles of association, regulations, by-laws and rules.
- (g) "Company" shall mean any company incorporated under this Act and shall include an existing company.
- (h) "Company limited by guarantee" shall mean a company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up.
- (i) "Company limited by shares" shall mean a company having the liability of its members limited to the amount (if any) unpaid on the shares respectively held by them.
- (j) "Contributory" shall mean a person liable to contribute to the assets of a company in the event of its being wound up under this Act, and, in all proceedings prior to the final determination of the persons who are to be deemed contributories shall include every person alleged to be a contributory.
- (k) "The Court" shall mean the Supreme Court of Alberta.
- (l) "Debentures" shall include debenture stock and bond.
- (m) "Director" shall include any person occupying the position of director by whatever name called.
- (n) "Document" shall include summons, notice, order, certificate, register and legal process.
- (o) "Existing company" shall mean a company incorporated or registered under *The Companies Act*, Chapter 156 of *The Revised Statutes of Alberta*, 1922, or under *The Companies Ordinance*, Chapter 20 of the Ordinances of the North-West Territories, 1901, while continued in force in the Province and a company incorporated or registered under any *Companies Ordinance* of the North-West Territories prior to the first day of September, one thousand nine hundred and five, and subject to the legislative authority of the Province.
- (p) "Extraordinary resolution" shall mean a resolution which has been passed by a majority of not less than three-fourths of such members as being entitled so to do vote in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

- (q) "Foreign company" shall mean a company incorporated otherwise than by or under an Ordinance of the North-West Territories and subject to the legislative authority of the Province or by or under an Act of the Province or by or under an Act of the Dominion of Canada.
- (r) "General rules" shall mean rules and regulations made under this Act and shall include forms.
- (s) "Judge" shall mean a Judge of the Supreme Court of Alberta.
- (t) "Land" shall include all messuages, lands, tenements, hereditaments of any tenure, leaseholds and all immovable property of every kind.
- (u) "Limited company" shall include a company limited by shares; a company limited by guarantees and a specially limited company.
- (v) "Member" shall mean a subscriber of the memorandum of a company and every other person who agrees to become a member of a company and whose name is entered in its register of members.
- (w) "Memorandum" shall mean the memorandum of association of a company as originally framed or as lawfully altered, and shall include the letters patent incorporating an existing company incorporated by letters patent.
- (x) "Mortgage" shall include charge.
- (y) "Prescribed" shall mean prescribed by general rules.
- (z) "Private company" shall mean a company which by its memorandum or articles—
 - (1) in the case of a company having a share capital—
 - (i) restricts or prohibits the right to transfer any of its shares; and
 - (ii) limits the number of its members to fifty or less (exclusive of persons who are in the employment of the company, and persons who having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be members of the company); provided that where two or more persons hold one or more shares in a company jointly they shall, for the purposes of this definition, be treated as a single member; and
 - (iii) prohibits any invitation to the public to subscribe for any shares or debentures of the company; or

(2) in the case of a company not having a share capital—

- (i) limits the number of its members to fifty or less (exclusive of persons who are in the employment of the company, and of persons who having been formerly in the employment of the company were, while in such employment and have continued after the determination of such employment, to be members of the company) ;
 - (ii) prohibits any invitation to the public to become members or to subscribe for debentures of the company ; and
 - (iii) restricts or prohibits any transfer of the interest of a member in the company.
- (aa) "Prospectus" shall mean any prospectus, notice, circular, advertisement or other document offering to the public for subscription or purchase any shares or debentures of, or inviting the public to become members of, a company or an intended company.
- (bb) "Public company" shall mean a company which is not a private company.
- (cc) "Registrar" shall mean the registrar of companies or other duly authorized person performing his duties under this Act.
- (dd) "Share" shall mean share in the share capital of the company, and includes stock, except where a distinction between stock and shares is expressed or implied.
- (ee) "Special resolution" shall mean a resolution which has been passed by such a majority as is required for the passing of an extraordinary resolution and at a general meeting of which not less than twenty-one days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.
- Provided that if all the members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.
- (ff) "Specially limited company" shall mean a company limited by shares, whose memorandum provides that no member shall be personally liable for the amount (if any) unpaid on his shares.

DIVISION OF ACT

3. For convenience of reference only, this Act is divided into parts and divisions as follows:

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PART I

APPLICATION OF ACT

4. This Act shall apply to existing companies in the same manner in the case of a company limited by shares as if the company had been formed and incorporated under this Act as a company limited by shares; in the case of a company limited by guarantee, as if the company had been formed and incorporated under this Act as a company limited by guarantee; and in the case of a specially limited company, as if the company had been formed and incorporated under this Act as a specially limited company.

Provided that—

- (a) reference, express or implied, to the date of incorporation shall be construed as a reference to the date at which the existing company was incorporated under the Act or Ordinance as the case may be, under which it was incorporated;
- (b) the articles of the existing company shall, so far as the same are not contrary to any express provision of this Act, remain in force until altered or rescinded.

5. Every company heretofore or hereafter incorporated by Act of the Legislature, to which *The Insurance Act* or *The Railway Act* does not apply shall be subject to and shall comply with sections 7, 81, 82, 87, 93 to 103, 111, 122 and 257 of this Act, and in the case of any conflict between those sections and any section of the Act of incorporation those sections shall prevail, unless the Act of incorporation expressly exempts the company from any such section.

6. Division (ii) of Part X shall, *mutatis mutandis*, apply to the winding-up of any company, society, or association incorporated by or under any Act of the Legislature, unless such Act contains other provisions to the contrary, and so far as the jurisdiction of the Court extends shall apply to the winding-up of the affairs of any other company.

7. Every company heretofore or hereafter incorporated by an Act of the Legislature, whose nominal or authorized capital is increased by an order of the Lieutenant Governor in Council, by a resolution or otherwise, shall pay to the Registrar the same fee in respect of the increase as a company formed under this Act which increases its capital is required to pay.

PART II

GENERAL PROVISIONS

8. No company, association, or partnership consisting of more than twenty persons shall be formed for the purpose of carrying on or shall carry on any business that has for its object the acquisition of gain by the company, association, or partnership, or by the individual members thereof, unless it is registered as a company under this Act, or is formed in pursuance of some Ordinance or other Act.

9.—(1) For the purposes of this section, the expression "charter" includes any Act, letters patent under the Great Seal, certificate of incorporation, memorandum of association, declaration, or other instrument by or under which a corporation has been or may be incorporated in the Province.

(2) Every corporation heretofore or hereafter created within the Province by or under any Act of the Legislature or by or under any Ordinance of the North-West Territories and subject to the legislative authority of the Province shall have, and shall be deemed to have always had, capacity to accept powers to affect its objects or purposes outside the Province from any authority lawfully competent to confer the same, except where its operations are confined to the Province by some express provision in its charter or an Act of the Legislature.

(3) An express provision in the charter of a corporation which confines its operations to the Province may be abrogated in the same manner as the objects or purposes of the corporation may by law be altered.

10.—(1) For the purposes of this section the expression "corporation" means a corporation heretofore or hereafter created within the Province by or under any Act of the Legislature, and a corporation heretofore incorporated by or under any Ordinance of the North-West Territories and subject to the legislative authority of the Province, and includes any other company lawfully carrying on business in the Province.

(2) Every corporation shall be capable of acquiring and holding any real or personal property in joint tenancy in the same manner as if it were an individual; and where a corporation and an individual, or two or more corporations, become entitled to any such property under circumstances or by virtue of any instrument which would, if the corporation had been an individual, have created a joint tenancy, they shall be entitled to the property as joint tenants:

Provided that the acquisition and holding of property by a corporation in joint tenancy shall be subject to the like conditions and restrictions as attach to the acquisition and holding of property by a corporation in severalty.

(3) Where a corporation is joint tenant of any property, then on its dissolution the property shall devolve on the other joint tenant.

11. No person or persons shall trade or carry on business within the Province under any name or title of which "limited," "limited liability," or "limited, non-personal liability" is or are the last word or words, unless duly incorporated with limited liability and entitled to use such word or words, and every person so trading or carrying on business shall be liable to a fine not exceeding twenty-five dollars for every day upon which that name or title has been used.

12.—(1) A company, society or association shall not be incorporated, and a foreign 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 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 he has given notice of his intention so to do, 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 farther period as he may allow, 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 may be incorporated in the Province.

13. No company shall be formed under this Act, nor shall a company have power under this Act—

- (a) to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the note of a bank, or to engage in the business of banking; or
- (b) to construct and operate a railway; or
- (c) to carry on the business of insurance; or
- (d) to execute the office of executor, administrator, trustee, receiver, assignee, agent, liquidator, guardian of a minor's estate or committee of a lunatic's estate except as is expressly authorized by this Act; or
- (e) to construct or operate a telegraph or telephone system, except as is expressly authorized by this Act.

14.—(1) No loan shall be made by a public company to any shareholder or director.

(2) This section shall not apply to a company which carries on the business of a loan company.

PART III

INCORPORATION AND ORGANIZATION

Division (1)—Memorandum of Association

15.—(1) Any three or more persons (or, in the case of a private company, any two or more persons) associated for any lawful purpose permitted by this Act may, by subscribing their names to a memorandum of association and otherwise complying with the requirements of this Act in respect of registration, form an incorporated company, with limited liability (that is to say), either—

- (a) a company limited by shares; or
- (b) a company limited by guarantee; or
- (c) a specially limited company;

Provided that where a company is being formed for the purposes of a club, the Registrar may require evidence to his satisfaction that the club has been carried on for at least one year immediately preceding the application for incorporation and has been conducted in a proper manner.

(2) The memorandum must be signed by each subscriber in the presence of at least one witness, who must attest the signature.

16. In the case of a company having a share capital—

- (a) no subscriber of the memorandum may take less than one share;
- (b) each subscriber must write opposite to his name the number and class of shares he takes.

17. In the case of a company limited by shares, the memorandum shall, in accordance with Form 1 in the second schedule, state—

- (a) the name of the company, with "Limited" or "Ltd." as the last word thereof;
- (b) that the registered office will be situate in Alberta;
- (c) the objects of the company;
- (d) that the liability of the members is limited;
- (e) particulars of the share capital with which the company proposes to be incorporated, which may be—
 - (i) divided into shares of a fixed amount; or
 - (ii) divided into shares without nominal or par value; or
 - (iii) divided into shares comprised partly of one of the foregoing classes and partly of the other.

18. In the case of a company limited by guarantee—

(1) The memorandum shall in accordance with Form 2 in the second schedule, state—

- (a) the name of the company, with "Limited" or "Ltd." as the last word in its name;
- (b) that the registered office will be situate in Alberta;
- (c) the objects of the company;
- (d) that the liability of the members is limited;
- (e) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding-up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.

(2) If the company has a share capital the memorandum must also state the amount of share capital with which the company proposes to be registered as hereinbefore provided in the case of a company limited by shares.

(3) If the company has not a share capital, every provision in the memorandum or articles or in any resolution

of the company which purports to give any person a right to participate in the divisible profits of the company otherwise than as a member shall be void.

(4) For the purpose of the provisions of this Act relating to the memorandum of the company, every provision in the memorandum or articles or in any resolution of the company purporting to divide the undertaking of the company into shares or interests shall be treated as a provision for a share capital, notwithstanding that the nominal amount or number of the shares or interests is not specified thereby.

19.—(1) In the case of a specially limited company, the memorandum shall state—

- (a) the name of the company, with "Limited (Non-personal Liability)" as the last words in its name;
- (b) that the registered office shall be situate in Alberta;
- (c) that the objects of the company are restricted to prospecting for, locating, acquiring, managing, developing, working, and selling mines, mineral claims, and mining properties, and the winning, getting, treating, refining, and marketing of minerals therefrom, and to the exercise of the powers mentioned in section 19, subsection (2);
- (d) that the liability of the members is limited and no personal liability shall attach to any member; and
- (e) the amount of share capital with which the company proposes to be registered and the division thereof into shares of fixed amount.

(2) For the purpose of carrying out its objects, a specially limited company shall have, without setting forth in its memorandum the following, but, except as in this Act expressed, no greater powers, namely:

- (a) to acquire by purchase, lease, hire, discovery, location, or otherwise, and hold, mines, mineral claims, mineral leases, mining lands, prospects, licenses, and mining rights of every description, including petroleum claims and lands and natural gas claims and lands, and to work, develop, operate, turn to account, sell, or otherwise dispose of the same or any of them or any interest therein;
- (b) to dig, drill, or bore for, raise, crush, wash, smelt, reduce, refine, amalgamate, assay, analyze, and otherwise treat gold, silver, copper, lead, iron, coal, petroleum, natural gas, and any other ore, deposit, metal, or mineral whatsoever, whether belonging to the company or not, and to render the same merchantable, and to buy, sell, and deal in the same or any product thereof;
- (c) to engage in any branch of mining, smelting, milling, and refining minerals;

- (d) to acquire by purchase, lease, hire, exchange, or otherwise timber lands, leases, or claims, rights to cut timber, surface rights and rights-of-way, water rights and privileges, patents, patent rights and concessions, and other real or personal property;
- (e) to acquire by purchase, lease, hire, exchange, or otherwise, and to construct, operate, maintain, or alter, trails, roads, ways, tramways, reservoirs, dams, flumes, race and other ways, watercourses, canals, aqueducts, pipelines, wells, tanks, bridges, wharves, piers, mills, pumping plants, factories, foundries, furnaces, coke-ovens, crushing works, smelting works, concentrating works, refining works, hydraulic, electrical, and other works and appliances, power devices and plants of every kind, laboratories, warehouses, boarding-houses, dwellings, buildings, machinery, plant, and other works and conveniences, and to buy, sell, manufacture, and deal in all kinds of goods, stores, provisions, implements, chattels, and effects required by the company or its workmen or servants;
- (f) to build, purchase, lease, hire, charter, navigate, use, and operate cars, wagons, and other vehicles, boats, ships, and other vessels for the purposes of the company;
- (g) to sell, or otherwise dispose of, ore, metal, oil, gas, or mineral product, and to take contracts for mining work of all kinds, and to accept as the consideration shares, stock, debentures, or other securities of any limited company, whosoever incorporated and carrying on any business, directly or indirectly, conducive to the objects of a specially limited company, if such shares (except the shares of a company having non-personal liability), stock, debentures, or other securities are fully paid up, and to sell or otherwise dispose thereof;
- (h) to enter into any arrangement for sharing profits, union of interests, or co-operation with any person or company, whosoever incorporated, carrying on or about to carry on any business, transaction, or undertaking which a specially limited company is authorized to carry on;
- (i) to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company, whosoever incorporated, carrying on any business permitted to or possessed of property available for the purposes of a specially limited company;
- (j) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments;

- (h) to borrow, raise, or secure the payment of money in such manner as it shall think fit, and in particular by the issue of debentures charged upon all or any part of the property, including uncalled capital, so, however, that the total amount borrowed, raised, or secured and outstanding shall not, without the sanction of a general meeting of the company, exceed one-quarter of the capital for the time being paid up; but nothing in this clause contained shall limit or affect any power of borrowing vested in the directors under the memorandum of articles;
- (i) to distribute any of the property of the company among the members in specie;
- (m) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with the undertaking or the whole or any part of the property and rights of the company, and to accept as consideration therefor shares, stock, debentures, or other securities of any limited company, whosoever incorporated and carrying on any business, directly or indirectly, conducive to the objects of a specially limited company, if such shares (except the shares of a company having non-personal liability), stock, debentures, or other securities are fully paid up;
- (n) to procure the company to be registered, licensed, or recognized in any part of Canada or in any other country, and to accept rights and powers to carry on its business therein;
- (o) to do all or any of the above things as principals, agents, contractors or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

Division (2)—Articles of Association

20.—(1) In the case of a company having a share capital and limited by guarantee there shall, and in the case of any other company having a share capital there may be registered with the memorandum articles of association prescribing regulations for the company, and such articles may adopt all or any of the regulations contained in Table A in the first schedule.

(2) If articles are not registered, or if articles are registered, in so far as the articles do not exclude or modify the regulations in that table, those regulations shall, so far as applicable, be the regulations of the company in the same manner and to the same extent as if they were contained in duly registered articles.

21.—(1) In the case of a company limited by guarantee and not having a share capital there shall be registered with the memorandum articles of association prescribing regula-

tions for the company, and such articles may adopt all or any of the regulations contained in Table B in the first schedule.

(2) The articles must state the number of members of which the company will consist, for the purpose of enabling the Registrar to determine the fees payable on registration.

(3) In so far as the articles do not exclude or modify the regulations in Table B, those regulations shall, so far as applicable, be the regulations of the company in the same manner and to the same extent as if they were contained in duly registered articles.

22. The articles shall be printed or typewritten and be divided into paragraphs numbered consecutively.

23. The articles (if any) shall be signed by each subscriber to the memorandum of association in the presence of at least one witness, who must attest the signature.

Division (3)—Registration and Incorporation

24. The applicants for incorporation shall deliver the memorandum and the articles (if any) to the Registrar, and if all other requirements of this Act precedent to incorporation have been complied with, the Registrar shall retain and register them.

25.—(1) On the registration of the memorandum of a company, the Registrar shall issue a certificate under his seal of office, showing—

- (a) that the company is incorporated;
- (b) the amount of its capital (if any);
- (c) the number of shares (if any) into which its capital is divided;
- (d) in the case of a company limited by shares that the company is limited; or in the case of a specially limited company, that the company is specially limited; or in the case of a company limited by guarantee, that the company is limited by guarantee;
- (e) the place where the registered office of the company is to be situated—

and shall, at the cost of the applicants for incorporation, publish the certificate and a statement shortly setting out the objects for which the company has been incorporated, in *The Alberta Gazette*.

(2) Where the memorandum and the articles (if any) of the company as registered by the Registrar under section 24 do not in fact comply with all the requirements of this Act, and the Registrar by inadvertence issues a certificate under subsection (1), the company shall upon his request file with

him such documents as he requires, and thereupon the Registrar may correct the register and issue a corrected certificate.

26. A certificate of incorporation given by the Registrar in respect of a company shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental to incorporation have been complied with, and that the company is a company authorized to be registered and duly registered under this Act.

27. From the date of incorporation mentioned in the certificate of incorporation the subscribers, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum, capable of exercising all the functions of an incorporated company, and having perpetual succession and a common seal, with power to hold lands, but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in this Act.

28.—(1) The memorandum and articles shall, when registered, bind the company and the members thereof to the same extent as if they respectively had been signed and sealed by each member, and contained covenants on the part of each member, his heirs, executors, and administrators, and in the case of a corporation, its successors, to observe all the provisions of the memorandum and of the articles, subject to the provisions of this Act.

(2) All money payable by any member to the company under the memorandum or articles shall be a debt due from him to the company of the nature of a specialty debt.

Division (5)—Organization and Commencement of Business

29.—(1) A public company having a share capital shall not—

- (a) allot any of its shares; or
- (b) commence any business; or
- (c) exercise any borrowing powers; unless—
 - (i) the company has filed with the Registrar a prospectus complying with this Act, or, if the company does not issue any invitation to the public to subscribe for its shares, a statement in lieu of prospectus, according to Form 4 in the second schedule, naming therein an amount in cash as the minimum subscription upon which the directors may proceed to allotment:
 - Provided that where the company proposes to take over an established business, and does

not require or propose to issue any shares or debentures for cash to enable it to carry on that business, the company shall file a statement in lieu of prospectus according to Form 5 in the second schedule, and shall not be required to name therein a minimum subscription; and

- (ii) the minimum subscription so named has been subscribed, and the sum payable on application therefor, which shall not be less than five per cent of the nominal amount of each share, has been paid to and received by the company; and
- (iii) the company has filed with the Registrar a statutory declaration as prescribed by section 31; and
- (iv) the Registrar has issued under his seal of office a certificate that the company is entitled to commence business.

(2) The minimum subscription so named—

- (a) shall be the amount which the company shall fix as necessary in order that the company may, with reasonable prospect of success, carry out the plan of operations or conduct the business described in the prospectus or statement in lieu of prospectus; and
 - (b) shall be reckoned exclusively of any amount payable to the company otherwise than in cash; and
 - (c) shall only be expended for the purposes set forth in the statement or prospectus, unless the company by extraordinary resolution sanctions its expenditure for some other purpose authorized by the memorandum of the company.
- (3) (a) All money paid to and received by the company in respect of the minimum subscription shall be deposited as trust funds to its credit as trustee in a separate account in a branch or agency of a bank in the Province, and the company shall hold and shall declare in its prospectus or statement in lieu of prospectus that it will hold all such moneys in trust to be repaid, if the minimum subscription is not subscribed, in accordance with this section.
- (b) If any such money is not so deposited and held, the directors of the company shall be jointly and severally liable to repay the money with interest at the rate of six per cent per annum from the date when it was paid to the company by the subscriber:

Provided that a director shall not be liable if he proves that the failure so to deposit and hold the money was not due to any misconduct or negligence on his part.

- (4) (a) In the case of a company which has filed a prospectus, if the minimum subscription has not been subscribed at the expiration of ninety days after the first issue of the prospectus, all money paid to and received by the company in respect of the minimum subscription shall be forthwith repaid to the subscribers without any deduction, but without interest; and if such money is not so repaid within one hundred and twenty days after the first issue of the prospectus, the directors of the company shall be jointly and severally liable to repay that money with interest at the rate of six per cent per annum from the expiration of the ninety-eighth day:

Provided that a director shall not be liable if he proves that the failure so to repay the money was not due to any misconduct or negligence on his part.

- (b) In the case of a company which has filed a statement in lieu of prospectus, the periods of ninety and one hundred and twenty days shall commence respectively from the date on which the statement is filed with the Registrar.

- (c) A judge of the Supreme Court may upon application either before or after the expiration of any such period, extend the same for such further period as may appear to him to be desirable.

- (5) Nothing in this section shall prevent the simultaneous offer for subscription or allotment of shares and debentures, or the receipt of any money payable on application for debentures.

- (6) Any contract made by a company before the date at which it is entitled to commence business shall be provisional only, and shall not be binding on the company until that date, and on that date it shall become binding.

- (7) Any condition requiring or binding an applicant for shares or debentures to waive compliance with any requirement of this section shall be void.

- (8) An allotment made by a company to an applicant in contravention of this section shall be void, and shall be so void notwithstanding that the company is in course of being wound up.

- (9) Every company which fails to comply with or contravenes any provision of this section shall be guilty of an offence against this Act.

- (10) For the purposes of Forms 4 and 5 in the second schedule, the expression "vendor" shall have the meaning assigned to it by subsections (5) and (6) of section 84.

- (11) This section shall not apply to an existing company in respect of any act done or omitted before the coming into force of this Act.

30.—(1) A public company not having a share capital shall not—

- (a) admit any person to membership in the company; or
- (b) commence any business; or
- (c) exercise any borrowing powers, unless—

- (i) the company has filed with the Registrar a prospectus complying with this Act, or, if the company does not issue any invitation to the public to become members in the company, a statement in lieu of prospectus, according to Form 4 in the second schedule, naming therein an amount in cash as the minimum subscription upon which the company may proceed to admit new members:

Provided that where the company proposes to take over an established business, and does not require or propose to admit any members for a subscription in cash to enable it to carry on that business, the company shall file a statement in lieu of prospectus according to Form 5 in the second schedule, and shall not be required to name therein a minimum subscription; and

- (ii) the minimum subscription so named has been subscribed, and the sum payable on application therefor, which shall not be less than five per cent of the amount which each member is required to contribute, has been paid to and received by the company; and
- (iii) the company has filed with the Registrar a statutory declaration as prescribed by section 32; and
- (iv) the Registrar has issued under his seal of office a certificate that the company is entitled to commence business.

(2) Subsections (2), (3), (4), (6), (9), (10) and (11) of section 29 shall apply to a company to which this section applies.

(3) Any condition requiring or binding an applicant for membership to waive compliance with any requirements of this section shall be void.

(4) An admission to membership by a company in contravention of this section shall be void, and shall be so void notwithstanding that the company is in course of being wound up.

31.—(1) When the minimum subscription has been subscribed, the company shall file with the Registrar a statutory declaration by the directors—

- (a) according to Form 6 in the second schedule, in the case of a company which has filed a statement in lieu of prospectus and has named therein a minimum subscription; or
- (b) according to Form 7 in the second schedule, in the case of a company which has filed a statement in lieu of prospectus and has not named therein a minimum subscription; or
- (c) according to Form 8 in the second schedule, in the case of a company which has filed a prospectus:

Provided that where a director was by reason of his absence from the Province or for other good reason unable to, and did not, perform his duties as a director in relation to the organization of the company pursuant to this Division, he shall not be required to make such a statutory declaration as aforesaid, but in lieu thereof shall make a statutory declaration stating why he was prevented from so performing his duties as a director.

(2) Upon the filing of such a statutory declaration as is prescribed by this section, the Registrar may issue under his seal of office a certificate that the company is entitled to commence business, and that certificate shall be conclusive evidence that the company is so entitled.

32.—(1) Every public company shall, within six months from the date at which the company becomes entitled to commence business, hold a general meeting of the company (in this Act called "the statutory meeting").

(2) The directors shall, at least seven days before the day on which the meeting is held, forward to every member of the company, and to every person entitled under this Act to receive it, a report (in this Act called "the statutory report") made up to a date not more than seven days before the date of the notice of the statutory meeting, and shall at the same time cause a copy, certified as by this section required, to be filed with the Registrar.

(3) The statutory report shall be certified by not less than two directors of the company, or, where there are less than two directors, by the sole director or manager, and shall state—

- (a) the total number of shares or debentures allotted, distinguishing shares allotted as fully or partly paid up otherwise than in cash, and stating in the case of shares or debentures partly paid up, the extent to which they are so paid up, and in either case the consideration for which they have been allotted;

- (b) the total amount of cash received by the company in respect of all the shares and debentures distinguished as aforesaid;
 - (c) an abstract of the receipts of the company, exhibiting under distinctive headings the receipts of the company from shares and debentures and other sources, the payments made thereout, and particulars concerning the balance remaining in hand, and an account or estimate of the preliminary expenses of the company;
 - (d) the full names, addresses, and descriptions of the directors, auditors (if any), managing directors (if any), and secretary of the company; and
 - (e) the particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification.
- (4) The statutory report shall, so far as it relates to the shares and debentures allotted by the company, and to the cash received in respect thereof, and to the receipts and payments of the company, be certified as correct by the auditors (if any) of the company.
- (5) The provisions of subsections (3) and (4) relating to the particulars as to shares required to be stated in the statutory report shall not apply to a company not having a share capital; but in lieu thereof the statutory report shall state the number of members admitted, and the consideration for which they were respectively admitted, and the total amount of cash received from them, and the auditors (if any) shall certify accordingly.
- (6) The directors shall cause a list showing the names, descriptions, and addresses of the members of the company, and the number of shares held by them respectively, to be produced at the commencement of the meeting, and to remain open and accessible to any member of the company during the continuance of the meeting.
- (7) The members of the company present at the meeting shall be at liberty to discuss any matter relating to the formation of the company, or arising out of the statutory report, and to pass any ordinary resolution in relation thereto whether previous notice has been given or not.
- (8) The meeting may adjourn from time to time, and an adjourned meeting shall have the same powers as an original meeting.
- (9) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.
- (10) If default is made in filing such report as aforesaid or in holding the statutory meeting, then at the expiration of fourteen days after the last day on which the meeting

ought to have been held any shareholder may petition the Court for the winding-up of the company; and upon the hearing of the petition the Court may either direct that the company be wound up or give directions for the report to be filed, or for a meeting to be held, or make such other order as may be just; and may order that the costs of the petition be paid by any persons who in the opinion of the Court are responsible for the default.

33. A company shall not previous to the statutory meeting vary the terms of a contract referred to in the prospectus, or statement in lieu of prospectus, except subject to the approval of the statutory meeting.

34.—(1) No shares or debentures of a public company allotted or issued or agreed to be allotted or issued to any person for property, services, or any consideration other than cash, shall be transferred, sold, or in anywise dealt with or disposed of before the statutory meeting of the company is held pursuant to this Act, and no certificate of any such share or debenture shall be issued or delivered by the company until that meeting is held.

(2) A transfer, sale, or other dealing in or disposition of shares or debentures contrary to this section shall be void.

(3) Every company and person who contravenes this section shall be guilty of an offence against this Act, and the directors of the company shall be liable to compensate the company and any person injured for any loss, damage, or costs which the company or such person may have sustained or incurred by a contravention of this section:

Provided that—

- (a) a director shall not be liable if he proves that the contravention was not due to any misconduct or negligence on his part; and
- (b) proceedings to recover any such loss, damage, or costs shall not be commenced after the expiration of two years from the date of the contravention.

PART IV

ALTERATION OF CONSTITUTION

Division (1)—Memorandum of Association

35. A company may not alter the conditions contained in its memorandum, except in the cases and in the mode and to the extent for which express provision is made in this Act.

36.—(1) Where any alteration is made in the memorandum of a company, every copy of the memorandum issued after the date of the alteration shall be in accordance with the alteration.

(2) Every company which makes default in complying with this provision shall be guilty of an offence against this Act.

Name.

37.—(1) A company may, by special resolution and with the approval of the Registrar signified in writing, change its name.

(2) The company shall publish in *The Alberta Gazette*, and once a week for four consecutive weeks in a newspaper published or (where there is no newspaper published) circulated in the locality in which the registered office of the company is situate, and in the locality in which the operations of the company are carried on, a notice of its intention to apply for the change of name, and of the name proposed to be adopted, and shall file with the Registrar a statutory declaration proving such publication.

(3) When the special resolution and the statutory declaration have been filed with the Registrar, and all lawful requirements of the Registrar in respect of returns or reports due from the company under this Act have been complied with, the Registrar shall enter the new name on the register in place of the former name, and shall issue under his seal of office a certificate showing the change of name.

(4) The change of name shall not affect any rights or obligations of the company, or render defective any legal proceedings by or against the company, and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.

Objects.

38.—(1) Subject to the provisions of this section, a company may, by special resolution confirmed by an order of the Court, alter the provisions of its memorandum with respect to the objects of the company, so far as may be required to enable it—

- (a) to carry on its business more economically or more efficiently; or
- (b) to attain its main purpose by new or improved means; or
- (c) to carry on some business which, under existing circumstances, may conveniently or advantageously be combined with the business of the company; or

(d) to restrict or abandon any of the objects specified in the memorandum.

(2) Before confirming the resolution the Court must be satisfied—

(a) that sufficient notice has been given to every holder of debentures of the company, and to any persons whose interests will, in the opinion of the Court, be affected by the alteration; and

(b) that, with respect to every creditor who, in the opinion of the Court, is entitled to object, and who signifies his objection in manner directed by the Court, either his consent to the alteration has been obtained or his debt or claim has been discharged or has determined, or has been secured to the satisfaction of the Court:

Provided that the Court may, in the case of any person or class, for special reasons, dispense with the notice required by this section.

(3) The Court may make an order confirming the resolution either wholly or in part, and on such terms and conditions as it thinks fit.

(4) The Court shall, in exercising its discretion under this section, have regard to the rights and interests of the members of the company or of any class of them, as well as to the rights and interests of the creditors, and may, if it thinks fit, adjourn the proceedings in order that an arrangement may be made to the satisfaction of the Court for the purchase of the interests of dissentient members; and may give such directions and make such orders as it may think expedient for facilitating or carrying into effect any such arrangement:

Provided that no part of the capital of the company may be expended in any such purchase.

(5) Where an order is made under this section, the company shall, within fifteen days from the date of the order or within such further time as the Court may allow, file with the Registrar an office copy thereof, together with a copy of the memorandum as altered, and the resolution as confirmed by the order shall not take effect until the copies are so filed.

(6) The Registrar shall certify under his seal of office the registration of the order and the memorandum as altered, and his certificate shall be conclusive evidence that all the requirements of this Act with respect to the alteration and the confirmation of the resolution have been complied with, and thenceforward the memorandum so altered shall be the memorandum of the company.

(7) The Registrar shall cause the certificate, together with a statement of the objects of the company, as altered, to be published at the cost of the company in *The Alberta Gazette*.

(8) Every company which makes default in filing with the Registrar any document required by this section to be filed with him shall be guilty of an offence against this Act.

Share Capital.

39. A limited company may by special resolution determine that any portion of its share capital which has not been already called up shall not be capable of being called up, except in the event and for the purposes of the company being wound up, and thereupon that portion of its share capital shall not be capable of being called up except in the event and for the purposes aforesaid.

40.—(1) A company having a share capital may by extraordinary resolution—

- (a) increase its share capital by the creation of new shares of such amount or of such number of new shares without nominal or par value as it thinks expedient;
- (b) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled or in the case of the cancellation of shares without nominal or par value, by the number of shares so cancelled;
- (c) cancel paid-up shares which are surrendered to the company by way of gift, and, if the resolution so provides, diminish the amount of its share capital by the amount of the shares or in the case of shares without nominal or par value by the number of the shares so cancelled.

(2) The powers conferred by this section may, if the articles so provide, be exercised by ordinary resolutions of the company or by resolution of the directors.

(3) A cancellation of shares in pursuance of this section shall not be deemed to be a reduction of share capital within the meaning of sections 43 to 48.

(4) A resolution under this section shall not take effect until a copy has been filed with the Registrar, and the proper fees paid to him; and when the resolution has been so filed and the fees paid, the Registrar shall issue under his seal of office a certificate showing the alteration effected by the resolution.

Consolidation, Subdivision, etc., of Share Capital.

41.—(1) A company having a share capital may by special resolution—

- (a) consolidate and divide all or any of its share capital having a par value into shares of larger amount than its existing shares;

- (b) convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination, or without nominal or par value.
- (c) subdivide its shares having a par value, or any of them, into shares of smaller amount than its existing shares, so, however, that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

(2) Where a company having a share capital has converted any of its shares into stock, all the provisions of this Act which are applicable to shares only shall cease as to so much of the share capital as is converted into stock; and the register of members of the company, and the annual list of members to be filed with the Registrar, shall be altered accordingly.

(3) A resolution under this section shall not take effect until a copy has been filed with the Registrar, and when the resolution has been so filed the Registrar shall issue under his seal of office a certificate showing the alteration effected by the resolution.

Reorganization of Share Capital

42.—(1) A company having a share capital may, by special resolution confirmed by an order of the Court, modify the provisions contained in its memorandum so as to reorganize its share capital, whether by the consolidation of shares of different classes or by the division of its shares into shares of different classes, or by the variation of the rights attached to any class, or subject to section 72 by the conversion of shares of a fixed amount into shares without nominal or par value or by the conversion of shares without nominal or par value into shares of a fixed amount:

Provided that no preference or special privilege attached to or belonging to any class of shares shall be interfered with except by a resolution passed by a majority in number of shareholders of that class holding three-fourths of the share capital of that class, and confirmed at a meeting of shareholders of that class in the same manner as a special resolution of the company is required to be confirmed, and every resolution so passed shall bind all shareholders of the class.

(2) Where an order is made under this section, an office copy thereof shall be filed with the Registrar within fifteen days from the date of the order or such further time as the Court may allow, and the resolution as confirmed by the order shall not take effect until the copy has been so filed. The Registrar shall issue under his seal of office a certificate showing the alteration effected by the resolution as so confirmed.

43. Subject to confirmation by the Court, a company having a share capital may by special resolution after its memorandum so as to reduce its share capital in any way, and in particular (without prejudice to the generality of the foregoing power) may—

- (a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
- (b) either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost or unrepresented by available assets; or
- (c) either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the company.

44.—(1) Where the proposed reduction of share capital involves either diminution of liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital, and in any other case if the Court so directs, every creditor of the company who at the date fixed by the Court is entitled to any debt or claim which, if that date were the commencement of the winding-up of the company, would be admissible in proof against the company, shall be entitled to object to the reduction.

(2) The Court shall settle a list of creditors so entitled to object, and for that purpose shall ascertain, as far as possible without requiring an application from any creditor, the names of those creditors and the nature and amount of their debts or claims, and may publish notices fixing a day or days within which creditors not entered on the list are to claim to be so entered or are to be excluded from the right of objecting to the reduction.

(3) Where a creditor entered on the list whose debt or claim is not discharged or determined does not consent to the reduction, the Court may, if it thinks fit, dispense with the consent of that creditor, on the company securing payment of his debt or claim by appropriating, as the Court may direct, the following amount, that is to say—

- (a) if the company admits the full amount of his debt or claim, or, though not admitting it, is willing to provide for it, then the full amount of the debt or claim;
- (b) if the company does not admit or is not willing to provide for the full amount of the debt or claim, or if the amount is contingent or not ascertained, then an amount fixed by the Court after the like inquiry and adjudication as if the company were being wound up by the Court.

(4) Every company which wilfully conceals the name of any creditor entitled to object to the reduction, or wilfully

misrepresents the nature or amount of the debt or claim of any creditor, shall be guilty of an offence against this Act.

45.—(1) The Court, if satisfied, with respect to every creditor of the company who under this Act is entitled to object to the reduction, that either his consent to the reduction has been obtained or his debt or claim has been discharged or has determined, or has been secured, may make an order confirming the resolution for reducing share capital either wholly or in part and on such terms and conditions as it thinks fit.

(2) Where an order is made under this section, the company shall file with the Registrar, within fifteen days from the date of the order or within such further time as the Court may allow, an office copy thereof and of a minute (approved by the Court), showing with respect to the share capital of the company, as altered by the order, the amount of the share capital, the number of shares into which it is divided, the amount of each share, and the amount (if any) at the date of the registration deemed to be paid up on each share, and distinguishing by their appropriate numbers the shares fully paid, partly paid, and forfeited, as the case may be, and the resolution as confirmed by the order shall not take effect until the copies have been so filed.

(3) The Registrar shall certify under his seal of office the registration of the order and minute, and his certificate shall be conclusive evidence that all the requirements of this Act with respect to reduction of share capital have been complied with, and that the share capital of the company is such as is stated in the minute.

(4) With a view to giving proper information to the public, the Court may direct the company to publish the causes which led to and the reasons for the reduction, and notice of the registration with the Registrar, and such other information as the Court may think expedient.

(5) The minute when filed and registered shall be deemed to be substituted for the corresponding part of the memorandum of the company and shall be valid and alterable as if it had originally been contained therein; and shall be embodied in every copy of the memorandum issued after its registration.

46. A member of the company, past or present, shall not be liable in respect of any share to any call or contribution exceeding in amount the difference (if any) between the amount paid, or (as the case may be) the reduced amount (if any) which is to be deemed to have been paid, on the share and the amount of the share as fixed by the minute:

Provided that if any creditor entitled in respect of any debt or claim to object to the reduction of share capital is by reason of his ignorance of the proceedings for reduction,

or of their nature and effect with respect to his claim, not entered on the list of creditors, and after the reduction the company is unable to pay the amount of his debt or claim, thus—

- (a) every person who was a member of the company at the date of the registration of the order for reduction and minute shall be liable to contribute for the payment of that debt or claim an amount not exceeding the amount which he would have been liable to contribute if the company had commenced to be wound up on the day before that registration; and
- (b) if the company is wound up, the Court, on the application of any such creditor, and proof of his ignorance as aforesaid, may, if it thinks fit, settle accordingly a list of persons so liable to contribute, and make and enforce calls and orders on the contributories settled on the list as if they were ordinary contributories in a winding-up.

Nothing in this section shall affect the rights of the contributories among themselves.

Division (2)—Articles of Association

47.—(1) Subject to the provisions of this Act and to the conditions contained in its memorandum, a company may by special resolution alter or add to its articles; and any alteration or addition so made shall be as valid as if originally contained in the articles, and be subject in like manner to alteration by special resolution.

(2) Where articles have been registered, a copy of every extraordinary and special resolution and of every ordinary resolution of the company passed under the authority of or affecting the contents of the articles shall, so long as any such resolution is in force, be embodied in or annexed to every copy of the articles issued after the passing of the resolution.

(3) Every company which makes default in embodying in or annexing to a copy of its articles a copy of a resolution required by this section to be so embodied or annexed shall be guilty of an offence against this Act.

Division (3)—Conversion of Companies

Company Limited by Shares to Specially Limited Company

48. Subject to anything contained in the memorandum or articles, a company limited by shares and established for the principal object of mining may, for the purpose of converting itself into a specially limited company, alter the

conditions of its memorandum by special resolution, so that its memorandum will comply with the requirements of this Act for a specially limited company.

Specially Limited Company to Company Limited by Shares

49. Subject to anything contained in the memorandum or articles, a specially limited company may, for the purpose of converting itself into a company limited by shares, alter its memorandum by special resolution, so that its memorandum will comply with the requirements of this Act for a company limited by shares.

50.—(1) Where a company exercises the powers conferred by either of the last two preceding sections—

- (a) the company shall by its special resolution make such alterations in its articles as may be necessary for the purposes of its conversion;
- (b) the company shall file with the Registrar a copy of the special resolution, together with a copy of its memorandum as altered, and shall surrender to the Registrar its certificate of incorporation, which the Registrar shall cancel;
- (c) the Registrar shall issue under his seal of office a new certificate showing in what respects the constitution of the company is altered, and thereupon the conversion of the company shall take effect according to the tenor of the resolution.

(2) Whenever any such exercise involves an alteration of the provisions of its memorandum with respect to the objects of the company, the company shall comply with section 38 of this Act.

Public and Private Companies

51. Subject to anything contained in the memorandum or articles, a public company may by special resolution alter its memorandum and articles so as to include the provisions necessary for a private company, and to exclude any provisions inconsistent therewith, and upon filing the resolution with the Registrar the company shall be converted into a private company, and the Registrar shall issue a certificate showing the change in the status of the company.

52.—(1) Subject to anything contained in the memorandum or articles, a private company may, for the purpose of being converted into a public company, pass a special resolution altering its memorandum and articles so as to exclude the provisions inconsistent with a public company.

(2) The resolution shall be filed with the Registrar, but shall not take effect until he issues under his seal of office a certificate that the company is entitled to carry on business as a public company.

(3) The Registrar shall not issue the certificate unless—

- (a) the company proves by the statutory declaration of a director that it has carried on active business for not less than two years; or
- (b) the company files with the Registrar a statement in lieu of prospectus according to Form 4 or Form 5 in the second schedule, or a prospectus complying with this Act, subject in either case to such changes as the fact may demand.

(4) Every company required to file a statement in lieu of prospectus, or a prospectus pursuant to this section, shall—

- (a) if it has a share capital, be subject to and comply with section 29 (except clauses (b) and (c) of subsection (1) and subsection (6)) and sections 31 to 34; and
- (b) if it has not a share capital, be subject to and comply with section 30 (except clauses (b) and (c) of subsection (1)) and sections 31 to 34 inclusive.

53. If the company fails to comply with the provisions included in its memorandum or articles which constitute it a private company, it shall cease to be entitled to the privileges and exemptions conferred on private companies under the sections of this Act relating to the right of preference shareholders and debenture-holders to receive and inspect balance sheets and reports (section 111), to the making of an annual return in the form of a balance sheet (section 117), to the grounds upon which a company may be wound up by the Court (section 163) and to the minimum number of members with which a company may continue to carry on business (section 257) and thereupon those sections shall apply to the company, as if it were not a private company.

Provided that the Court, on being satisfied that the failure to comply with the provisions was accidental or due to inadvertence or to some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any other person interested, and on such terms and conditions as may seem to the Court just and expedient, order that the company be relieved from such consequences as aforesaid.

General Provisions as to Conversions

54. No conversion of a company taking effect under this Part shall affect any debts, liabilities, obligations or con-

tracts incurred or entered into by, to, with, or on behalf of the company before the conversion, and any legal proceedings in respect thereof may be continued or commenced against it in the same manner as if the conversion had not taken place.

55. Where a company has failed to send or file any return, notice, or document required to be filed with or sent to the Registrar, the Registrar may refuse to issue a certificate of conversion until his lawful requirements have been fulfilled.

PART V

MEMBERSHIP AND SHARES

Division (1)—Membership

56. The subscribers of the memorandum of a company shall be deemed to have agreed to become members of the company, and on its registration shall be entered as members in its register of members.

57.—(1) Every company shall send to every member, at his request, a copy of the memorandum and of the articles (if any) on payment of one dollar or such less sum as the company may prescribe, where the memorandum and articles are printed, and for a written or typewritten copy on payment of ten cents for every hundred words required to be copied, and on payment of fifty cents or such less sum as the company may prescribe, a copy of any special, extraordinary, or ordinary resolution passed by the company.

(2) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

58.—(1) Every company shall keep in one or more books a register of its members, and shall enter therein the following particulars:

- (a) The full names, alphabetically arranged or alphabetically indexed, addresses, and occupations of the subscribers of the memorandum, and of every other person who agrees to become a member of the company, and of every person described in the register as representing a named mortgagee, other person or estate;
- (b) The date at which each person was entered in the register as a member;
- (c) The date at which any person ceased to be a member;

- (d) In the case of a company having a share capital, the number or nominal amount and the class of the shares held by each member, distinguished by their appropriate numbers, and the amount paid or agreed to be considered as paid on each such share;
- (e) In the case of a company not having a share capital, the nature of the interest held by each member, and the amount paid or agreed to be considered as paid in respect of such interest;
- (f) Particulars of the transfer by any member of his shares or other interest;
- (g) In the case of a person described in the register as representing a named mortgagor, other person or estate, a description of the capacity in which such person represents the person or estate, and the name of the estate or person so represented.

(2) Every company which fails to comply with this section shall be guilty of an offence against this Act.

(3) The register of members shall be *prima facie* evidence of any matters by this Act directed or authorized to be inserted therein.

59. On the application of the transferor of any share or interest in a company, the company shall enter in its register of members the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee.

60.—(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from the register of members of a company; or
- (b) default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member—

the person aggrieved, or any member of the company, or the company may apply to the Court for rectification of the register.

(2) The Court may either refuse the application, or may direct rectification of the register, and payment by the company of any damages sustained by any party aggrieved.

(3) On any application under this section the Court may decide any question relating to the title of any person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members or between members or alleged members on the one hand, and the company on the other; and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4) The Court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the Registrar.

61.—(1) The register of members, commencing from the date of the registration of the company, shall be kept at the registered office of the company, and, except when closed under the provisions of this Act, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member gratis, and to the inspection of any other person on payment of twenty-five cents, or such less sum as the company may prescribe, for each inspection.

(2) Any member or other person may require a copy of the register, or of any part thereof, or of the annual list of members and summary required by this Act to be filed with the Registrar, or of any part thereof, on payment of twenty-five cents, or such less sum as the company may prescribe, for every hundred words or fractional part thereof required to be copied.

(3) Every company which refuses any inspection or copy required under this section shall be guilty of an offence against this Act, and the Court may order that an inspection be allowed or a copy furnished within such time as it deems fit.

62. The directors may, on giving notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members for any time or times not exceeding in the whole thirty days in each year.

63.—(1) Subject to section 60, no notice of any trust expressed, implied, or constructive, shall be entered on the register, or be receivable by the Registrar.

(2) The company shall not be bound to see to the execution of any trust, expressed, implied, or constructive, and the receipt of any person whose name is entered in the register shall be a valid discharge to the company for any dividend or sum payable in respect of any share or other interest held by such person.

64.—(1) A company having a share capital may, if so authorized by its articles, cause to be kept in any province, state, or country a branch register of members resident outside this Province.

(2) The company shall give to the Registrar notice of the situation of the office where the register is kept, and of any change in its situation, and of the discontinuance of the office in the event of its being discontinued.

(3) The register shall—

(a) be deemed to be part of the company's register of members (hereinafter referred to as "the principal register"); and

(b) be kept in the same manner in which the principal register is by this Act required to be kept, except that the advertisement before closing the register shall be inserted in some newspaper circulating in the district wherein the register is kept.

(4) A copy of every entry in the register shall, as soon as may be after the entry is made, be transmitted to the registered office of the company; and the company shall from time to time cause the same to be duly entered up in the principal register or a duplicate of the register, and a duplicate shall for all the purposes of this Act be deemed to be part of the principal register.

(5) The company may discontinue to keep any such register, and thereupon all entries in that register shall be transferred to some other register kept by the company in the same province, state, or country, or to the principal register.

(6) Subject to the provisions of this Act, any company may by its articles make such provisions as it may think fit respecting the keeping of a register outside the Province.

Division (2)—Shares

65.—(1) The shares or other interest of any member in a company shall be personal estate, transferable in manner provided by the articles of the company, and shall not be of the nature of real estate.

(2) Each share in a company having a share capital shall be distinguished by its appropriate number.

66.—(1) Every member of a company shall be entitled without payment to a certificate under its common seal, specifying the shares held by him, with their appropriate numbers, and the nominal amount and class of any such shares, and the amount paid up thereon, and, in the case of shares held by a member to whom section 68 or 70 applies, the capacity in which such member represents those shares:

Provided that in respect of shares held jointly by several persons the company shall not be bound to issue more than one certificate.

(2) Unless the conditions of the issue of the shares otherwise provide, but subject to section 34, every company shall, within two months after the allotment of any of its shares and within two months after the date of lodgment of a transfer of any such shares, complete and have ready for delivery the certificates of all shares allotted or transferred.

(3) If a certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee (if any), not exceeding one dollar, and on such terms (if any) as to evidence and indemnity as the directors think fit.

(4) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

67. A certificate under the common seal of the company, specifying any shares held by any member, shall be *prima facie* evidence of the title of the member to the shares.

68. A transfer of the share or other interest of a deceased member in a company made by his personal representative shall, although the personal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

69. No executor, administrator, guardian, committee, curator, or trustee holding shares or other interest of or for any estate or person described in the register as being represented by him shall be personally subject to any liability in respect of such shares or interest; but the estate or person so represented shall be liable as if the testator or intestate, the minor, ward, *ecumque trust*, or other person were entered in the register as the member holding such share or interest and was competent so to do.

70. No mortgagee holding shares or other interest of a mortgagor described in the register as being represented by him shall be personally subject to any liability in respect of such shares or interest; but the mortgagor shall continue to be liable as if he were entered in the register as the member holding such share or other interest.

Differential Shares

71. A company, if so authorized by its articles, may do any one or more of the following things, namely:

- (a) Make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;
- (b) Accept from any member who assents thereto the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up;
- (c) Pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.

Shares Without Nominal or Par Value

72.—(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, with or without preferred shares having a preference as to principal, and

where it provides for such preferred shares in addition to shares without nominal or par value, it shall state the amount of such preferred shares, the particular character of such preference, and the amount of each share thereof, which shall be five dollars or some multiple of five dollars, but not more than one hundred dollars.

(2) Each share of the capital without nominal or par value shall be equal to every other such share, but subject to the preferences, restrictions or other conditions attached to the preferred shares (if any) authorized to be issued.

(3) Every certificate of shares without nominal or par value shall have plainly stated upon its face the number of such shares which it represents and the number of such shares which the company is authorized to issue, and no such certificate shall express any nominal or par value of such shares.

(4) The issue and allotment of shares without nominal or par value, authorized by this section, may be made from time to time for such consideration as may be prescribed in the memorandum or articles, or as may be fixed by the board of directors in default of or subject to such prescription.

(5) Any and all shares without nominal or par value issued as authorized by this section shall be deemed fully paid and non-assessable and the holder of any such shares shall not be liable to the company or to its creditors in respect thereof.

(6) The amount of capital with which the company shall carry on business shall be not less than the aggregate amount of the consideration for the issue and allotment of the shares without nominal or par value from time to time outstanding, and, in addition thereto, an amount equal to the total par value of all other issued and outstanding shares in the capital of the company:

Provided that for the purposes of this subsection, where shares without nominal or par value have been converted from shares having a par value, under section 42, the aggregate amount of the consideration for the issue and allotment of such shares shall be deemed to be the aggregate amount of the par value of the shares converted immediately prior to such conversion.

Shares with Preferred, Deferred or other Special Rights or Restrictions.

73.—(1) Subject to the provisions (if any) in that behalf of the memorandum of association of any company subject to the provisions of this Act, and without prejudice to any special rights previously conferred on the holders of existing shares in the company, any share in the company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividends, voting, return of share capital or otherwise, as the articles of the company as originally framed or as amended may provide.

(2) The articles may provide that the holders of such preference shares shall have the right to select a certain portion of the Board of Directors, or may give the said holders such other control over the affairs of the company, or may so restrict their control, as may be considered expedient.

(3) The articles may further provide for the purchase or redemption of the preference shares by the company as therein set out, subject, however, to the provisions of this Act, as to the reduction of capital.

(4) If at any time the share capital has been divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class.

(5) To every such separate general meeting, the provisions of the regulations of the company relating to general meetings shall, *mutatis mutandis*, apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one-third of the issued shares of the class.

74.—(1) Subject to the provisions of this section, a company limited by shares may, if so authorized by its articles, in addition to any other power to issue redeemable preference shares, issue preference shares which are, or at the option of the company are to be, liable to be redeemed:

Provided that—

- (a) no such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;
- (b) no such shares shall be redeemed unless they are fully paid;
- (c) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of profits which would otherwise have been available for dividends be transferred to a reserve fund, to be called "the capital redemption reserve fund," a sum equal to the amount applied in redeeming the shares, and the provisions of this Act relating to the reduction of the share capital of a company shall apply as if the capital redemption reserve fund were paid-up share capital of the company;
- (d) where any such shares are redeemed out of the proceeds of a fresh issue, if a premium is payable on redemption, such premium shall have been provided for out of the profits of the company before the shares are redeemed.

(2) There shall be included in every balance sheet of a company which has issued redeemable preference shares, a statement specifying what part of the issued capital of

the company consists of such shares and the date on or before which those shares are, or are to be, liable to be redeemed.

(3) If a company fails to comply with the provisions of the immediately preceding subsection, it shall be liable on summary conviction to a fine not exceeding five hundred dollars, and every director, manager, secretary, or other officer of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

(4) Subject to the provisions of this section, the redemption of preference shares thereunder may be effected on such terms and in such manner as may be provided by the articles of the company.

(5) Where in pursuance of this section, a company has redeemed any preference shares, it shall have power to issue shares of the like class up to the nominal amount of the redeemed shares as if the redeemed shares had never been issued, and accordingly the share capital of the company shall not for the purposes of any enactments relating to fees, be deemed to be increased by the issue of shares in pursuance of this subsection.

(6) Where new shares have been issued in pursuance of the last foregoing subsection, the capital redemption reserve fund may, notwithstanding anything in this section, be applied by the company, up to an amount equal to the nominal amount of the shares so issued, in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares.

Share Warrants

75.—(1) Any company having a share capital, if so authorized by its articles, may, with respect to any fully paid-up shares, issue under its common seal a warrant (in this Act called "a share warrant") stating that the bearer of the warrant is entitled to the shares therein specified, and may provide, by coupons or otherwise, for the payment of the future dividends on the shares included in the warrant.

(2) A share warrant shall entitle the bearer thereof to the shares therein specified, and the shares may be transferred by delivery of the warrant.

(3) The bearer of a share warrant shall, subject to the articles of the company, be entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members; and the company shall be responsible for any loss incurred by any person by reason of the company entering in its register the name of a bearer of a share warrant in respect of the shares therein specified without the warrant being surrendered and cancelled.

(4) The bearer of a share warrant may, if the articles of the company so provide, be deemed to be a member of the company within the meaning of this Act, either to the full extent or for any purposes defined in the articles; except

that he shall not be qualified in respect of the shares specified in the warrant for being a director or manager of the company, in cases where such a qualification is required by the articles.

(5) On the issue of a share warrant the company shall strike out of the register of members the name of the member then entered therein as holding the shares specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely:

- (a) The fact of the issue of the warrant;
- (b) A statement of the shares included in the warrant, distinguishing each share by its number; and
- (c) The date of the issue of the warrant.

(6) Until the warrant is surrendered, the above particulars shall be deemed to be the particulars required by this Act to be entered in the register of members; and, on the surrender, the date of the surrender must be entered as if it were the date at which a person ceased to be a member.

PART VI

MANAGEMENT AND ADMINISTRATION

Division (1)—Office and Name

76.—(1) Every company shall have a registered office in the Province, to which all communications and notices can be addressed.

(2) Notice of the situation of the registered office, and of any change therein shall be given to the Registrar of companies, who shall record the same.

(3) Every company which makes default in complying with any requirement of this section shall be guilty of an offence against this Act.

77.—(1) Every company—

- (a) shall paint or affix, and keep painted or affixed, its name on the outside of its registered office and every other office or place in which its business is carried on, in a conspicuous position, in letters easily legible;
- (b) shall have its name engraved in legible characters on its seal;
- (c) shall have its name set forth in legible characters in all notices, advertisements, and other official publications of the company, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts, and letters of credit of the company.

(2) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

Division (2)—Directors

78.—(1) A person shall not be capable of being appointed director of a public company by the articles, and shall not be named as a director or proposed director of a public company in any prospectus, or statement in lieu of prospectus, filed by or on behalf of the company, unless, before the registration of the articles, or the filing of the statement in lieu of prospectus, or the publication of the prospectus, as the case may be, he has, by himself or by his agent authorized in writing—

- (a) either signed the articles by which he is so appointed or signed and filed with the Registrar a consent in writing to act as such director; and
- (b) either signed the memorandum for a number of shares not less than his qualification (if any), or filed with the Registrar proof that he holds his qualification shares (if any), or an undertaking in writing signed by him in the presence of a witness to take from the company and pay for his qualification shares (if any).

(2) Where a person is appointed a director of a company by the articles, his undertaking under clause (b) of subsection (1) shall be deemed to take effect as a contract with the company forthwith after its certificate of incorporation is issued.

(3) Where any person is so appointed or named, any consent or undertaking required by subsection (1) shall be filed with the Registrar at the same time as the document in which he is so appointed or named.

(4) Every company or person who names a director in any statement in lieu of prospectus, or prospectus, without his consent, shall be guilty of an offence against this Act.

(5) This section shall apply in the case of a prospectus issued in relation to an intended company, or by or on behalf of any person who is or has been engaged or interested in the formation or promotion of a company, or, prior to the date of the statutory meeting, in the organization of the company.

79.—(1) Without prejudice to the restrictions imposed by the last preceding section, it shall be the duty of every director who is by the articles of a company required to hold a specified share qualification, and who is not already qualified, to obtain his qualification within two months after his appointment, or such shorter time as may be fixed by the articles.

(2) The office of director of a company shall be vacated if the director does not, within two months from the date of his appointment, or within such shorter time as may be fixed by the articles, obtain his qualification, or if after the expiration of such period or shorter time he ceases at any time to hold his qualification; and a person vacating office under this section shall be incapable of being reappointed director of the company until he has obtained his qualification.

(3) If after the expiration of the said period or shorter time any unqualified person acts as a director of the company, he shall be guilty of an offence against this Act.

80. The acts of a director or manager shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification.

81.—(1) Every company shall keep at its registered office a register of its directors and managers, and enter therein the following particulars:

- (a) The full names and addresses and other occupations (if any) of the directors and managers;
- (b) The date on which each director or manager was appointed;
- (c) The date on which each director or manager ceased to hold office as director or manager.

(2) Every company shall file with the Registrar a notice, according to Form 11 in the second schedule, of its first directors or managers within fifteen days after their appointment, and shall also file with him a notice, according to Form 12 in the second schedule, of any change among its directors or managers within fifteen days after the change is made.

(3) Every company which fails to comply with this section shall be guilty of an offence against this Act.

82.—(1) The register of directors and managers, commencing from the date of the registration of the company, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member gratis, and to the inspection of any other person on payment of twenty-five cents, or such less sum as the company may prescribe, for each inspection.

(2) Any member or other person may require a copy of the register, or of any part thereof, on payment of twenty-five cents, or such less sum as the company may prescribe, for every hundred words or fractional part thereof required to be copied.

(3) Every company which refuses any inspection or copy required under this section shall be guilty of an offence against this Act, and the Court may order that an inspection be allowed or a copy furnished within such time as it deems fit.

*Division (3)—Financial and Borrowing
Prospectuses*

83.—(1) Every prospectus issued by or on behalf of a company shall—

- (a) be dated, and a copy thereof shall be filed with the Registrar on or before that date, which shall, unless the contrary be proved, be taken as the date of publication of the prospectus; and
- (b) state on its face that a copy has been filed with the Registrar—

and the copy filed with the Registrar shall be signed by every person who is a director or proposed director of the company on the date of publication or by his agent authorized in writing.

(2) The Registrar shall not file any prospectus unless it is dated and signed in manner required by subsection (1).

(3) Every company and person who makes default in complying with or contravenes any requirement of this section shall be guilty of an offence against this Act.

(4) This section shall apply to a prospectus issued in relation to an intended company, or by or on behalf of any person who is or has been engaged or interested in the formation or promotion of the company, or, prior to the date of the statutory meeting, in the organization of a company.

84.—(1) In the case of a company having a share capital, every prospectus to which section 83 applies shall state—

- (a) the date of incorporation of the company; the address of its registered office; the extent of the liability of members of the company; and the contents of its memorandum and articles as to the amount of the authorized capital and the shares or classes of shares into which it is divided, and as to the amount or rate of commission, or, in the case of debentures, of discount, which the company is authorized to pay or allow, under this Act, and the amounts of capital subscribed and paid up respectively, and the amount (if any) due from the company in respect of mortgages;
- (b) particulars of the plan of operations or the business which the company proposes to carry on by means of the proceeds of the subscription invited by the prospectus, and the place where the operations or business will be carried on;

- (c) the number of shares or the amount of debentures offered by the prospectus, and the amount payable on the application for and the allotment of each share or debenture, and the amount or rate of any commission or discount to be paid or allowed thereon;
- (d) the amount fixed as the minimum subscription on which the directors may proceed to allotment, with an itemised account showing how that amount is estimated or calculated, and in particular the items for preliminary expenses, and the amount or estimated amount paid or payable for services rendered or to be rendered in relation to the formation or organisation of the company, or as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares offered by the prospectus, or allowed or to be allowed as discount in respect of any debentures, offered by the prospectus;
- (e) particulars of any property purchased or acquired by the company, or proposed so to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the subscription invited by the prospectus, or has been within the last two preceding years or is to be paid for by shares or debentures, or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, and the title or interest therein required or to be acquired by the company;
- (f) the name and address of every vendor of property under clause (e) and, in the case of a promoter, the amount paid by him in cash, shares, or debentures for the property within the last two preceding years, and the amount (specifying separately the amount (if any) for goodwill) paid or payable in cash, shares or debentures to him for the property. Where there is more than one separate vendor, or the company is a sub-purchaser, particulars as to each vendor shall be stated:
 Provided that where the vendors or any of them are a firm the members of the firm shall not be treated as separate vendors;
- (g) where debentures are offered for subscription, particulars of the security which has been or will be created for those debentures, specifying the property (if any) comprised in the security and the nature of the title to the property;
- (h) particulars of any services rendered or to be rendered to the company which are to be paid by the company wholly or partly out of the proceeds of the

subscription invited by the prospectus, or have been within the last two preceding years, or are to be paid for by shares or debentures;

- (i) the amount paid within the last two preceding years or intended to be paid to any promoter, with his name and address, and the consideration for any such payment, and the amount in cash subscribed by him for shares or debentures of the company or otherwise contributed by him to the company;

- (j) particulars showing—

(i) the number of founders' or management or deferred shares (if any), and the nature and extent of the interest of the holders in the property and profits of the company;

(ii) the right of voting at meetings of the company, and where the company is a company having shares of more than one class, the rights conferred by the several classes respectively; but this paragraph shall not apply in the case of an offer of debentures only;

(iii) The number of shares (if any) fixed by the articles as the qualification of a director;

(iv) Any provision in the articles as to the remuneration of the directors, and the remuneration paid or payable to any director;

(v) Whether or not a copy of the company's annual balance sheet and the report of the directors and auditors must under the articles be sent to members of the company; but this paragraph shall not apply in the case of an offer of debentures only;

- (k) the full names, descriptions, and addresses of the directors and proposed directors, and the amount in cash subscribed by each of them for shares and debentures of the company or otherwise contributed by each of them to the company;

- (l) full particulars of the nature and extent of the interest (if any) of every director in the promotion of, or in the property proposed to be acquired by, the company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the company; but this clause shall not apply in the case of a prospectus issued more than two years after the date on which the

company is entitled to commence business, except as to the particulars relating to property proposed to be acquired by the company;

- (m) The names and addresses of the auditors (if any) of the company;
 - (n) in the case of a second or subsequent offer of shares or debentures, separate particulars of—
 - (i) the amount offered for subscription on each previous offer made within the last two preceding years, and the amount actually allotted, and the amount (if any) paid on shares so allotted;
 - (ii) the amount (if any) paid within the last two preceding years, or payable, as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of the company, or allowed or to be allowed as discount in respect of any debentures, and the rate or amount of any such commission or discount;
 - (iii) the number and amount of shares and debentures which within the last two preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash, and in the latter case the extent to which they are so paid up, and in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued, and the name and address of any vendor of property forming such consideration, and the amount paid or payable to him as purchase-money in cash, shares, or debentures for the property, specifying the amount (if any) payable for goodwill;
 - (iv) the amount paid within the last two preceding years or intended to be paid to any promoter, and the consideration for any such payment;
 - (o) when the prospectus is issued more than one year after the date of the incorporation of the company, a copy of its last balance sheet and general information as to the business which has been carried on by the company and as to its property and assets;
 - (p) the dates of and parties to every material contract, and a reasonable time and place at which any material contract or a copy thereof may be inspected:
- Provided that this requirement shall not apply to a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company, or to any contract entered into more than two years before the date of issue of the prospectus.

(2) The information required by subsection (1) to be stated in a prospectus shall be contained in a separate part of the prospectus, commencing with the words "Statutory Information" in conspicuous type, and no other matter shall be included in that part of the prospectus:

Provided that the information required by clauses (c) (e) and (m) of subsection (1) and the full names, descriptions and addresses of the directors and proposed directors may be stated in any part of the prospectus.

(3) In the case of a prospectus issued by a company before it has obtained a certificate entitling it to commence business, the prospectus shall include in the "Statutory Information," in conspicuous type, the following statement, namely:

"This company has not yet obtained a certificate entitling it to commence business, and is not authorized to allot any shares or debentures, unless the minimum subscription stated in the Statutory Information set forth in this prospectus is subscribed, and a certificate to commence business is subsequently issued to the company under *The Companies Act, 1929*. All money received by the company in respect of the minimum subscription will, in accordance with *The Companies Act, 1929*, be held in trust by the company, to be repaid if the minimum subscription is not subscribed."

(4) (a) The company shall, upon receipt of his application, forthwith furnish every person who subscribes for any shares or debentures of the company offered by the prospectus, with an acknowledgment of his application and a copy of the prospectus.

(b) Where any matter not amounting to a prospectus, but which expressly or by implication invites the public to inquire into the plans or prospects of a company, or as to subscriptions for or the purchase of shares or debentures of a company, is printed, published, or advertised by or on behalf of the company, the company shall, upon receipt of his application, forthwith furnish every person who subscribes for or purchases any shares or debentures of the company with an acknowledgment of his application and a statement in writing of such information as is by subsection (1) required to be contained in a prospectus.

(c) Where the shares or debentures of a company are being offered to the public for subscription or purchase and no prospectus is issued in relation to such shares or debentures, and where any person calls at any house, office, or other place and there invites and obtains a subscription or application for any such shares or debentures, he shall forthwith deliver to each person from whom he obtains such subscription or application a statement in writing of such

information as is by subsection (1) required to be contained in a prospectus. It shall be the duty of the company, or, where the person so calling is an agent, the duty of his principal, to provide copies of such statement.

(d) In the case of any statement required by clause (b) or (c) of this subsection, sections 83 and 86 shall, *mutatis mutandis*, apply as if a prospectus had been issued, and where the company has not yet obtained a certificate entitling it to commence business, subsection (3) of this section and sections 29 and 31 shall also apply, *mutatis mutandis*, as if a prospectus had been issued.

(e) This subsection shall apply to every case to which subsection (4) of section 83 applies.

(5) For the purposes of this section, every person shall be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase, or for any option of purchase, of any property to be acquired by the company, in any case where—

(a) the purchase-money payable by the vendor is not fully paid at the date of issue of the prospectus; or

(b) such purchase-money is to be paid or satisfied wholly or in part out of the proceeds of the subscription invited by the prospectus; or

(c) the contract depends for its validity or fulfilment on the result of that invitation.

(6) Where any of the property to be acquired by the company is to be taken on lease, this section shall apply as if the expression "vendor" included the lessor, and the expression "purchase-money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

(7) This section shall not apply to a circular or notice inviting existing members or debenture-holders of a company to subscribe either for shares or for debentures of the company, whether with or without the right to renounce in favor of other persons.

(8) In the event of non-compliance with any of the requirements of this section, a director or other person responsible for the prospectus shall not incur any liability by reason of the non-compliance, if he proves that—

(a) as regards any matter not disclosed, he was not cognizant thereof; or

(b) the non-compliance arose from an honest mistake of fact on his part.

Provided that, in the event of non-compliance with the requirements contained in paragraph (1) of subsection (1), no director or other person shall incur any liability in respect of the non-compliance unless it be proved that he had knowledge of the matters not disclosed.

(9) Subject to subsection (8), every company and person who makes default in complying with any requirement of this section shall be guilty of an offence against this Act.

(10) Any condition requiring or binding any applicant for shares or debentures to waive compliance with any requirement of this section, or purporting to affect him with notice of any contract, document, or matter not specifically referred to in a prospectus or a statement under clause (b) of subsection (4) shall be void.

(11) Nothing in this section shall limit or diminish any liability which any person may incur under the general law or this Act apart from this section.

85.—(1) In the case of a company not having a share capital, every prospectus to which section 84 applies shall state—

- (a) the information required by subsection (1) of section 84, except insofar as it refers to shares;
- (b) the number of persons whom the company invites to become members, or the amount of debentures offered by the prospectus, and the amount payable on the application for and admission to membership or the application for and allotment of each debenture, as the case may be;
- (c) particulars showing—
 - (i) if the membership is divided into different classes, the nature and extent of the interest of each class in the property and profits of the company;
 - (ii) the right of voting at meetings of the company, and where the membership is divided into different classes, the rights conferred by the several classes of membership respectively, but this paragraph shall not apply in the case of an offer of debentures only;
 - (iii) the qualification (if any) fixed by the articles for a director;
 - (iv) any provision in the articles as to the remuneration of the directors, and the remuneration paid or payable to any director;
 - (v) whether or not a copy of the company's annual balance sheet and the reports of the directors and auditors must under the articles be sent to members of the company, but this paragraph shall not apply in the case of an offer of debentures only;
- (d) in the case of a second or subsequent invitation to the public to become members of the company—
 - (i) the number of persons invited within the last two preceding years, and the number of members actually admitted, and the amount (if any) paid by them for membership;

- (ii) the number of members admitted as members within the last two preceding years for a consideration other than cash, and the consideration (specifying separately any amount for goodwill) for which they were so admitted, and the extent to which they are paid up, and the name and address of the vendor of any property forming such consideration.

(2) In the case of a prospectus issued by a company before it has obtained a certificate entitling it to commence business, the prospectus shall include in the "Statutory Information," in conspicuous type the following statement, namely:

"This company has not yet obtained a certificate entitling it to commence business and is not authorized to admit any members or allot any debentures, unless the minimum subscription stated in the Statutory Information set forth in this prospectus is subscribed, and a certificate to commence business is subsequently issued to the company under *The Companies Act, 1929*. All money received by the company in respect of the minimum subscription will, in accordance with *The Companies Act, 1929*, be held in trust by the company, to be repaid if the minimum subscription is not subscribed."

- (3) (a) The company shall, upon receipt of his application, forthwith furnish every person who applies for any membership invited by or subscribes for any debentures of the company offered by the prospectus with an acknowledgment of his application and a copy of the prospectus.
- (b) Where any matter not amounting to a prospectus, but which expressly or by implication invites the public to inquire into the plans or prospects of a company, or as to admission to membership in or the purchase of debentures of a company, is printed, published, or advertised by or on behalf of the company, the company shall, upon receipt of his application, forthwith furnish every person who applies for membership or purchases any shares or debentures of the company with an acknowledgment of his application and a statement in writing of such information as is by subsection (1) required to be contained in a prospectus.
- (c) Where the public is invited to become members of a company or the debentures of a company are being offered to the public for subscription or purchase and no prospectus is issued in relation to such membership or debentures, and where any person calls at any house, office or other place and there invites and obtains an application or subscription for any such membership or debentures, he shall forthwith deliver to each person from whom he obtains such

application or subscription a statement in writing of such information as is by subsection (1) required to be contained in a prospectus. It shall be the duty of the company, or, where the person so calling is an agent, the duty of his principal, to provide copies of such statement.

(d) In the case of any statement required by clause (b) or (c) of this subsection, sections 83 and 86 shall, *mutatis mutandis*, apply as if a prospectus had been issued, and where the company has not yet obtained a certificate entitling it to commence business, subsection (2) of this section and sections 30 and 31 shall also apply, *mutatis mutandis*, as if a prospectus had been issued.

(e) This subsection shall apply to every case in which subsection (4) of section 83 applies.

(4) Subsections (2) and (5) to (11) of section 84 shall apply to a company under this section.

86.—(1) Where a prospectus invites persons to subscribe for shares in or debentures of a company or to become members of a company, every person who is a director of the company at the time of the issue of the prospectus, and every person who is with his consent named in the prospectus as a director or as having agreed to become a director either immediately or after an interval of time, and every promoter of the company, and every person who has authorized the issue of the prospectus, shall be liable to pay compensation to all persons who subscribe for any shares or debentures or apply for membership on the faith of the prospectus for the loss or damage they may have sustained by reason of any untrue statement therein, or in any report of memorandum appearing on the face thereof, or by reference incorporated therein or issued therewith, unless it is proved—

- (a) with respect to every untrue statement not purporting to be made on the authority of an expert, or of a public official document or statement, that he had reasonable ground to believe, and did up to the time of the allotment of the shares or debentures or admission to membership, as the case may be, believe, that the statement was true; and
- (b) with respect to every untrue statement purporting to be a statement by or contained in what purports to be a copy of or extract from a report or valuation of an expert, that it fairly represented the statement, or was a correct and fair copy of or extract from the report or valuation:

Provided that the director, person named as director, promoter, or person who authorized the issue of the prospectus, shall be liable to pay compensation as aforesaid if it is proved that he had no

reasonable ground to believe that the person making the statement, report, or valuation was competent to make it; and

- (e) with respect to every untrue statement purporting to be a statement made by an official person or contained in what purports to be a copy of or extract from a public official document, that it was a correct and fair representation of the statement or copy of or extract from the document;

or unless it is provided—

- (d) that having consented to become a director of the company he withdrew his consent before the issue of the prospectus, and that it was issued without his authority or consent; or
- (e) that the prospectus was issued without his knowledge or consent, and that on becoming aware of its issue he forthwith gave reasonable public notice that it was issued without his knowledge or consent; or
- (f) that after the issue of the prospectus and before allotment thereunder, he, on becoming aware of any untrue statement therein, withdrew his consent thereto, and gave reasonable public notice of the withdrawal, and of the reason therefor.

(2) Every person in whom clause (e) or (f) of subsection (1) applies shall file with the Registrar a copy of any notice of withdrawal or public notice given by him, within seven days from the date of his notice.

(3) Where the prospectus contains the name of a person as a director of the company, or as having agreed to become a director thereof, and he has not consented to become a director, or has withdrawn his consent before the issue of the prospectus, and has not authorized or consented to the issue thereof, the directors of the company, except any without whose knowledge or consent the prospectus was issued, and any other person who authorized the issue thereof, shall be liable to indemnify the person named as aforesaid against all damages, costs, and expenses to which he may be made liable by reason of his name having been inserted in the prospectus, or in defending himself against any action or legal proceedings brought against him in respect thereof.

(4) Every person who by reason of his being a director or of his being named as a director or of his having agreed to become a director, or of his having authorized the issue of the prospectus, becomes liable to make any payment under this section may recover contribution, as in cases of contract, from any other person who, if sued separately, would have been liable to make the same payment, unless the person who has become so liable was, and that other person was not, guilty of fraudulent misrepresentation.

(5) For the purposes of this section—

- (a) the expression "promoter" means a promoter who was a party to the preparation of the prospectus, or of the portion thereof containing the untrue statement, but does not include any person by reason only of his acting in a professional capacity for persons engaged in procuring the formation of the company; and
- (b) the expression "expert" includes engineer, valuer, accountant, and any other person whose profession gives authority to a statement made by him.

Registration of Mortgages, Charges, etc.

87.—(1) Every mortgage of its property, created by a company after the.....19....—

- (a) for the purpose of securing any debenture; or
- (b) on un叫led or unpaid share capital; or
- (c) as a floating charge on its undertaking or property; or
- (d) as a mortgage or charge on goodwill, on any patent, or license under a patent, on any trademark or on any copyright or license under a copyright—

shall be registered by filing the instrument (or a true copy thereof) by which the mortgage is created or evidenced with the Registrar within sixty days after the date of its creation (or within ninety days, if created outside the Province); otherwise the mortgage shall, so far as any security on the company's property or undertaking is thereby conferred, be void against the liquidator, and any assignee, receiver, and creditor of the company, and any subsequent *bona fide* purchaser or mortgagee for valuable consideration, but without prejudice to any contract or obligation for repayment of the money thereby secured; and when a mortgage becomes void under this section the money secured thereby shall immediately become payable.

(2) In the case of a series of debentures containing any charge to the benefit of which the debenture-holders of that series are entitled *pari passu*, and not covered by a deed creating or defining the security, it shall be sufficient if there shall be filed within sixty days or ninety days, as the case may be, after the execution of the first debenture of the series, a true copy of one of the debentures, with a statement setting forth—

- (a) the total amount secured by the whole series and the amount issued at the date of registration;
- (b) the date or dates of the resolutions authorizing the issue;

- (c) the property charged;
- (d) the names and addresses of the trustees (if any) for the debenture-holders:

Provided that, where more than one issue is made of debentures in the series, there shall be filed with the Registrar within sixty days or ninety days, as the case may be, after each issue is made, a statement setting forth the date and amount of each issue; but an omission to do this shall not affect the validity of the debentures issued.

(3) Every company shall keep at its registered office a copy of every instrument creating any mortgage, requiring registration under this section:

Provided that in the case of a series of uniform debentures not covered by a deed creating or defining the security, a copy of one such debenture shall be sufficient.

(4) No mortgage which is duly registered under *The Land Titles Act*, shall become void under subsection (1) by reason of the fact that the mortgage is not duly registered under this Act.

(5) Where the mortgage is created in the Province, but comprises property outside the Province, the instrument creating or purporting to create the mortgage may be registered notwithstanding that further proceedings may be necessary to make the mortgage valid or effectual according to the law of the country in which the property is situate.

(6) The Registrar shall issue under his seal of office a certificate of the registration of every mortgage registered in pursuance of this section, stating the amount thereby secured and the name of the mortgagor or other person entitled to the charge, and the certificate shall be conclusive evidence that the requirements of this section as to registration have been complied with.

(7) The Registrar shall keep a register of all mortgages requiring registration under this section, and shall enter in the register the date of the mortgage, the amount secured by it, short particulars of the property mortgaged, the name of the mortgagor, and the name of the mortgagee or other person entitled to the charge.

(8) Evidence in writing to the satisfaction of the Registrar that a mortgage registered under this or any former Companies Act or Ordinance has been in whole or in part satisfied, discharged, or cancelled may be filed with him, and a memorandum thereof shall be entered on the register.

(9) Where any change takes place in the title to the property comprised in a mortgage, or other property is substituted for the property mortgaged, or there is any other change in respect of the mortgage, a notice of the change may be filed with the Registrar.

88. The Court, on being satisfied that the omission to register, within the time hereinbefore required, a mortgage required to be registered under this or any former Companies Act or Ordinance, or that any omission or misstatement in any such mortgage or particulars thereof, or in a memorandum of satisfaction, was accidental, or due to inadvertence or to some other sufficient cause, or is not of a nature to prejudice the position of creditors or shareholders of the company, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any person interested, and on such terms and conditions as seem to the Court just and expedient, order that the time for registration be extended without prejudice to the rights of parties acquired prior to the actual date of registration, or, as the case may be, that the omission or misstatement be rectified:

Provided that where the default in registration does not exceed fourteen days and is in the opinion of the Registrar accidental or due to inadvertence or to the fact that the mortgage or particulars require to be rectified, the Registrar may register the mortgage, and thereupon the mortgage shall, without prejudice to the rights of parties acquired prior to the actual date of registration, be deemed to be duly registered.

89.—(1) It shall be the duty of the company to register every mortgage created by it requiring registration under this Act, but registration of any such mortgage may be effected on the application of any person interested therein. Where the registration is effected on the application of some person other than the company, that person shall be entitled to recover from the company the amount of any fees properly paid by him to the Registrar on the registration, and upon an application to the Court under the next preceding section.

(2) Every company which makes default in the registration of any mortgage requiring registration under this Act, and every person knowingly a party to the default, shall, without prejudice to any other liability, be guilty of an offence against this Act.

90.—(1) Every company shall keep at its registered office a register of mortgages in which shall be entered all mortgages specifically affecting property of the company, giving in each case a short description of the property mortgaged, the amount of the mortgage, and (except in the case of securities to bearer) the names of the mortgagees or persons entitled thereto.

(2) Every company which makes default in complying with any requirement of this section shall be guilty of an offence against this Act.

91.—(1) The copies of instruments creating any mortgage requiring registration or registered under this or any former Companies Act or Ordinance, and the register of mortgages and the register of holders of debentures, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any creditor, member, or debenture-holder of the company gratis, and the register of mortgages shall also be open to the inspection of any other person on payment of twenty-five cents, or such less sum as the company may prescribe, for each inspection.

(2) Every company which refuses any inspection required under this section shall be guilty of an offence against this Act, and the Court may order that an inspection be allowed within such time as it thinks fit.

92. Any member, debenture-holder, creditor, or other person may require a copy of the register of mortgages or of any part thereof or of any instrument creating any mortgage registered or requiring registration under this or any former Companies Act or Ordinance, on payment in the case of a printed statement being furnished of the sum of one dollar, or such less sum as may be prescribed by the company, or on payment of ten cents for every hundred words required to be copied, and if a copy is refused or not furnished, the company shall be guilty of an offence against this Act, and the Court may order that the copy be furnished within such time as it thinks fit.

93. Unless the conditions of issue of the debentures or debenture stock otherwise provide, but subject to section 95, every company shall, within two months after the allotment of any of its debentures or debenture stock, and within two months after the date of lodgment of a transfer of any such debentures or debenture stock, complete and have ready for delivery the debentures and the certificates of all debenture stock allotted or transferred.

94.—(1) If any person obtains an order for the appointment of a receiver or manager of the property of a company, or takes possession of its property, or appoints such a receiver or manager, under any powers contained in any instrument, he shall, within fifteen days from the date of the order or of taking possession or the appointment under the powers contained in the instrument, as the case may be, file with the Registrar an office copy of the order or a notice of his having taken possession or of his appointment, and the Registrar shall enter the fact in the register of mortgages.

(2) Every person who makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

95.—(1) Where either a receiver is appointed on behalf of the holder of any debentures of a company secured by a floating charge, or possession is taken by or on behalf of those debenture-holders of any property comprised in or subject to such floating charge, then, if the company is not at the time in course of being wound up, the debts which in every winding-up are, under the provisions of Part IX relating to preferential payments, to be paid in priority to all other debts, shall be paid forthwith out of any assets coming to the hands of the receiver, or other person taking possession as aforesaid, in priority to any claim for principal or interest in respect of the debentures.

(2) The periods of time mentioned in the said provisions of Part IX shall be reckoned from the date of the appointment of the receiver or of possession being taken as aforesaid, as the case may be.

(3) Any payments made under this section shall be recouped as far as may be out of the assets of the company available for payment of general creditors.

96.—(1) Every receiver or manager of the property of a company who has been appointed under the powers contained in any instrument shall, within one month or such longer period as the Registrar of Companies may allow after the expiration of the period of six months from the date of his appointment and of every subsequent period of six months and within one month after he ceases to act as receiver or manager, file with the Registrar of Companies an abstract in the prescribed form showing his receipts and his payments during that period of six months, or, where he ceases to act as aforesaid, during the period from the end of the period to which the last preceding abstract related up to the date of his so ceasing, and the aggregate amount of his receipts and of his payments during all preceding periods since his appointment, and shall also, on ceasing to act as receiver or manager, file with the Registrar notice to that effect, and the Registrar shall enter the notice in the register of mortgages and charges.

(2) Every receiver or manager who makes default in complying with the provisions of this section shall be guilty of an offence against this Act.

97.—(1) If on an application made to the Court by the liquidator of a company it appears to the Court that any receiver or manager of the property of the company, who has been appointed under the powers contained in any instrument, has, after being required at any time by the liquidator so to do, failed to render proper accounts of his receipts and payments and to pay over to the liquidator the amount properly payable to him, the Court may make an order directing the receiver or manager to make good the default within such time as may be specified in the order.

(2) The Court may, on an application made to the Court, by the liquidator of a company, by order fix the amount to be paid by way of remuneration to any person who, under the powers contained in any instrument, has been appointed as receiver or manager of the property of the company, and may from time to time, on an application made either by the liquidator or by the receiver or manager, vary or amend any order so made.

Debentures and Floating Charges

98. A condition contained in any debentures or in any deed for securing any debentures, whether issued or executed before or after the coming into force of this Act, shall not be invalid by reason only that thereby the debentures are made irredeemable or redeemable only on the happening of a contingency, however remote, or on the expiration of a period, however long, any rule of equity to the contrary notwithstanding.

99.—(1) Where either before or after the passing of this Act, a company has redeemed any debentures previously issued, the company, unless any provision to the contrary, whether express or implied, is contained in the articles or in any contract entered into by the company, or unless the company has, by passing a resolution to that effect or by some other act, manifested its intention that the debentures shall be cancelled, shall have, and shall be deemed always to have had, power to re-issue the debentures, either by re-issuing the same debentures or by issuing other debentures in their place, and on such a re-issue the person entitled to the debentures shall have, and shall be deemed always to have had, the same priorities as if the debentures had never been redeemed.

(2) Where a company has power to re-issue debentures which have been redeemed, particulars with respect to the debentures which can be so re-issued shall be included in the balance sheet of the company.

(3) Where with the object of keeping debentures alive for the purpose of re-issue they have, either before or after the commencement of this Act been transferred to a nominee of the company, a transfer from that nominee shall be deemed to be a re-issue for the purposes of this section.

(4) Where a company has either before or after the commencement of this Act deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures shall not be deemed to have been redeemed by reason only of the account of the company having ceased to be in debit whilst the debentures remained so deposited.

(5) The re-issue of a debenture or the issue of another debenture in its place under the power by this section given to or deemed to have been possessed by a company, whether the re-issue or issue was made before or after the commencement of this Act, shall not be treated as the issue of a new debenture for the purposes of any provision limiting the amount or number of debentures to be issued.

(6) Nothing in this section shall prejudice any power to issue debentures in the place of any debentures paid off or otherwise satisfied or extinguished, reserved to a company by its debentures or the securities for the same.

100. A contract with a company to take up and pay for any debentures of the company may be enforced by an order for specific performance.

*Reduction of Paid-up Capital by Return of
Accumulated Profits*

101.—(1) When a company having a share capital has accumulated a sum of undivided profits, which with the sanction of the shareholders may be distributed among the shareholders in the form of a dividend or bonus, it may by special resolution return the same or any part thereof to the shareholders in reduction of the paid-up capital of the company, the unpaid capital being thereby increased by a similar amount.

(2) The resolution shall not take effect until a memorandum, showing the particulars required by this Act in the case of a reduction of share capital, has been filed with the Registrar, but the other provisions of this Act with respect to reduction of share capital shall not apply to a reduction of paid-up share capital under this section.

(3) On a reduction of paid-up capital in pursuance of this section, any shareholder, or any one or more of several joint shareholders, may, within one month after the passing of the resolution for the reduction, require the company to retain, and the company shall retain accordingly, the whole of the money actually paid on the shares held by him either alone or jointly with any other person, which in consequence of the reduction would otherwise be returned to him or them, and thereupon those shares shall, as regards the payment of dividend, be deemed to be paid up to the same extent only as the shares on which payment has been accepted by the shareholders in reduction of paid-up capital; and the company shall invest and keep invested the money so retained in such securities authorized for investment by trustees as the company may determine, and on the money so invested, or on so much thereof as from time to time exceeds the amount of calls subsequently made on the shares in respect of which it has been retained, the company shall pay the interest received from time to time on the securities.

(4) The amount retained and invested shall be held to represent the future calls which may be made to replace the share capital so reduced on those shares, whether the amount obtained on sale of the whole, or such proportion thereof as represents the amount of any call when made, produces more or less than the amount of the call.

(5) On a reduction of paid-up share capital in pursuance of this section, the powers vested in the directors of making calls on shareholders in respect of the amount unpaid on their shares shall extend to the amount of the unpaid share capital as augmented by the reduction.

(6) After any reduction of share capital under this section the company shall specify, in the annual list of members to be filed with the Registrar, the amounts retained at the request of any of the shareholders in pursuance of this section, and shall specify in the statements of account laid before any general meeting of the company the amount of undivided profits returned in reduction of paid-up share capital under this section.

Payment of Interest out of Capital

102. Where any shares of a company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the company may pay interest on so much of that share capital as is for the time being paid up for the period and subject to the conditions and restrictions in this section mentioned, and may charge the same to capital as part of the cost of construction of the work or building, or the provision of plant:

Provided that—

- (a) no such payment shall be made unless the same is authorized by the articles or by special resolution;
- (b) no such payment, whether authorized by the articles or by special resolution, shall be made without the previous sanction of the Lieutenant Governor in Council;
- (c) before sanctioning any such payment the Lieutenant Governor in Council may, at the expense of the company, appoint a person to inquire and report to him as to the circumstances of the case, and may before making the appointment require the company to give security for the payment of the costs of the inquiry;
- (d) the payment shall be made only for such period as may be determined by the Lieutenant Governor in Council and such period shall in no case extend beyond the close of the half-year next after the half-year during which the works or buildings have been actually completed or the plant provided;

- (e) the rate of interest shall in no case exceed seven per cent or such lower rate as may be fixed by the Lieutenant Governor in Council;
- (f) the payment of the interest shall not operate as a reduction of the amount paid up on the shares in respect of which it is paid;
- (g) the accounts of the company shall show the share capital on which, and the rate at which, interest has been paid out of capital during the period to which the accounts relate.

Commissions and Discounts

103.—(1) It shall be lawful for a company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, if the payment of the commission is authorized by the memorandum or articles, and the commission paid or agreed to be paid does not exceed the amount or rate so authorized, and, in the case of a private company, if the amount or rate per cent of the commission paid or agreed to be paid is—

- (a) in the case of shares offered to the public for subscription, disclosed in the prospectus; or
- (b) in the case of shares not offered to the public for subscription, disclosed in the statement in lieu of prospectus, and where a circular or notice, not being a prospectus, inviting subscriptions for the shares is issued, also disclosed in that circular or notice.

(2) Save as aforesaid, no company shall apply any of its shares or capital money either indirectly in payment of any commission, discount, or allowance to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, whether the shares or money be so applied by being added to the purchase-money of any property acquired by the company or to the contract price of any work to be executed for the company, or the money be paid out of the nominal purchase-money or contract price, or otherwise.

(3) Nothing in this section shall affect the power of any company to pay such brokerage as it has heretofore been lawful for a company to pay, and a vendor to, promoter of, or other person who receives payment in money or shares from, a company shall have, and shall be deemed always to have had, power to apply any part of the money or shares so received in payment of any commission, the payment of which, if made directly by the company, would have been legal under this section.

104. Where a company has paid any sums by way of commission in respect of any shares or debentures, or allowed any sums by way of discount in respect of any debentures, the total amount so paid or allowed, or so much thereof as has not been written off, shall be stated in every balance sheet of the company until the whole amount thereof has been written off.

Division (I)—Audit

105.—(1) Every company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting.

(2) If an appointment of an auditor or auditors is not made at an annual general meeting or the annual general meeting is not held, the Court may on the application of any member of the company appoint an auditor or auditors for the current year.

(3) A person other than a retiring auditor shall not be capable of being appointed auditor at an annual general meeting unless notice of an intention to nominate that person to the office of auditor has been given by a shareholder to the company not less than fourteen days before the annual general meeting, and the company shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the shareholders, either by advertisement or in any other mode allowed by the articles, not less than seven days before the annual general meeting:

Provided that if, after notice of the intention to nominate an auditor has been so given, an annual general meeting is called for a date fourteen days or less after the notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes thereof and the notice to be sent or given by the company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the annual general meeting.

(4) Subject as hereinafter provided, the first auditors of the company may be appointed by the directors at any time before the first annual general meeting, and auditors so appointed shall hold office until that meeting:

Provided that—

- (a) the company may at a general meeting of which notice has been served on the auditors in the same manner as on members of the company, remove any such auditors and appoint in their place any other persons being persons who have been nominated for appointment by any member of the company and of whose nomination notice has been given to the members of the company not less than seven days before the date of the meeting: and

(b) if the directors fail to exercise their powers under this subsection, the company in general meeting may appoint the first auditors, and thereupon the said powers of the directors shall cease.

(5) The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.

(6) The remuneration paid or payable to the auditor or auditors of a company in respect of his or their services in each year shall be specially reported to the company at its then next annual meeting and the amount of such remuneration shall be provisional only until approved by the shareholders at such annual meeting who shall be entitled thereon to fix the amount of such remuneration.

106. A director, manager, or officer or any person being a partner or in the employment of any such director, manager or officer of a company shall not be capable of being appointed auditor of the company:

Provided that in the case of a private company a director, manager, or officer of the company may be so appointed by a unanimous vote of all the members of the company.

107.—(1) Every auditor of a company shall have a right of access at all times to the books and accounts and vouchers of the company, and shall be entitled to require from the directors, managers, and officers of the company such information and explanation as may be necessary for the performance of the duties of the auditor or auditors.

(2) The auditors shall make a report to the shareholders or members on the accounts examined by them, and on every balance sheet laid before the company in general meeting during their tenure of office, and the report shall state—

(a) whether or not they have obtained all the information and explanations they have required; and

(b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the company's affairs according to the best of their information and the explanations given to them and as shown by the books of the company.

(3) In such report the auditors shall specifically call to the attention of the shareholders every matter connected with or arising out of the accounts of the company, which should be drawn to the attention of the shareholders.

(4) The auditors of a company shall be entitled to attend any general meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company, and to make any statement or explanation they desire with respect to the accounts.

Division (5)—Accounts and Balance Sheets

108.—(1) The directors of every company shall cause true accounts to be kept—

- (a) of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditures take place;
- (b) of all sales and purchases of goods by the company; and
- (c) of the assets and liabilities of the company.

(2) The books of account shall be kept at the registered offices of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

(3) In default of and subject to any regulations in the articles, the directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the directors or by the company in general meeting.

(4) Every director who knowingly and wilfully authorizes or permits any default under this section shall be guilty of an offence against this Act.

109.—(1) At every annual general meeting the directors of a company shall lay before the company—

- (a) a profit and loss account or, in the case of a company not trading for profit, an income and expenditure account, for the period in the case of the first account since the incorporation of the company, and, in any other case, since the preceding account, made up to a date not more than four months or, in the case of a company carrying on business or having interests without the Province, six months, before such annual meeting;
- (b) a balance sheet, signed on behalf of the board by two of the directors, or if there is only one director, by that director, as at the date to which the profit and loss account or the income and expenditure account, as the case may be, is made up, and there shall be attached to every such balance sheet a report by the directors with respect to the state of the company's affairs, the amount (if any) which they recommend should be paid by way of a dividend, and the amount (if any) which they propose to carry to the reserve fund, general reserve or reserve account shown specifically on the balance sheet, or to be shown specifically on a subsequent balance sheet.

- (c) the report of the auditors of the company, which shall be read before the meeting, and a reference to the report shall be inserted at the foot of the balance sheet; and
 - (d) such further information respecting the company's financial position as the articles of the company may require.
- (2) Every balance sheet of the company shall contain a summary of the authorized share capital and of the issued share capital of the company, its liabilities and its assets, together with such particulars as are necessary to disclose the general nature of the liabilities and the assets of the company and to distinguish between the amounts respectively of the fixed assets and of the floating assets, and shall state how the values of the fixed assets have been arrived at.
- (3) There shall be stated under separate headings in the balance sheet, so far as they are not written off—
- (a) the preliminary expenses of the company; and
 - (b) any expenses incurred in connection with any issue of share capital or debentures; and
 - (c) if it is shown as a separate item in, or is otherwise ascertainable from the books of the company, or from any contract for the sale or purchase of any property to be acquired by the company, or from any documents in the possession of the company, the amount of the goodwill and of any patents and trademarks as so shown or ascertained.
- (4) Where any liability of the company is secured otherwise than by operation of law on any assets of the company, the balance sheet shall include a statement that that liability is so secured, but it shall not be necessary to specify in the balance sheet the assets on which the liability is secured.
- (5) Where any of the assets of a company consist of shares in, or amounts owing (whether on account of any loan or otherwise) from a subsidiary company or subsidiary companies, the aggregate amount of those assets, distinguishing shares and indebtedness, shall be set out in the balance sheet of the first-mentioned company separately from all its other assets, and where a company is indebted (whether on account of any loan or otherwise) to a subsidiary company or subsidiary companies, the aggregate amount of that indebtedness shall be set out in the balance sheet of such company separately from all its other liabilities.
- (6) Where a company (in this subsection referred to as "the holding company") holds shares either directly or through a nominee in a subsidiary company, or in two or more subsidiary companies, there shall be annexed to the balance sheet of the holding company a statement, signed by the persons by whom, in pursuance of this section, the

balance sheet is signed, stating how the profits and losses of the subsidiary company, or where there are two or more subsidiary companies, the aggregate profits and losses of those companies, have (so far as they concern the holding company) been dealt with in, or for the purposes of, the accounts of the holding company, and in particular how, and to what extent—

- (a) provision has been made for the losses of any subsidiary company either in the accounts of that company or of the holding company, or of both; and
- (b) losses of any subsidiary company have been taken into account by the directors of the holding company in arriving at the profits and losses of that company as disclosed in its accounts; and if in the case of a subsidiary company the report made by the auditors of the company under subsection (2), of section 107, on the balance sheet of the company does not state without qualification that the auditors have obtained all the information and explanations they have required and that the balance sheet is properly drawn up so as to exhibit a true and correct view of the state of the company's affairs according to the best of their information and the explanations given to them and as shown by the books of the company, the statement which is to be annexed as aforesaid to the balance sheet of the holding company shall contain particulars of the manner in which the report is qualified:

Provided that it shall not be necessary to specify in any such statement the actual amount of the profits or losses of any subsidiary company, or the actual amount of any part of such profits or losses which has been dealt with in any particular manner.

For the purposes of this subsection, the profits or losses of a subsidiary company mean the profits or losses shown in any accounts of the subsidiary company made up to a date within the period to which the accounts of the holding company relate, or, if there are no such accounts of the subsidiary company available at the time when the accounts of the holding company are made up, the profits or losses shown in the last previous accounts of the subsidiary company which became available within that period.

If for any reason the directors of the holding company are unable to obtain such information as is necessary for the preparation of the statement aforesaid, the directors who sign the balance sheet shall so report in writing and their report shall be annexed to the balance sheet in lieu of the statement.

(7) Where the assets of a company consist in whole or in part of shares in another company (whether held directly or through a nominee and whether that other company is a company within the meaning of this Act or not), and—

- (a) the amount of shares so held is at the time when the accounts of the holding company are made up more than fifty per cent of the issued share capital of that other company or such as to entitle the company to more than fifty per cent of the voting power in that other company; or
- (b) the company has power (not being power vested in it by virtue only of the provisions of a debenture trust deed or by virtue of shares issued to it for the purpose in pursuance of such provisions) directly or indirectly to appoint the majority of the directors or persons occupying the position of director, by whatever name called in that other company—

that other company shall be deemed to be a subsidiary company for the purposes of this section, and the expression "subsidiary company" in this section shall mean a company in the case of which the conditions of this subsection are satisfied.

Where a company, the ordinary business of which includes the lending of money, holds shares in another company as security only, no account shall for the purpose of determining under this subsection whether that other company is a subsidiary company be taken of the shares so held.

(8) If any copy of a balance sheet prescribed by this section which has not been signed as required by this section is issued, circulated, or published, or if any copy of a balance sheet is issued, circulated or published without either having a copy of the auditors' report attached thereto or containing such reference to that report as is required by this section, the company shall be guilty of an offence against this Act.

110. Every balance sheet and auditors' report shall be kept at the registered office of the company, and shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, but so that not less than two hours in each day be allowed for inspection) be open to the inspection of any shareholder or member gratis for at least seven days before the meeting to which the balance sheet will be presented and the report read, and also after the meeting, and every shareholder or member shall be entitled to be furnished with a copy of the balance sheet and report at a charge not exceeding ten cents for every hundred words.

111. Holders of preference shares and debentures of a public company shall have the same right to inspect the accounts and books of the company and to receive and inspect the balance sheets of the company and the reports of the auditors, and other reports, as is possessed by the holders of ordinary shares in the company.

Division (6)—General Meetings

112.—(1) The first annual general meeting of every company shall be held within sixteen months from the date on which the company is entitled to commence business, and thereafter a general meeting of the company shall be held once at least in every calendar year and not more than sixteen months after the holding of the last preceding general meeting:

Provided that the Registrar may relieve a company from the holding of any annual meeting upon its filing with him, not less than one month before the time for holding the meeting, a statutory declaration of a director or officer, stating—

- (a) that the declarant is resident in the Province and fully conversant with the affairs of the company;
- (b) that the company has not engaged in active business (except such business as is described in the declaration) since the date of its incorporation or of its last annual summary, or of the last declaration filed under this section, as the case may be;
- (c) whether any request for a general meeting has been made by any member since such date as aforesaid, and, if so, the names of all such members;
- (d) the full address of the registered office;
- (e) the full names, addresses, and occupations of the directors;
- (f) whether any shares have been transferred or other changes in membership have taken place since such date as aforesaid, and, if so, particulars thereof;
- (g) particulars of any shares allotted or members admitted since such date as aforesaid; and
- (h) such other information as the Registrar may require.

(2) Subject to subsection (1), every annual general meeting of a company shall be held at such time and place as the articles provide, either directly or by empowering the directors or the shareholders in general meeting to fix such time and place, and in default of any such provision, or if no meeting is held in accordance with such provision, shall be held at the place where the registered office of the company is situate, in the month following that in which the anniversary of the company's becoming entitled to commence business occurs.

(3) Every company which makes default in complying with the requirements of this section, and has not been relieved by the Registrar, shall be guilty of an offence against this Act.

(4) When default has been made in holding a meeting of the company in accordance with the provisions of this section, the Court may, on the application of any member of the company, call or direct the calling of a general meeting of the company.

113.—(1) Notwithstanding anything in the articles, the directors of a company shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the issued capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, of members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date the right to vote at general meetings of the company, forthwith proceed to convene an extraordinary general meeting of the company.

(2) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form, or to the like effect, each signed by one or more requisitionists.

(3) If the directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or any of them, representing more than one-half of the total voting rights of all of them, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit.

(4) For the purposes of this section, the directors shall, in the case of a meeting at which a resolution is to be proposed as an extraordinary resolution or a special resolution, be deemed not to have duly convened the meeting, if they do not give such notice thereof, as is required in the case of an extraordinary resolution or a special resolution, as the case may be.

(5) Any meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.

(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

114.—(1) The following provisions shall have effect in so far as the articles of the company do not make other provision in that behalf:

- (a) A meeting of a company, other than a meeting for the passing of a special resolution, may be called by seven days' notice in writing;
- (b) Notice of the meeting of a company shall be served on every member of the company in the manner in which notices are required to be served by Table

A in the first schedule to this Act, and for the purpose of this provision, the expression "Table A" shall mean that table as for the time being in force;

- (c) Two or more members holding not less than one-tenth of the issued share capital or, if the company has not a share capital, not less than five per cent in number of the members of the company may call a meeting;
- (d) In the case of a private company, two members, and in the case of any other company, three members, personally present, shall be a quorum;
- (e) Any member elected by the members present at a meeting may be chairman thereof;
- (f) In the case of a company originally having a share capital, every member shall have one vote in respect of each share or each fifty dollars of stock held by him, and in any other case, every member shall have one vote.

(2) If for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called, or to conduct the meeting of the company in manner prescribed by the articles or this Act, the Court, either on the application of any director of the company or of any member of the company, who would be entitled to vote at the meeting, or of its own motion, may order a meeting of the company to be called, held and conducted in such manner as the Court thinks fit, and where any such order is made, may give such auxiliary or consequential directions as it thinks expedient, and any meeting called, held, and conducted in accordance with any such order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted.

115.—(1) At any meeting at which an extraordinary resolution or a special resolution is submitted to be passed, a declaration of the chairman that the resolution is carried shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.

(2) At any meeting at which an extraordinary resolution or a special resolution is submitted to be passed, a poll may be demanded by one person for the time being entitled according to the articles to vote, or where the articles of the company prescribe some larger number, not in any case exceeding five, by that number of persons.

(3) When a poll is demanded in accordance with this section, in computing the majority on the poll reference shall be had to the number of votes to which each member is entitled by the memorandum or articles of the company.

(4) For the purpose of passing an extraordinary or a special resolution, notice of a meeting shall be deemed to be

duly given and the meeting to be duly held when the notice is given and the meeting held in manner provided by the articles.

Division (7)—Records.

116.—(1) Every company shall cause minutes of all proceedings of general meetings, and (where there are directors or managers) of its directors or managers, to be entered in books kept for that purpose.

(2) Any such minute if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

(3) Until the contrary is proved, every general meeting of the company or meeting of directors or managers in respect of the proceedings whereof minutes have been so made, shall be deemed to have been duly held and convened, and all proceedings had thereat to have been duly had, and all appointments of directors, managers, or liquidators shall be deemed to be valid.

(4) The books containing the minutes of proceedings of any general meeting of a company held after this Act comes into operation shall be kept at the registered office of the company, and shall, during business hours (subject to such reasonable restrictions as the company may by its articles or in general meeting, impose, so that no less than two hours in each day be allowed for inspection) be open to the inspection of any member gratis. Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf to the company, with a copy of any such minutes as aforesaid, at a charge not exceeding fifty cents for every hundred words.

(5) Every company which makes default in complying with any requirement of this section shall be guilty of an offence against this Act.

Division (8)—Returns to Registrar

Annual Report.

117.—(1) Every company shall once at least in every year make a return, dated as at the 31st day of December in the then next preceding year, containing a list of all persons who, on the said date are members of the company, and of all persons who have ceased to be members since the date of the last return or (in the case of the first return) of the incorporation of the company:

Provided that a company having more than one hundred members may, with the consent of the Registrar, omit from the list all persons whose names were stated in the last list filed with the Registrar, except any such person who has changed his name or address or transferred or acquired any shares in the company since the date of that list.

(2) The list must state the address of the registered office of the company, the full names, addresses, and occupations of all the past and present members therein mentioned, and—

- (a) in the case of a company having a share capital, the number and class of shares held by each of the existing members at the date of the return, specifying shares transferred since the date of the last return, or (in the case of the first return) of the incorporation of the company, by persons who are still members and have ceased to be members respectively, and the dates of registration of the transfers, and must contain a summary distinguishing between shares issued for cash and shares issued as fully or partly paid up otherwise than in cash, and specifying the following particulars:
 - (i) The amount of the share capital of the company, and the number and class of shares into which it is divided;
 - (ii) The number of shares taken from the commencement of the company up to the date of the return;
 - (iii) The amount called up on each share;
 - (iv) The total amount of calls received;
 - (v) The total amount of calls unpaid;
 - (vi) The total amount of the sums (if any) paid by way of commission in respect of any shares or debentures or allowed by way of discount in respect of any debentures, since the date of the last return or (in the case of the first return) since the incorporation of the company;
 - (vii) The total number of shares forfeited;
 - (viii) The total amount of shares for which share warrants are outstanding at the date of the return;
 - (ix) The total amount of share warrants issued and surrendered respectively since the date of the last return or (in the case of the first return) since the incorporation of the company;
 - (x) The number of shares comprised in each share warrant;
 - (xi) The full names, addresses, and occupations of the persons who at the date of the return are the directors of the company; and
 - (xii) The total amount of debt due from the company in respect of all mortgages which are registered or required to be registered with the Registrar; and
- (b) in the case of a company not having a share capital, the dates on which the past members ceased to be

members, and the amount guaranteed by each member therein mentioned, and must contain a summary showing—

- (i) the total amount of capital contributed up to the date of the return;
- (ii) the total amount guaranteed;
- (iii) the full names, addresses and occupations of the persons, who, at the date of the return are the directors of the company; and
- (iv) the total amount of debt due from the company in respect of all mortgages which are registered or required to be registered with the Registrar.

(3) Except where the company is a private company, the annual return shall include a written copy, certified by a director or the manager or secretary of the company to be a true copy of the last balance sheet which has been audited by the company's auditors (including every document required by law to be annexed thereto), together with a copy of the report of the auditors thereon (certified as aforesaid), and if any such balance sheet is in a foreign language, there shall also be annexed to it a translation thereof in English, certified in the prescribed manner to be a correct translation:

Provided that, if the said last balance sheet did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheets, there shall be made such additions to and corrections in the said copy as would have been required to be made in the said balance sheet in order to make it comply with the said requirements, and the fact that the said copy has been so amended shall be stated thereon.

(4) The company shall within the first month of each calendar year file with the Registrar the annual return made out in accordance with Form in the second schedule, and signed by a director, manager, or secretary of the company.

(5) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

Resolutions.

118.—(1) Where no express provision is made by this Act, a copy of every special and extraordinary resolution of a company, and of every ordinary resolution affecting the contents of the articles of a company, shall, within fifteen days from the passing thereof, be filed with the Registrar.

(2) Every company which makes default in filing a copy of a special or extraordinary resolution with the Registrar as required by this section shall be guilty of an offence against this Act.

Return of Allotments, etc.

119.—(1) Whenever a company having a share capital makes any allotment of its shares, the company shall within one month thereafter file with the Registrar—

(a) a return of the allotments, stating in respect of each share the date of allotment, the number, nominal amount (if any), and class of share, the name, address, and description of the allottee, the amount paid and the amount (if any) due or payable, and the amount (if any) of commission paid or agreed to be paid;

(i) in the case of shares allotted as fully or partly paid up otherwise than in cash, a return stating the number and nominal amount (if any) of such shares, the extent to which they are to be treated as paid up, and the consideration for which they have been allotted, together with any contract in writing constituting the title of the allottee to the allotment, and any contract of sale or for services or other consideration in respect of which that allotment was made, or, where such a contract as above mentioned is not reduced to writing, full and exact particulars of the contract.

(2) Where the company has allotted any shares payable in cash and subsequently agrees by such a contract as above mentioned to accept payment otherwise than in cash, the contract, or (if the contract is not reduced to writing) full and exact particulars thereof, shall be filed with the Registrar within one month from the date thereof.

(3) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act:

Provided that—

(a) where the default in filing any document as required by this section does not exceed seven days, and is, in the opinion of the Registrar, accidental or due to inadvertence, or to the fact that the document requires to be rectified, the Registrar may file the document, and the company shall be deemed to have complied with the requirements that the document be filed within one month after allotment; or

(b) the company, or any person liable for the default, may apply to the Court for relief, and the Court, if satisfied that the omission to file the document was accidental or due to inadvertence or that upon other grounds it is just and equitable to grant relief, may make an order extending the time for the filing of the document for such period as the Court may think proper.

(4) Where an order is made under this section, an office copy thereof shall be filed with the Registrar at the same time as the document to which it relates.

120.—(1) Where a company not having a share capital has increased the number of its members beyond the registered number, it shall file with the Registrar, within fifteen days after the increase was resolved on or took place, notice of the increase of members, stating their addresses and occupations and the amount of their respective guarantees, and the Registrar shall record the increase.

(2) Every company which makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

Division (3).—Contracts.

121.—(1) Contracts on behalf of a company may be made as follows, that is to say:

- (a) Any contract which if made between private persons would be by law required to be in writing, and if made according to the law of the Province or of the Dominion to be under seal, may be made on behalf of the company in writing under the common seal of the company, and may in the same manner be varied or discharged;
- (b) Any contract which if made between private persons would be by law required to be in writing, signed by the parties to be charged therewith, may be made on behalf of the company in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged;
- (c) Any contract which if made between private persons would by law be valid although made by parol only, and not reduced into writing, may be made by parol on behalf of the company by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

(2) All contracts made according to this section shall be effectual in law, and shall bind the company and its successors and all other parties thereto, their heirs, executors, or administrators, as the case may be.

(3) A bill of exchange or promissory note shall be deemed to have been made, accepted, or endorsed on behalf of a company if made, accepted, or endorsed in the name of, or by or on behalf or on account of, the company by any person acting under its authority.

Division (4).—Delegation, etc.

122. A company which is a member of another company, may by resolution of the directors, authorize any of its

officials or any other person to act as its representative at any meeting of that other company, and the person so authorized shall be entitled to exercise the same powers on behalf of the company which he represents as if he were an individual shareholder of that other company.

123. A company may, by writing under its common seal, empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds on its behalf in any place situate within or without the limits of the Province; and every deed signed by the attorney, on behalf of the company and under his seal, shall bind the company and have the same effect as if it were under its common seal.

124.—(1) A company whose objects require or comprise the transference of business outside the Province may, if so authorized by its articles, have for use in any other province, state, or country an official seal, which shall be a facsimile of the common seal of the company, with the addition on its face of the name of the province, state, or country where it is to be used.

(2) A company having such an official seal may, by writing under its common seal, authorize any person appointed for the purpose in any province, state or country outside the Province to affix the same to any deed or other document to which the company is party in that province, state, or country.

(3) The authority of any such agent shall, as between the company and any person dealing with the agent, continue during the period (if any) mentioned in the instrument conferring the authority; or if no period is there mentioned, then until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.

(4) The person affixing any such official seal shall, by writing under his hand, on the deed or other document to which the seal is affixed, certify the date and place of affixing the same.

(5) A deed or other document to which an official seal is duly affixed shall bind the company as if it had been sealed with the common seal of the company.

125.—(1) Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as "the transferor company") to another company, whether a company within the meaning of this Act or not (in this section referred to as "the transferee company"), has within four months after the making of the offer in that behalf by the transferor company been approved by the holders of not less than nine-tenths in value of the shares affected, the transferee company may, at any time within two months after the expiration of the

said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire his shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company:

Provided that, where any such scheme or contract has been so approved at any time before the commencement of this Act, the Court may by order, on an application made to it by the transferee company within two months after the commencement of this Act, authorize notice to be given under this section at any time within fourteen days after the making of the order, and this section shall apply accordingly, except that the terms on which the shares of the dissenting shareholder are to be acquired shall be such terms as the Court may by the order direct instead of the terms provided by the scheme or contract.

(2) Where a notice has been given by the transferee company under this section, and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given, or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.

(3) Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sums or other consideration were respectively received.

(4) In this section, the expression "dissenting shareholder" shall include a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer his shares to the transferee company in accordance with the scheme or contract.

Power to Compromise.

126.—(1) Where a compromise or arrangement is proposed between a company and its creditors or any class of them, or between the company and its members or any class of them, the Court may, on the application in a summary

way of the company or of any creditor or member of the company, order a meeting of the creditors or class of creditors, or of the members of the company or class of members, as the case may be, to be summoned in such manner as the Court directs.

(2) If a majority in number representing three-fourths in value of the creditors or class of creditors, or members or class of members, as the case may be, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement shall, if sanctioned by the Court, be binding on all the creditors or the class of creditors, or on the members or class of members, as the case may be, and also on the company.

(3) Where an order is made under this section, an office copy thereof shall be filed with the Registrar within fifteen days from the date of the order or within such further time as the Court may allow, and the compromise or arrangement shall not take effect until a copy has been so filed.

127.—(1) The expression "arrangement" in section 126 shall be construed as extending to a reorganization of the share capital of the company by the consolidation of shares of different classes or by the division of shares into shares of different classes or by both these methods.

(2) An order made under subsection (2) of the said section 126 shall have no effect until an office copy has been filed with the Registrar, and a copy of every such order shall be annexed to every copy of the memorandum of the company issued after the order has been made, or, in the case of a company not having a memorandum, of every copy so issued of the instrument constituting or defining the constitution of the company.

If a company makes default in complying with the foregoing provision it shall be guilty of an offence against this Act.

(3) Where an application is made to the Court under section 126 for the sanctioning of a compromise or arrangement proposed between a company and any such persons as are mentioned in that section, and it is shown to the Court that the compromise or arrangement has been proposed for the purposes of or in connection with a scheme for the reconstruction of any company or companies or amalgamation of any two or more companies, and that under the scheme the whole or any part of the undertaking or the property of any company concerned in the scheme (in this section referred to as "a transferor company") is to be transferred to another company (in this section referred to as "the transferee company"), the Court may, either by the order sanctioning the compromise or arrangement or by any subsequent order, make provision for all or any of the following matters:

- (a) The transfer to the transferee company of the whole or any part of the undertaking and of the property or liabilities of any transferor company;
 - (b) The allotting or appropriation by the transferee company of any shares, debentures, or other like interests in that company which under the compromise or arrangement are to be allotted or appropriated by that company to or for any person;
 - (c) The continuation by or against the transferee company of any legal proceedings pending by or against any transferor company;
 - (d) the dissolution, without winding-up, of any transferor company;
 - (e) The provision to be made for any persons, who within such time and in such manner as the Court direct, dissent from the compromise or arrangement;
 - (f) Such incidental, consequential, and supplemental matters as are necessary to secure that the reconstruction or amalgamation shall be fully and effectively carried out.
- (4) Where an order under this section provides for the transfer of property or liabilities, that property shall by virtue of the order be transferred to and vest in (subject in the case of lands to the provisions of *The Land Titles Act*), and those liabilities shall by virtue of the order be transferred to and become the liabilities of, the transferee company, and in the case of any property, if the order so directs, freed from any charge which is by virtue of the compromise or arrangement to cease to have effect.
- (5) Where an order is made under this section, every company in relation to which the order is made shall cause an office copy thereof to be filed with the Registrar within seven days after the making of the order, and if a company makes default in complying with the foregoing provision it shall be guilty of an offence against this Act.
- (6) In this section the expression "property" shall include property, rights and powers of every description, and the expression "liabilities" includes duties.

Division (11)—Inspection.

128.—(1) The Lieutenant Governor in Council may appoint one or more competent inspectors to investigate the affairs of any company and to report thereon in such manner as he directs—

- (a) In the case of a company having a share capital, on the application of members holding not less than one-twentieth of the shares issued;
- (b) In the case of a company not having a share capital, on the application of not less than one-fifth in number of the persons on the company's register of members.

(2) The application shall be supported by such evidence as the Lieutenant Governor in Council may require for the purpose of showing that the applicants have good reason for, and are not actuated by malicious motives in requiring, the investigation; and the Lieutenant Governor in Council may, before appointing an inspector, require the applicants to give security for payment of the costs of the inquiry.

(3) It shall be the duty of every director, manager, officer, and agent of the company to produce to the inspectors all books and documents in their custody or power.

(4) An inspector may examine on oath any director, manager, officer, or agent of the company in relation to its business, and may administer an oath accordingly.

(5) If any director, manager, officer or agent of the company refuses to produce to the inspectors any book or document which it is his duty under this section so to produce, or refuses to answer any question which is put to him by the inspectors with respect to the affairs of the company, the inspectors may certify the refusal under their hand to the Court, and the Court may thereupon enquire into the case, and after hearing any witnesses who may be produced against or on behalf of the alleged offender, and after hearing any statement which may be offered in defence, punish the offender in like manner as if he had been guilty of contempt of the Court.

(6) On the conclusion of the investigation the inspectors shall report their opinion to the Lieutenant Governor in Council, and copies of the report shall be forwarded by the Provincial Secretary to the registered office of the company and to the Registrar, and a further copy shall, at the request of the applicants for the investigation, be delivered to them.

(7) The report shall be written or printed, as the Lieutenant Governor in Council may direct.

(8) The Lieutenant Governor in Council may make such order as to the costs and expenses incidental to such investigation as may be deemed proper.

129.—(1) A company may by special resolution appoint inspectors to investigate its affairs.

(2) Inspectors so appointed shall have the same powers and duties as inspectors appointed by the Lieutenant Governor in Council, except that, instead of reporting to the Lieutenant Governor in Council, they shall report in such manner and to such persons as the company in general meeting may direct.

(3) Directors, managers, officers, and agents of the company in case of refusal to produce any book or document required to be produced to inspectors so appointed, or to answer any question, shall be liable to be proceeded against in the same manner as if the inspectors had been appointed by the Lieutenant Governor in Council.

130. A copy of the report of any inspectors appointed under this Act, authenticated by the seal of the company whose affairs they have investigated, shall be admissible in any legal proceeding as evidence of the opinion of the inspectors in relation to any matter contained in the report.

PART VII.

PROVISIONS RELATING TO SPECIALLY LIMITED COMPANIES.

131. No member of a specially limited company shall be personally liable for the amount (if any) unpaid on his shares or for any debt contracted or payable by the company.

132.—(1) Where a certificate of incorporation incorporating any such company has been issued containing the provisions mentioned in section 19 of this Act, every certificate of shares or stock issued by the company shall bear upon the face thereof, distinctly written or printed in red ink after the name of the company, the words "Issued under Part VII of *The Companies Act*, respecting specially limited mining companies," and where such shares or stock are issued subject to further assessment, the word "Assessable," or if not subject to further assessment, the word "Non-assessable," as the case may be.

(2) Every specially limited company shall have written or printed on its certificate of incorporation, memorandum of association, prospectuses, stock certificates, bonds, contracts, agreements, notices, advertisements and other official publications and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the company and in all bills of parcels, invoices, receipts and letter heads of the company immediately after or under the name of such company, and shall have engraved upon its seal the words "Non-personal Liability."

(3) Every company which makes default in complying with the requirements of this section, and every director, manager, secretary and officer of the company who knowingly and wilfully authorizes or permits such default, shall be guilty of an offence against this Act.

PART VIII.

FOREIGN COMPANIES.

133. For the purposes of this Part, the expression—

- (a) "Business" means such lawful objects and purposes for which a foreign company is established as are within the legislative authority of the Province, and

includes the sale of its shares or debentures by or on behalf of the company, but does not include the business of banking, the construction and operation of a railway, or the business of insurance.

- (h) "Carry on business" does not apply to a foreign company which has no resident agent or representative or no warehouse, office, or place of business in the Province.

Division (1)—Registration.

134.—(1) Every foreign company which carries on business in the Province shall be registered under this Act within thirty days after commencing to carry on business in the Province, and shall, except as hereinafter provided, comply with the requirements of this Part.

(2) A foreign company heretofore licensed or registered under any former Companies Act or Ordinance shall be deemed to be registered under this Act if its name is on the register of such companies or is restored thereto pursuant to section 158.

(3) A foreign company which does not carry on business for gain may be exempted, with the approval in writing of the Attorney General, from all or any of the provisions of this Act.

(4) A foreign company which is not duly incorporated by or under a Statute, Act, or Ordinance of the province, state, or country where the company was formed shall not be registered or carry on business in the Province.

135.—(1) Every foreign company required to be registered under this Act shall file with the Registrar a statement according to Form in the second schedule, specifying—

- (a) the name of the company;
- (b) the province, state, or country where the company was incorporated;
- (c) the date of incorporation;
- (d) full particulars of the charter and regulations of the company and all amendments thereto;
- (e) the period (if any) fixed by its charter for the duration of the company;
- (f) the extent (if any) to which the liability of members of the company is limited under its charter;
- (g) the principal business of the company;
- (h) the authorized, subscribed, and paid-up capital of the company and the shares (if any) into which it is divided;
- (i) the full address of the head office of the company outside the Province;

- (f) the full address of the head office of the company within the Province;
- (g) the full name, address, and occupation of the person appointed as the attorney of the company as provided by section 142; and
- (h) such other information as the Registrar may require.

(2) The statement shall declare that the company is a valid and subsisting corporation and legally authorized to transact business under its charter, and shall be duly executed by the company under its common seal (if any), and two directors or officers of the company shall make a statutory declaration on behalf of the company, verifying the particulars set forth in the statement.

- (3) (a) The statement shall be accompanied by a copy of the charter and regulations of the company, verified in manner satisfactory to the Registrar.
- (b) If the company proposes to sell any of its shares or debentures in the Province, the statement shall also be accompanied—
 - (i) by official copies of any license or other form of authority which the company is required to obtain under the laws of the province, state, or country of its incorporation before it is permitted to offer for subscription or sale any of its shares or debentures, and of the material filed on the application for the license or other form of authority, except in so far as the Registrar dispenses with such material; or
 - (ii) where the company is not required to obtain any such license or form of authority, by a statement in lieu of prospectus according to Form or Form in the second schedule, subject only to such changes as the facts may demand.
- (c) Where any document required to be filed under this section is not in the English language, the Registrar may require a translation thereof, notari-ally certified.
- (d) Clause (b) shall not apply to a company constituted as a private company under its charter and regulations.

136.—(1) Upon receipt of the statement and other documents prescribed and of the proper fees, the Registrar shall register the company and issue under his seal of office a certificate of registration, which shall set forth—

- (a) the corporate name of the company;
- (b) the place where the head office of the company without the Province is situate;
- (c) the place where the head office of the company in the Province is situate;

- (d) the name, address, and occupation of the attorney of the company;
- (e) the authorized and paid-up capital of the company;
- (f) the time of the existence of the company, if incorporated for a limited period; and
- (g) where the liability of shareholders in the company is limited, that the company is limited, or where under its charter the name of the company has "non-personal liability" as the last words, and its objects and powers do not extend beyond the objects and powers of a specially limited company, and the liability of its shareholders does not exceed the liability of shareholders in a specially limited company, that the company is specially limited.

(2) The Registrar shall publish the certificate, with a statement shortly setting out the objects for which the company is registered under this Act, at the cost of the company in *The Alberta Gazette*.

137.—(1) A certificate of registration given by the Registrar in respect of a foreign company shall, so long as it remains in force, be conclusive evidence that the company has been registered under this Act.

(2) The expression "certificate of registration" in this section includes an amended or supplementary certificate issued under section 144 and a license or certificate of registration issued to a foreign company under any former Companies Act or Ordinance.

138.—(1) The Lieutenant Governor in Council may suspend or revoke the registration of a company for good cause or for failure to comply with any requirement of this Part, and may also remove or cancel a suspension or revocation, subject to any conditions which may be deemed proper.

(2) No suspension or revocation shall affect the rights of any creditor of the company.

(3) Notice of any suspension or revocation, or removal or cancellation thereof, shall be published by the Registrar at the cost of the company in *The Alberta Gazette*.

139.—(1) A foreign company which ceases to carry on business in the Province or ceases to exist shall file with the Registrar notice to that effect and such further evidence as he may require, and thereupon the Registrar may strike the name of the company off the register and cancel its registration.

(2) A notice that the registration of a company has been cancelled shall be published by the Registrar at the cost of the company in *The Alberta Gazette*.

(3) The registration of a company which has been cancelled by reason of its ceasing to carry on business in the Province may be revived by the Registrar upon the company filing such documents as he requires, and upon payment of the proper fees. The Registrar may issue a fresh certificate of registration and require such publication in *The Alberta Gazette* as he thinks advisable.

140. Subject to the provisions of this Act and the laws of the Province, a foreign company registered under this Act may within the Province carry on business in accordance with its certificate of registration, and for that purpose exercise the powers contained in its charter and regulations.

Division (2)—Duties and Obligations.

141. Every foreign company to which this Part applies shall—

- (a) Paint or affix, and keep painted or affixed, its name on the outside of its head office and every other office or place in which its business is carried on in the Province, in a conspicuous position, in letters easily legible; and
- (b) Have its name mentioned in legible characters in all notices, advertisements, and other official publications of the company, and in all bills of exchange, promissory notes, indorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts, and letters of credit of the company.

142.—(1) Every foreign company to which this Part applies shall have an attorney in the Province, resident in the city or place where the head office or place of business of the company in the Province is situate, and authorized by the company to accept service of process in all suits and proceedings by or against the company within the Province, and on its behalf therein to receive all lawful notices to the company.

- (2) (a) The first attorney shall be appointed by the company in the statement filed by it under section 135, and where the attorney for any reason ceases to act as such or the company desires to change the attorney, the company shall forthwith file a notice according to Form 20 in the second schedule, executed under its common seal (if any), and stating the full name, address, and occupation of a new attorney appointed by it.
- (b) Where the attorney is a member of a firm or the manager for the company in the Province, any other member of the firm or any assistant manager for

the company in the Province, named in the statement or notice, may be appointed an alternative attorney for the purposes aforesaid.

(3) Every attorney shall in the presence of a witness sign the statement or notice wherein he is so appointed as evidence of his consent to act as such attorney.

(4) It is hereby declared that such service and notification as aforesaid shall be legal and binding on the company.

(5) Notice of the appointment of a new attorney shall be published by the Registrar in *The Alberta Gazette* at the cost of the company.

143. Every foreign company registered under this Act shall give prompt notice to the Registrar of any change—

- (a) in the address of its head office within or without the Province; and
- (b) in its directors.

144.—(1) Every foreign company registered under this Act shall file with the Registrar a verified copy of any amendment to its charter or regulations within one month after the date when the amendment takes effect.

(2) A foreign company registered under this Act shall not, without the approval of the Registrar, signified in writing, use in the Province any name or title save that under which it is registered.

(3) The Registrar may issue a new or supplementary certificate of registration in respect of any amendment as aforesaid, and may require a notice thereof to be published in *The Alberta Gazette* at the cost of the company, and any former certificate to be surrendered.

145.—(1) Every foreign company to which this Part applies shall file with the Registrar a copy of any prospectus inviting subscriptions in the Province for any of its shares or debentures, and such prospectus shall state the province, state, or country in which the company was incorporated, and sections 83 and 84 or 85 shall, *mutatis mutandis*, apply to every prospectus filed under this section.

(2) Clauses (b), (c), and (d) of subsection (4) of section 84 and of subsection (3) of section 85 shall, *mutatis mutandis*, apply to every foreign company to which this Part applies.

146.—(1) A company registered under this Act shall on or before the first of March in each year during the continuance of such registration make a statement to the Registrar, verified by affidavit, containing, as of the thirty-first day of December preceding, a summary of the following particulars, that is to say:

- (a) The corporate name of the company;
- (b) The place where the head office of the company is situated;
- (c) The place or places where or from which the undertaking of the company is carried on;
- (d) The name, residence and post office address of the president, the secretary and the treasurer of the company;
- (e) The name, residence and post office address of each of the directors of the company;
- (f) The date upon which the last annual meeting of the company was held;
- (g) The amount of the capital of the company and the number of shares into which it is divided;
- (h) The number of shares subscribed for and allotted;
- (i) The amount of stock (if any) issued free from call, or if none is so issued the fact shall be stated;
- (j) The amount issued subject to call;
- (k) The number of calls made on each share;
- (l) The total amount of calls received;
- (m) The total amount of calls unpaid;
- (n) The total amount of shares forfeited;
- (o) The total amount of shares which have never been allotted or subscribed for;
- (p) The total amount for which shareholders of the company are liable in respect of the unpaid stock held by them;
- (q) In a concise form such further information respecting the affairs of the company as the directors may consider expedient.

(2) The summary in the next preceding subsection mentioned shall be verified by the affidavit of the president and secretary; or if there is no president, or he is unable to make the same, by affidavit of the secretary and one of the directors; or if there is no secretary, or he is unable to make such affidavit, by the affidavit of the president and one of the directors; or if there is neither a president nor secretary, or they are both unable to make such affidavit, by the affidavit of two of the directors; and if the president or secretary does not make or join in the affidavit, the reason therefor shall be stated in the substituted affidavit.

(3) The Registrar may at any time require the company to supply such further and other information as shall seem to him to be reasonable and proper.

(4) Any company making default in complying with the provisions of this section shall be liable on summary conviction to a penalty of twenty dollars for each and every day during which default continues; and every director, manager, secretary, agent, traveller or salesman of such

company who transacts within the Province any business whatever for such company shall be guilty of an offence under this Act.

147. The provisions of sections 87 to 95 shall apply to every foreign company registered under this Act which creates any mortgage included within those provisions and comprising property of the company situate within the Province.

Division (3)—Disabilities and Penalties.

148.—(1) Any foreign company required by this Act to become registered shall not while unregistered be capable of commencing or maintaining any action or other proceeding in any Court in respect of any contract made in whole or in part in the Province in the course of or in connection with business carried on without registration contrary to the provisions of section 134 hereof.

(2) In any action or proceeding, the burden of showing that it is registered shall be upon the company.

149.—(1) Any foreign company registered under this Act may sue and be sued in its corporate name; and, if not prohibited from so doing by its charter and regulations, may acquire and hold lands in the Province by gift, purchase or as mortgagees or otherwise, as fully and freely as private individuals; and may sell, lease, mortgage or otherwise alienate the same.

(2) A foreign company required by this Act to become registered shall not, while unregistered, be capable of acquiring or holding lands or any interest therein in the Province, or of registering any title thereto under *The Land Titles Act*;

Provided that nothing herein contained shall affect the power of any foreign company to hold lands as trustee under any mortgage or trust deed given to secure any securities guaranteed by the Province, or to hold lands received in consequence of such mortgage or trust deed, or shall affect any mortgage or trust deed so given.

150. Every foreign company registered under this Act shall, subject to the provisions of its charter and regulations and of this Act, have and may exercise all the rights, powers and privileges by *The Companies Act* granted to and conferred upon companies incorporated thereunder; and every such foreign company, and the directors, officers and members thereof, shall be subject to and shall, subject as aforesaid, observe, carry out and perform every act, matter, obligation and duty by *The Companies Act* prescribed and imposed upon companies incorporated thereunder or upon the directors, officers and members thereof.

151. No license fee shall be imposed by the council of any city, town, village or municipal district upon any company registered under this Act.

152. This Act shall not apply to the corporation known as "The Governor and Company of Adventurers of England trading into Hudson's Bay."

PART IX.

PROVISIONS APPLYING TO COMPANIES WITH OBJECTS OTHER THAN THE ACQUISITION OF GAIN.

153.—(1) Where any association has been or is about to be formed as a limited company, if it proves to the Registrar that it is formed for the purpose of promoting art, science, religion, charity or any other useful object, and that it is the intention of such association to apply the profits, if any, or any other income of the association in promoting its objects and to prohibit the payment of any dividend to the members of the association, the registrar may direct such association to be registered with limited liability without the addition of the word "limited" to its name and such association may be registered accordingly and upon registration shall enjoy all the privileges conferred and be subject to the obligations imposed by this Act on limited companies, with the exception that none of the provisions hereof that require a limited company to use the word "limited" as a part of its name or to publish its name or to send a list of its members, directors, or managers to the Registrar shall apply to an association so registered.

(2) The direction by the Registrar may be made upon such conditions and subject to such regulations as the Registrar thinks fit to impose and such conditions and regulations shall be binding on the association and any at the option of the Registrar be inserted in the memorandum and articles of association or in both or in one of such documents.

154. In the case of any association or company formed for the above mentioned purposes or any of them and using the word "limited" as a part of its name it shall be lawful for the Registrar upon the application of such association or company to authorize the discontinuance of the word "limited" as part of such name; and upon such authorization being granted such association or company shall be entitled to the same benefits and subject to the same liabilities as associations registered under this Part of this Act.

155.—(1) Where any association has been or is about to be formed as a limited company, if it proves to the satisfaction of the Registrar that it is formed solely for the purpose

of promoting recreation amongst its members and that it is the intention of such association to apply the profits (if any) or any other income of the association in promoting its objects and that it is not formed with gain for its object and that no dividend shall be divided among the members of the association, the Registrar may direct such association to be registered with limited liability without the addition of the word "limited" to its name, and such association may be registered accordingly, and shall enjoy all the privileges conferred and be subject to the obligations imposed by this Act upon limited companies, with the exception that none of the provisions thereof that require a limited company to use the word "limited" as a part of its name or to publish its name or to send in to the Registrar any of the returns prescribed by this Act shall apply to an association so registered, and that the total fee for registering such an association shall be twenty-five dollars.

(2) Companies incorporated under Part V of *The Companies Act* shall cease to be subject to the restrictions therein contained as to the amount of their capital.

156.—(1) Where it is proved to the satisfaction of the Minister of Railways and Telephones that an association which desires to be formed as a limited company is to be formed for carrying on the business of a telephone company, or of establishing, working, managing, controlling or regulating a telephone system and exchange, and that such association intends to apply its profits (if any) or other income, in promoting its objects and to prohibit the payment of any dividend to its members, the Minister may by license direct that the association be registered for a limited term as a company with limited liability without the addition of the word "limited" to its name, and the association may be registered accordingly upon the payment of such fee as the Minister may direct.

(2) No such registration shall empower the company to carry on a commercial business, nor shall it confer any exclusive right to the maintenance and operation of a telephone system in the area served by the company so incorporated.

(3) A license by the Minister under this section may be granted under such conditions and such regulations as he thinks fit, and these conditions and regulations shall be binding upon the association, and shall, if the Minister so direct, be inserted in the memorandum of articles or any one of those documents, and the Registrar shall not register any such memorandum or articles until he is satisfied that no such direction as aforesaid is or has been made by the Minister.

(4) Any such license or registration may at any time be revoked by the Minister.

PART X.

DISSOLUTION.

Division (1)—Cancellation of Incorporation.

157. On sufficient cause being shown, and upon such conditions and subject to such provisions as may be deemed proper, the Lieutenant Governor in Council may revoke and cancel the incorporation of a company, and declare the company to be dissolved.

Division (2)—Removal from Register of Companies in Default or Default.

158.—(1) Where a company or a foreign company has failed to file any return, notice, or document required to be filed with the Registrar pursuant to this Act or any former Companies Act or Ordinance for two consecutive years after the return, notice, or document should have been so filed, or the Registrar has reasonable cause to believe that a company is not carrying on business or in operation, or in the case of a foreign company that it has ceased to carry on business in the Province, he shall send to the company by post a registered letter notifying it of its default or inquiring whether the company is carrying on business or in operation.

(2) If within one month of sending the letter no reply thereto is received by the Registrar, or the company fails to fulfil the lawful requirements of the Registrar, or notifies the Registrar that it is not carrying on business or in operation, he may, at the expiration of a further fourteen days, publish in *The Alberta Gazette* a notice that at the expiration of two months from the date of that notice the company mentioned therein will, unless cause is shown to the contrary, be struck off the register, and the company will be dissolved, or, in the case of a foreign company, will be deemed to have ceased to carry on business in the Province.

(3) In any case where a company or foreign company is being wound up, if the Registrar has reasonable cause to believe that no liquidator is acting or that the affairs of the company are fully wound up, or if the returns required to be made by the liquidator have not been made for a period of three consecutive months, after notice by the Registrar demanding the returns has been sent by post to the registered office of the company, or, in the case of a foreign company, to the attorney of the company under Part VIII, and to the liquidator at his last-known place of business, the Registrar may publish in *The Alberta Gazette* a like notice as is provided in subsection (2).

(4) At the expiration of the time mentioned in the notice, and also in any case where a company has by resolution requested the Registrar to strike it off the register, and has

filed with him a statutory declaration of two or more directors proving that the company has no debts or liabilities, the Registrar may, unless cause to the contrary is previously shown, strike the company off the register, and shall publish notice thereof in *The Alberta Gazette*, and on such publication the company shall be dissolved, or, in the case of a foreign company, shall be deemed to have ceased to carry on business in the Province:

Provided that the liability (if any) of every director, manager, officer, and member of the company shall continue and may be enforced as if the company had not been struck off the register.

159.—(1) Where a company or a foreign company or any member or creditor thereof is aggrieved by the company having been struck off the register, the Court, on the application of the company or member or creditor, may, if satisfied that the company was at the time of the striking off carrying on business or in operation, or otherwise that it is just that the company be restored to the register, order the company to be restored to the register, and upon a copy of the order being filed with the Registrar the company shall be deemed to have continued in existence, or, in the case of a foreign company, to be still entitled to carry on business in the Province, as if it had not been struck off; and the Court may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position as nearly as may be as if the company had not been struck off, but without prejudice to the rights of parties acquired prior to the date on which the company is restored to the register.

(2) Where 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, and, except where the application is for an order under clause (d) of this subsection, also by advertisement in *The Alberta Gazette* and once a week for two weeks in a newspaper published or (where there is no newspaper published) circulated in the locality in which the registered or head office of the company in the Province was last situate, and in the locality in which the operations of the company were last carried on, and no order shall be made by the Court unless notice has been so given;
- (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 such time, but no order shall take effect until an office copy is so filed and such lawful requirements are so fulfilled;

- (c) if the application is not made within one year from the date on which the company was struck off, and another company or foreign 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 shall, subject to clause (b), take 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 a foreign company (except a company incorporated by or under an Act of the Dominion) 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;
- (d) 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;
- (e) where the company has requested the Registrar to strike it off the register, the company shall not be restored without his written consent.

160. A letter or notice under this Division may be addressed to the company at its registered office, or, in the case of a foreign company, at its head office in the Province; or, if no office is registered or recorded, as the case may be, to the care of some director or officer of the company, or, in the case of a foreign company, to the attorney of the company under Part VIII; or, if there is no director or officer of the company whose name and address are known to the Registrar, the letter or notice in identical form may be sent to each of the persons who subscribed the memorandum, addressed to him at the address mentioned in the memorandum.

161. Every person who carries on or attempts to carry on the business of a company or a foreign company which has been struck off the register and has not been restored to the register shall be guilty of an offence against this Act.

Division (2)—Winding-up.

Preliminary.

162.—(1) 'The winding-up of a company' may be either—

- (a) by the Court; or

- (b) voluntary; or
- (c) subject to the supervision of the Court.

(2) The provisions of this Act with respect to winding-up apply, unless the contrary appears, to the winding-up of a company in any of these modes.

Contributories.

163.—(1) In the event of a company being wound up, every present and past member shall, subject to the provisions of this Act, be liable to contribute to the assets of the company to an amount sufficient for payment of its debts and liabilities and the costs, charges, and expenses of the winding-up, and for the adjustment of the rights of the contributories among themselves, with the qualifications following, that is to say:

- (a) A past member shall not be liable to contribute if he has ceased to be a member for one year or upwards before the commencement of the winding-up;
- (b) A past member shall not be liable to contribute in respect of any debt or liability of the company contracted after he ceased to be a member;
- (c) A past member shall not be liable to contribute unless it appears to the Court that the existing members are unable to satisfy the contributions required to be made by them in pursuance of this Act;
- (d) In the case of a company limited by shares, no contribution shall be required from any member exceeding the amount (if any) unpaid on the shares in respect of which he is liable as a present or past member;
- (e) In the case of a specially limited company, no contributions shall be required from any member;
- (f) In the case of a company limited by guarantee, no contribution shall be required from any member exceeding the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up;
- (g) A sum due to any member of a company, in his character of a member, by way of dividends, profits, or otherwise, shall not be deemed to be a debt of the company, payable to that member in a case of competition between himself and any other creditor not a member of the company; but any such sum may be taken into account for the purpose of the final adjustment of the rights of the contributories among themselves.

(2) In the winding-up of a company limited by guarantee which has a share capital, every member of the company shall be liable, in addition to the amount undertaken to be

contributed by him to the assets of the company in the event of its being wound up, to contribute to the extent of any sums unpaid on any shares held by him.

164. The liability of a contributory shall create a debt, of the nature of a specialty, accruing due from him at the time when his liability commenced, but payable at the times when calls are made for enforcing the liability.

165.—(1) If a contributory dies either before or after he has been placed on the list of contributories, his personal representatives and his heirs and devisees shall be liable in due course of administration to contribute to the assets of the company in discharge of his liability, and shall be contributories accordingly.

(2) If the personal representatives make default in paying any money ordered to be paid by them, proceedings may be taken for administering the personal and real estates of the deceased contributory, or either of them, and of compelling payment thereof of the money due.

166. If a contributory becomes bankrupt, either before or after he has been placed on the list of contributories, then—

- (a) his trustee in bankruptcy shall represent him for all the purposes of the winding-up, and shall be a contributory accordingly, and may be called on to admit to proof against the estate of the bankrupt, or otherwise to allow to be paid out of his assets in due course of law, any money due from the bankrupt in respect of his liability to contribute to the assets of the company; and
- (b) there may be proved against the estate of the bankrupt the estimated value of his liability to future calls as well as calls already made.

(a) *Winding-up by Court.*

167. A company may be wound up by the Court—

- (a) if the company has by special resolution resolved that the company be wound up by the Court;
- (b) if default is made in filing the statutory report or in holding the statutory meeting;
- (c) if the company does not commence its business within a year from its incorporation, or suspends its business for a whole year;
- (d) if the number of members is reduced, in the case of a private company, below two, or, in the case of any other company, below three;
- (e) if the Court is of opinion that it is just and equitable that the company should be wound up.

168.—(1) An application to the Court for the winding-up of a company shall be by petition, presented subject to the provisions of this section either by the company, or by any contributory or contributories, or either of those parties, together or separately:

Provided that—

- (a) a contributory shall not be entitled to present a petition for winding up a company unless—
 - (i) either the number of members is reduced, in the case of a private company, below two, or, in the case of any other company, below three; or
 - (ii) the shares in respect of which he is a contributory, or some of them, either were originally allotted to him or have been held by him and registered in his name for at least six months during the eighteen months before the commencement of the winding-up, or have devolved on him through the death of a former holder; and
- (b) a petition for winding up a company on the ground of default in filing the statutory report or in holding the statutory meeting shall not be presented by any person except a shareholder, nor before the expiration of fourteen days after the last day on which the meeting ought to have been held.

(2) Where a company is being wound up voluntarily, or subject to the supervision of the Court, a petition may be presented by the liquidator or any creditor, as well as by any other person authorised in that behalf under the other provisions of this section, but the Court shall not make a winding-up order on the petition unless it is satisfied that the voluntary winding-up cannot be continued with due regard to the interests of the creditors or contributories.

169.—(1) On hearing the petition the Court may dismiss it with or without costs, or adjourn the hearing conditionally or unconditionally, or make any interim order, or any other order that it deems just, but the Court shall not refuse to make a winding-up order on the ground only that the assets of the company have been mortgaged to an amount equal to or in excess of those assets, or that the company has no assets.

(2) Where the petition is presented on the ground of default in filing the statutory report or in holding the statutory meeting, the Court may, instead of directing that the company be wound up, give directions for the report to be filed or the meeting to be held, or make such other order as may be just, and may order the costs to be paid by any persons who, in the opinion of the Court, are responsible for the default.

170. On the making of a winding-up order, an office copy of the order shall, within fifteen days from the date of the order, be filed by the liquidator with the Registrar, and every liquidator who makes default in complying with this requirement shall be guilty of an offence against this Act.

171. A winding-up of a company by the Court shall be deemed to commence at the time of the presentation of the petition for the winding-up.

172. At any time after the presentation of a petition for winding-up, and before a winding-up order has been made, the company, or any contributory, may—

- (a) where any action or proceeding against the company is pending in the Supreme Court or Court of Appeal, apply to the Court in which the action or proceeding is pending for a stay of proceedings therein; and
 - (b) where any other action or proceeding is pending against the company, apply to the Court having jurisdiction to wind up the company to restrain further proceedings in the action or proceeding—
- and the Court to which application is so made may, as the case may be, stay or restrain the proceedings accordingly on such terms as it thinks fit.

173. When a winding-up order has been made—

- (a) every disposition of the property (including things in action) of the company and every transfer of shares or alteration in the status of its members shall, unless the Court otherwise orders, be void;
- (b) no action or proceeding shall be proceeded with or commenced against the company except by leave of the Court, and subject to such terms as the Court may impose;
- (c) any attachment, sequestration, distress, or execution put in force against the estate or effects of the company after the commencement of the winding-up shall be void to all intents.

174. The Court may, as to all matters relating to a winding-up by the Court, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence.

175. An order for winding up a company shall operate in favor of all the creditors and of all the contributories of the company.

176. After an order for a winding-up, the Court may make such order for inspection by creditors and contributories of the company of its books and papers as the Court

thinks just, and any books and papers in the possession of the company may be inspected by creditors or contributors accordingly, but not further or otherwise.

177. The Court may at any time after an order for winding-up, and on proof to the satisfaction of the Court that all proceedings in relation to the winding-up ought to be stayed, make an order staying the proceedings, either altogether or for a limited time, on such terms and conditions as the Court thinks fit.

178. The Court may, in the event of the assets being insufficient to satisfy the liabilities, make an order as to the payment out of the assets of the costs, charges, and expenses incurred in the winding-up in such order of priority as the Court thinks just.

179.—(1) When the affairs of a company have been completely wound up, the Court shall make an order that the company be dissolved from the date of the order, and the company shall be dissolved accordingly.

(2) An office copy of the order shall be filed by the liquidator with the Registrar within fifteen days from the date of the order.

(3) Every liquidator who makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

Contributories, Assets, etc.

180.—(1) As soon as may be after making a winding-up order, the Court shall settle a list of contributories, with power to rectify the register of members in all cases where rectification is required in pursuance of this Act, and shall cause the assets of the company to be collected and applied in discharge of its liabilities:

Provided that where it appears to the Court that it will not be necessary to make calls on or adjust the rights of contributories, the Court may dispense with the settlement of a list of contributories.

(2) In settling the list of contributories, the Court shall distinguish between persons who are contributories in their own right and persons who are contributories as being representatives of or liable to the debts of others.

181. The Court shall adjust the rights of the contributories among themselves, and distribute any surplus among the persons entitled thereto.

182.—(1) The Court may, at any time after making a winding-up order, and either before or after it has ascertained the sufficiency of the assets of the company, make calls on and order payment thereof by all or any of the

contributories for the time being settled on the list of the contributories to the extent of their liability, for payment of any money which the Court considers necessary to satisfy the debts and liabilities of the company, and the costs, charges, and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

(2) In making a call the Court may take into consideration the probability that some of the contributories may partly or wholly fail to pay the call.

183.—(1) The Court may, at any time after making a winding-up order, make an order on any contributory for the time being settled on the list of contributories to pay, in manner directed by the order, any money due from him or from the estate of the person whom he represents to the company, exclusive of any money payable by him or the estate by virtue of any call in pursuance of this Act.

(2) When all the creditors are paid in full, any money due on any account whatever to a contributory from the company may be allowed to him by way of set-off against any subsequent call.

184. The Court, at any time either before or after making a winding-up order, on proof of probable cause for believing that a contributory is about to leave the Province, or otherwise to abscond or to remove or conceal any of his property for the purpose of evading payment of calls or of avoiding examination respecting the affairs of the company, may cause the contributory to be arrested, and his books and papers and movable personal property to be seized, and him and them to be safely kept until such time as the Court may order.

185. The Court may, at any time after making a winding-up order, require any contributory for the time being settled on the list of contributories, and any trustee, receiver, banker, agent, director, manager, or officer of the company, to pay, deliver, convey, surrender, or transfer forthwith, or within such times as the Court directs, to the liquidator any money, property, or books and papers in his hands to which the company is *prima facie* entitled.

186.—(1) The Court may, after it has made a winding-up order, summon before it any director, manager, or officer of the company or person known or suspected to have in his possession any property of the company or supposed to be indebted to the company, or any person whom the Court deems capable of giving information concerning the trade, dealings, affairs, or property of the company.

(2) The Court may examine him on oath concerning the same, either by word of mouth or on written interrogatories, and may reduce his answers to writing and require him to sign them.

(3) The Court may require him to produce any books and papers in his custody or power relating to the company; but, where he claims any lien on books or papers produced by him, the production shall be without prejudice to that lien, and the Court shall have jurisdiction in the winding-up to determine all questions relating to that lien.

(4) If any person so summoned, after being tendered a reasonable sum for his expenses, refuses to come before the Court at the time appointed, not having a lawful impediment (made known to the Court at the time of its sitting, and allowed by it), the Court may cause him to be apprehended and brought before the Court for examination.

187.—(1) The Court may order any contributory, purchaser, or other person from whom money is due to the company to pay the same into a bank to the account of the liquidator instead of to the liquidator, and any such order may be enforced in the same manner as if it had directed payment to the liquidator.

(2) All moneys and securities paid or delivered into a bank in the event of a winding-up by the Court shall be subject in all respects to the orders of the Court.

188.—(1) An order made by the Court on a contributory shall (subject to any right of appeal) be conclusive evidence that the money (if any) thereby appearing to be due or ordered to be paid is due.

(2) All other pertinent matters stated in the order shall be taken to be truly stated as against all persons, and in all proceedings, except proceedings against the real estate of a deceased contributory, in which case the order shall be only *prima facie* evidence for the purpose of charging his real estate, unless his heirs or devisees were on the list of contributories at the time of the order being made.

189. Any powers by this Act conferred on the Court shall be in addition to and not in restriction of any existing powers of instituting proceedings against any contributory or debtor of the company, or the estate of any contributory or debtor, for the recovery of any call or other sums.

Proof by Creditors.

190. The Court may fix a time or times within which creditors are to prove their debts or claims, or to be excluded from the benefit of any distribution made before those debts are proved.

Examination of Promoters, etc.

191.—(1) When an order has been made for winding up a company by the Court, and the liquidator has made report under this Act stating that in his opinion a fraud has been committed by any person in the promotion or formation of

the company, or by any director, manager, or officer of the company in relation to the company since its formation, the Court may, after consideration of the report, direct that any person who has taken any part in the promotion or formation of the company, or has been a director, manager, or officer of the company, shall attend before the Court on a day appointed by the Court for that purpose and be publicly examined as to the promotion or formation or the conduct of the business of the company, or as to his conduct and dealings as director, manager, or officer thereof.

(2) The liquidator and any creditor or contributory may take part in the examination, either personally or by solicitor or counsel.

(3) The Court may put such questions to the person examined as the Court thinks fit.

(4) The person examined shall be examined on oath, and shall answer all such questions as the Court may put or allow to be put to him.

(5) A person ordered to be examined under this section shall at his own cost, before his examination, be furnished with a copy of the liquidator's report, and may at his own cost employ a solicitor with or without counsel, who shall be at liberty to examine him for the purpose of enabling him to explain or qualify any answers given by him;

Providing that if he is, in the opinion of the Court, exculpated from any charges made or suggested against him, the Court may allow him such costs as in its discretion it may think fit.

(6) Notes of the examination shall be taken down either in shorthand or in writing, and if in writing shall be read over to or by, and signed by, the person examined, and may thereafter be used in evidence against him, and shall be open to the inspection of any creditor or contributory at all reasonable times.

(7) The Court may, if it thinks fit, adjourn the examination from time to time.

(8) An examination under this section may, if the Court so directs, and subject to general rules, be held before a Clerk of the Court named for the purpose, or any special examiner appointed by the Court, and the powers of the Court under this section as to the conduct of the examination, but not as to costs, may be exercised by the person before whom the examination is held.

192. If it appears to the Court in the course of a winding-up by the Court that any past or present director, manager, officer, or member of the company has been guilty of any offence in relation to the company for which he is criminally responsible, the Court may, on the application of any person interested in the winding-up, or of its own motion,

direct the liquidator to prosecute for the offence, and may order the costs and expenses to be paid out of the assets of the company.

Liquidators.

193.—(1) For the purpose of conducting the proceedings in winding up a company and performing such duties in reference thereto as the Court may impose, the Court may appoint a liquidator or liquidators.

(2) The Court may at any time after the presentation of a petition, and before the appointment of a liquidator or liquidators, appoint any fit person as a provisional liquidator, and may limit and restrict his powers by the order appointing him.

(3) No liquidator or provisional liquidator shall be capable of acting as such until he has filed with the Registrar a notice of his appointment according to Form in the second schedule, and given such security in such amount as the Court may direct.

(4) Every liquidator or provisional liquidator shall, within seven days after his appointment, file with the Registrar the notice aforesaid, and if any such liquidator makes default in complying with this requirement he shall be guilty of an offence against this Act.

(5) If more than one liquidator is appointed by the Court, the Court shall declare whether any act by this Act required or authorized to be done by the liquidator is to be done by all or any one or more of the persons appointed.

(6) A liquidator appointed by the Court may resign or, on cause shown, be removed by the Court.

(7) A vacancy in the office of a liquidator appointed by the Court shall be filled by the Court.

(8) The liquidator shall receive such salary or remuneration by way of percentage or otherwise as the Court may direct; and, if more such persons than one are appointed liquidators, their remuneration shall be distributed among them in such proportions as the Court may direct.

(9) A liquidator shall be described by the style of the liquidator of the particular company in respect of which he is appointed, and not by his individual name.

(10) The acts of a liquidator shall be valid notwithstanding any defects that may afterwards be discovered in his appointment or qualification.

194.—(1) In a winding-up by the Court, the liquidator or the provisional liquidator, as the case may be, shall take into his custody, or under his control, all the property and things in action to which the company is or appears to be entitled.

(2) In a winding-up by the Court, if and so long as there is no liquidator, all the property of the company shall be deemed to be in the custody of the Court.

195. The liquidator may apply to the Court for directions in relation to any particular matter arising under the winding-up.

196.—(1) The liquidator in a winding-up by the Court shall have power, with the sanction of the Court—

- (a) to bring or defend any action or other legal proceeding in the name and on behalf of the company;
- (b) to carry on the business of the company, so far as may be necessary for the beneficial winding-up thereof;
- (c) to appoint a solicitor to assist him in the performance of his duties;
- (d) to employ an agent to do any business which the liquidator is unable to take or do himself; but the sanction in this case must be obtained before the employment, except in cases of urgency, and in those cases it must be shown that no undue delay took place in obtaining the sanction;
- (e) to pay any classes of creditors in full;
- (f) to make any compromise or arrangement with any creditors or class of creditors or any persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages against the company, or whereby the company may be rendered liable;
- (g) to make any compromise or arrangement in respect of calls and liabilities to calls, debts, and liabilities capable of resulting in debts, and all claims, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the company and a contributory, or alleged contributory, or other debtor or person apprehending liability to the company, and all questions in any way relating to or affecting the assets or the winding-up of the company, on such terms as may be agreed, and take any security for the discharge of any such call, debt, liability, or claim, and give a complete discharge in respect thereof;
- (h) to sell the real and personal property and things in action of the company by public auction or private contract, with power to transfer the whole thereof to any person or company, or to sell the same in parcels;
- (i) to do all acts and to execute, in the name and on behalf of the company, all deeds, receipts, and other documents, and for that purpose to use, when necessary, the company's seal;
- (j) to prove, rank, and claim in the distribution of the estate of any contributory for any balance against his estate, and to receive dividends in such distribu-

tion in respect of that balance, as a separate debt due from the estate of the contributory, and rateably with the other separate creditors;

- (k) to draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the company, with the same effect with respect to the liability of the company as if the bill or note had been drawn, accepted, made, or indorsed by or on behalf of the company in the course of its business;
- (l) to raise on the security of the assets of the company any money requisite;
- (m) to take out in his official name letters of administration to any deceased contributory, and to do in his official name any other act necessary for obtaining payment of any money due from a contributory or his estate which cannot be conveniently done in the name of the company; and in all such cases the money due shall, for the purpose of enabling the liquidator to take out the letters of administration or recover the money, be deemed to be due to the liquidator himself;
- (n) to do all such other things as may be necessary for winding up the affairs of the company and distributing its assets.

(2) The Court may provide by any order that the liquidator may exercise any of the above powers, without the further sanction or intervention of the Court.

(3) A compromise or arrangement under clause (f) or (g) of subsection (1) affecting all the creditors or a class of creditors shall be binding on a company if sanctioned by an extraordinary resolution of the company, and on all the creditors or the class of creditors if accepted by three-fourths in number and value of all the creditors or of the class of creditors.

197.—(1) The Supreme Court, or any three of the judges thereof, may, from time to time, make and settle the forms, rules and regulations to be followed and observed in proceedings under this Act and may make rules as to the costs, fees and charges which shall or may be had, taken or paid in all such cases by or to solicitors or counsel, and by or to officers of the Court, whether for the officers or for the Crown, and by or to sheriffs, or other persons for whom it may be necessary to provide, or for any service performed or work done under this Act.

(2) Until such forms, rules and regulations are so approved, and subject to any which may be approved, the practice under this Act shall, in cases not hereinbefore provided for, be the same, as nearly as may be, as under *The Winding Up Act of Canada*, and the rules of the said Court made thereunder or applicable thereto.

198.—(1) The liquidator of a company which is being wound up by the Court may, if satisfied that the nature of the estate or business of the company, or the interests of the creditors or contributories generally, require the appointment of a special manager of the estate or business of the company other than himself, apply to the Court to, and the Court may on such application, appoint a special manager thereof to act during such time as the Court may direct, with such powers, including any of the powers of a receiver or manager, as may be entrusted to him by the Court.

(2) The special manager shall give such security and account in such manner and shall receive such remuneration as the Court may direct.

199.—(1) Every liquidator of a company which is being wound up by the Court shall, in such manner and at such times as the Court may direct, pay the money received by him into a bank.

(2) If any such liquidator at any time retains for more than ten days a sum exceeding two hundred and fifty dollars, or such other amount as the Court in any particular case authorizes him to retain, then, unless he explains the retention to the satisfaction of the Court, he shall pay interest on the amount so retained in excess at the rate of ten per cent per annum, and shall be liable to disallowance of all or such part of his remuneration as the Court may think just, and to be removed from his office by the Court, and shall pay any expenses occasioned by reason of his default.

(3) A liquidator of a company which is being wound up by the Court shall not pay any sums received by him as liquidator into his private banking account.

200.—(1) Every liquidator of a company which is being wound up by the Court shall, at such times as the Court may order, but not less than once in each year during his tenure of office, send to the Clerk of the Court an account of his receipts and payments as liquidator.

(2) The account shall be in a prescribed form, shall be made in duplicate, and shall be verified by a statutory declaration in the prescribed form.

(3) The Court shall cause the account to be audited, and for the purpose of the audit the liquidator shall furnish the auditor with such vouchers and information as he may require, and the auditor may at any time require the production of and inspect any books or accounts kept by the liquidator.

(4) When the account has been audited, one copy thereof shall be filed with the Court, and such copy shall be open to the inspection of any creditor or of any person interested.

(5) The auditor shall cause the account when audited, or a summary thereof, to be printed or typewritten, and shall send a printed or typewritten copy of the account or summary by post to every creditor and contributory.

201. Every liquidator of a company which is being wound up by the Court shall keep, in manner prescribed, proper books in which he shall cause to be made entries or minutes of proceedings at meetings, and of such other matters as may be prescribed, and any creditor or contributory may, subject to the control of the Court, personally or by his agent inspect any such books.

202.—(1) When the liquidator of a company which is being wound up by the Court has realized all the property of the company, or so much thereof as can, in his opinion, be realized without needlessly protracting the liquidation, and has distributed a final dividend (if any) to the creditors and adjusted the rights of the contributories among themselves, and made a final return (if any) to the contributories, or has resigned, or has been removed from his office, the Court shall, on his application, cause a report on his accounts to be prepared, and, on his complying with all the requirements of this Act, shall take into consideration the report, and any objection which may be urged by any creditor, or contributory, or person interested against the release of the liquidator, and shall either grant or withhold the release accordingly.

(2) Where the release of a liquidator is withheld, the Court may, on the application of any creditor or contributory, or person interested, make such order as it thinks just, charging the liquidator with the consequences of any act or default which he may have done or made contrary to his duty.

(3) An order of the Court releasing the liquidator shall discharge him from all liability in respect of any act done or default made by him in the administration of the affairs of the company, or otherwise in relation to his conduct as liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact, or may be reversed on appeal to the Court of Appeal.

(4) Where the liquidator has not previously resigned or been removed, his release shall operate as a removal of him from his office.

203.—(1) The Court shall take cognizance of the conduct of liquidators of companies which are being wound up by the Court, and if a liquidator does not faithfully perform his duties and duly observe all the requirements imposed on him by statute, general rules, or otherwise with respect to the performance of his duties, or if any complaint is made to the Court by any creditor or contributory in regard thereto, the Court shall inquire into the matter, and take such action thereon as it may deem expedient.

(2) The Court may at any time require any liquidator of a company which is being wound up by the Court to answer any inquiry in relation to any winding-up in which

he is engaged, and may, if thought fit, order that he or any other person be examined on oath concerning the winding-up before a Clerk of the Court named for the purpose, or any special examiner appointed by the Court.

(3) The Court may also direct a local investigation to be made of the books and vouchers of the liquidator.

Committee of Inspection, Meetings of Creditors, etc.

204.—(1) When a winding-up order has been made by the Court, the liquidator may, and shall forthwith, upon a request in writing to do so by one-tenth in value of the creditors or contributories, summon separate meetings of the creditors and contributories of the company for the purpose of determining whether or not an application is to be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

(2) The Court may make any appointment and order required to give effect to any such determination, and, if there is a difference between the determinations of the meetings of the creditors and contributories, the Court shall decide the difference and make such order thereon as the Court may think fit.

205.—(1) A committee of inspection appointed in pursuance of this Act shall consist of creditors and contributories of the company or persons holding general powers of attorney from creditors or contributories in such proportions as may be agreed on by the meetings of creditors and contributories, or as, in case of difference, may be determined by the Court.

(2) The committee shall meet at such times as it from time to time appoints, and, failing such appointment, at least once a month; and the liquidator or any member of the committee may also call a meeting of the committee as and when he thinks necessary.

(3) The committee may act by a majority of its members present at a meeting, but shall not act unless a majority of the committee are present.

(4) Any member of the committee may resign by notice in writing signed by him and delivered to the liquidator.

(5) If a member of the committee becomes bankrupt or insolvent, or compounds or arranges with his creditors, or is absent from five consecutive meetings of the committee without the leave of those members who together with himself represent the creditors or contributories, as the case may be, his office shall thereupon become vacant.

(6) Any member of the committee may be removed by an ordinary resolution at a meeting of creditors (if he represents creditors) or of contributories (if he represents contributories), of which seven days' notice has been given, stating the object of the meeting.

(7) On a vacancy occurring in the committee the liquidator shall forthwith summon a meeting of creditors or of contributories, as the case may require, to fill the vacancy, and the meeting may, by resolution, reappoint the same or appoint another creditor or contributory to fill the vacancy.

(8) The continuing members of the committee, if not less than two, may act notwithstanding any vacancy in the committee.

206.—(1) Subject to the provisions of this Act, the liquidator of a company which is being wound up by the Court shall, in the administration of the assets of the company and in the distribution thereof among its creditors, have regard to any directions that may be given by resolution of the creditors or contributories at any general meeting, or by the committee of inspection; and any directions given by the creditors or contributories at any general meeting shall, in case of conflict, be deemed to override any directions given by the committee of inspection.

(2) The liquidator may summon general meetings of the creditors or contributories for the purpose of ascertaining their wishes, and it shall be his duty to summon meetings at such times as the creditors or contributories, by resolution, either at the meeting appointing the liquidator or otherwise, may direct, or whenever requested in writing to do so by one-tenth in value of the creditors or contributories, as the case may be.

(b) Voluntary Winding-up.

Resolution to Wind Up and Effect.

207. A company may be wound up voluntarily—

- (a) when the period (if any) fixed for the duration of the company by the articles expires, or the event (if any) occurs on the occurrence of which the articles provide that the company is to be dissolved, and the company in general meeting has passed an extraordinary resolution requiring the company to be wound up;
- (b) if the company resolves by special resolution that the company be wound up voluntarily;
- (c) if the company resolves by extraordinary resolution that by reason of its liabilities it is advisable to wind up.

208.—(1) When a company has resolved by special or extraordinary resolution to wind up voluntarily, it shall publish a notice of the resolution in *The Alberta Gazette*.

(2) Every company which makes default in complying with this section shall be guilty of an offence against this Act.

209. A voluntary winding-up shall be deemed to commence at the time of the passing of the resolution authorizing the winding-up.

210.—(1) When a company is wound up voluntarily—

- (a) the company shall, from the commencement of the winding-up, cease to carry on its business, except so far as may be required for the beneficial winding-up thereof;

Provided that the corporate state and corporate powers of the company shall, notwithstanding anything to the contrary in its articles, continue until it is dissolved;

- (b) the company in general meeting shall appoint one or more liquidators for the purpose of winding up the affairs and distributing the assets of the company, and may fix the remuneration to be paid to him or them;
- (c) on the appointment of a liquidator all the powers of the directors shall cease, except so far as the company in general meeting, or the liquidator, sanctions the continuance thereof;
- (d) subject to the provisions of section 231, the property of the company shall be applied in satisfaction of its liabilities *pari passu*, and, subject thereto, shall, unless the memorandum or articles otherwise provide, be distributed among the members according to their rights and interests in the company;
- (e) all costs, charges, and expenses properly incurred in the voluntary winding-up of a company, including the remuneration of the liquidator, shall be payable out of the assets of the company in priority to all other claims.

(2) Every transfer of shares, except transfers made to or with the sanction of the liquidator, and every alteration in the status of the members of the company made after the commencement of the winding-up, shall be void.

Appointment of Liquidators.

211.—(1) Every liquidator in a voluntary winding-up shall, within seven days after his appointment, file with the Registrar a notice of his appointment according to Form in the second schedule, and shall within a like period file with the Registrar a notice according to Form in the second schedule if he resigns his appointment or for any other reason ceases to act as such liquidator.

(2) Every liquidator who makes default in complying with the requirements of this section shall be guilty of an offence against this Act.

212.—(1) If a vacancy occurs by death, resignation, or otherwise in the office of liquidator appointed by the company in a voluntary winding-up, the company in general meeting may, subject to any arrangement with its creditors, fill the vacancy.

(2) For that purpose a general meeting may be convened by any contributory or, if there were more liquidators than one, by the continuing liquidators.

(3) The meeting shall be held in manner prescribed by the articles, or in such manner as may, on application by any contributory or by the continuing liquidators, be determined by the Court.

213.—(1) If from any cause whatever there is no liquidator acting, the Court may, on the application of a contributory, appoint a liquidator.

(2) The Court may, on cause shown, remove a liquidator, and appoint another liquidator.

214.—(1) A company about to be, or in course of being, wound up voluntarily may, by extraordinary resolution, delegate to its creditors, or to any committee of them, the power of appointing liquidators, or any of them, and of supplying vacancies among the liquidators, or enter into any arrangement with respect to the powers to be exercised by the liquidators, and the manner in which they are to be exercised.

(2) Any act done by creditors in pursuance of any such delegated power shall have the same effect as if it had been done by the company.

215. When several liquidators are appointed, every power hereby given may be exercised by such one or more of them as may be determined at the time of their appointment, or in default of such determination by any number not less than two.

Powers of Liquidators.

216.—(1) The liquidator may, without the sanction of the Court, exercise all powers by this Act given to the liquidator in a winding-up by the Court.

(2) The liquidator may exercise the powers of the Court under this Act of settling a list of contributories and making calls, and shall pay the debts of the company, and adjust the rights of the contributories among themselves; and that list shall be *prima facie* evidence of the liability of the persons named therein to be contributories.

217.—(1) The liquidator may, with the sanction of an extraordinary resolution of the company, do the following things or any of them:

- (a) Pay any class of creditors in full;
- (b) Make any compromise or arrangement with any creditors or class of creditors or any persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages against the company, or whereby the company may be rendered liable;
- (c) Make any compromise or arrangement in respect of calls and liabilities to calls, debts, and liabilities capable of resulting in debts, and all claims, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the company and a contributory, or alleged contributory, or other debtor or person apprehending liability to the company, and all questions in any way relating to or affecting the assets or the winding-up of the company, on such terms as may be agreed, and take any security for the discharge of any such call, debt, liability, or claim, and give a complete discharge in respect thereof.

(2) Subject to section 226, a compromise or arrangement under clause (b) of subsection (1) affecting all the creditors or a class of creditors shall be binding on all the creditors or the class of creditors if acceded to by three-fourths in number and value of all the creditors or the class of creditors.

218. Where a company is being wound up voluntarily, the liquidator may summon general meetings of the company for the purpose of obtaining the sanction of the company by special or extraordinary resolution, or for any other purposes he may think fit.

219.—(1) Where a company (in this section called "the transferor company") is proposed to be, or is in course of being, wound up altogether voluntarily, and the whole or part of its business or property is proposed to be transferred or sold to another corporation, wheresoever incorporated (in this section called "the transferee company"), the liquidator of the transferor company may, with the sanction of a special resolution of that company, conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, receive, in compensation or part compensation for the transfer or sale, shares, debentures, or other like interests in the transferee company, for distribution among the members of the transferor company, or may enter into any other arrangement whereby the members of the transferor company may, in lieu of receiving cash, shares, debentures, or other like interests, or in addition thereto, participate in the profits of or receive any other benefit from the transferee company.

(2) Any transfer, sale, or arrangement in pursuance of this section shall be binding on the members of the transferor company:

Provided that any member of the transferor company who did not vote in favor of the special resolution and who expresses his dissent therefrom in writing addressed to the liquidator, and left at the registered office of the company within seven days after the passage of the resolution, may require the liquidator either to abstain from carrying the resolution into effect, or to purchase his interest at a price to be determined by agreement or by arbitration in manner provided by this section; and if the liquidator elects to purchase the member's interest, the purchase money shall be paid before the company is dissolved, and be raised by the liquidator in such manner as may be determined by special resolution.

(3) A special resolution shall not be invalid for the purposes of this section by reason that it is passed before or concurrently with a resolution for winding up the company or for appointing liquidators; but, if an order for winding up the company by the Court is made within one year from the date of the resolution for winding-up, the special resolution shall not be valid unless sanctioned by the Court.

(4) For the purpose of an arbitration under this section, the provisions of *The Arbitration Act* shall be incorporated with this Act, and any appointment under that Act may be made under the hand of the liquidator, or, if there is more than one liquidator, then of any two or more of the liquidators.

220. If it appears to the liquidator in the course of a voluntary winding-up that any past or present director, manager, officer, or member of the company has been guilty of any offence in relation to the company for which he is criminally responsible, the liquidator, with the previous sanction of the Court, may prosecute the offender, and all expenses properly incurred by him in the prosecution shall be payable out of the assets of the company in priority to all other liabilities.

Duties of Liquidators.

221.—(1) (a) Every liquidator appointed by a company in a voluntary winding-up shall, within seven days from his appointment, send notice by post to all persons who appear to him to be creditors of the company that a meeting of the creditors of the company will be held on a date, not being less than fourteen nor more than twenty-one days after his appointment, and at a place and hour to be specified in the notice, and shall also advertise notice of the meeting once in *The Alberta Gazette* and once at least in a local newspaper circulating in the district where the registered office or principal place of business of the company was situate.

(6) Every liquidator who fails to comply with the requirements of this subsection shall be guilty of an offence against this Act.

(2) At the meeting to be held in pursuance of subsection (1) the creditors shall determine whether an application shall be made to the Court for the appointment of any person as liquidator in the place of or jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection, and, if the creditors so resolve, an application may be made accordingly in the Court at any time, not later than fourteen days after the date of the meeting, by any creditor appointed for the purpose of the meeting.

(3) On any such application the Court may make an order either for the removal of the liquidator appointed by the company and for the appointment of some other person as liquidator or for the appointment of some other person to act as liquidator jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection either together with or without any such appointment of a liquidator, or such other order as, having regard to the interests of the creditors and contributories of the company, may seem just.

(4) No appeal shall lie from any order of the Court upon an application under this section.

(5) The Court shall make such order as to the costs of the application as it may think fit, and if it is of opinion that, having regard to the interests of the creditors in the liquidation, there were reasonable grounds for the application, may order the costs of the application to be paid out of the assets of the company, notwithstanding that the application is dismissed or otherwise disposed of adversely to the applicant.

222.—(1) In the event of a voluntary winding-up for more than one year, the liquidator shall summon a general meeting of the company at the end of the first year from the commencement of the winding-up, and of each succeeding year, or as soon thereafter as may be convenient, and shall lay before the meeting an account of his acts and dealings and of the conduct of the winding-up during the preceding year, and shall, within seven days from the date for which the meeting is summoned, file with the Registrar a verified summary of his receipts and payments during that year.

(2) Every liquidator who fails to comply with the requirements of this section shall be guilty of an offence against this Act.

223.—(1) If it appears from any summary filed in accordance with the last preceding section or otherwise that a liquidator has in his hands or under his control any money representing unclaimed or undistributed assets of the com-

pany which 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 shall be entitled to a certificate of receipt for the money so paid, and that certificate shall be an effectual discharge to him in respect thereof.

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

(3) Any person dissatisfied with the decision of the said Minister, in respect of any claim made in pursuance of this section, may appeal to the Court.

224.—(1) In the case of every voluntary winding-up as soon as the affairs of the company are fully wound up, the liquidator shall make up an account of the winding-up, showing how the winding-up has been conducted and the property of the company has been disposed of; and thereupon shall call a general meeting of the company for the purpose of laying before it the account, and giving any explanation thereof, and a notice of the meeting specifying the time, place, and object thereof, shall also be published continuously in *The Alberta Gazette* for four weeks before the meeting.

(2) If within half an hour from the time appointed for the meeting a quorum of members is not present, the liquidator shall adjourn the meeting to the same day in the next week, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall for the purposes of this section be deemed to have been duly held by the liquidator.

(3) Within seven days after the meeting, the liquidator shall file with the Registrar a copy of the account and a return according to Form in the second schedule, of the holding of the meeting and of its date, and in default of so doing, shall be guilty of an offence against this Act. If a quorum is not present at the meeting or the adjournment thereof, the liquidator shall, in lieu of the return hereinbefore mentioned, make a return that the meeting was duly summoned and that no quorum was present thereat, and upon such a return being made the provisions of this subsection as to the making of the return shall be deemed to have been complied with.

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

Provided that the Court may, on the application of the liquidator or of any other person who appears to the Court

to be interested, make an order deferring the date at which the dissolution of the company is to take effect, for such time as the Court thinks fit.

(5) Where an order is made under this section, the liquidator or other person on whose application the order is made shall, within seven days after the making of the order, file with the Registrar an office copy thereof, and if the liquidator or other person fails so to do he shall be guilty of an offence against this Act.

Applications to the Court.

225.—(1) Where a company is being wound up voluntarily, the liquidator or any contributory or creditor may apply to the Court to determine any question arising in the winding-up, or to exercise, as respects the enforcing of calls, or any other matter, all or any of the powers which the Court might exercise if the company were being wound up by the Court.

(2) The Court, if satisfied that the determination of the question or the required exercise of power will be just and beneficial, may accede wholly or partially to the application on such terms and conditions as the Court thinks fit, or may make such other order on the application as the Court thinks just.

226. Any creditor or contributory may, within two weeks from the date when a compromise or arrangement is entered into under section 217, appeal to the Court against it, and the Court may thereupon, as it thinks just, amend, vary, or confirm the compromise or arrangement.

227. The voluntary winding-up of a company shall not bar the right of any creditor or contributory to have it wound up by the Court, if the Court is of opinion that the rights of the creditors or that the rights of the contributories will be prejudiced by a voluntary winding-up.

228. Where a company is being wound up voluntarily, and an order is made for winding-up by the Court, the Court may, if it thinks fit, by the same or any subsequent order, provide for the adoption of all or any of the proceedings in the voluntary winding-up.

(c) Winding-up Subject to Supervision of Court.

229. When a company has by special or extraordinary resolution resolved to wind up voluntarily, the Court may make an order that the voluntary winding-up shall continue, but subject to such supervision of the Court and with such liberty for creditors, contributories, or others to apply to the Court, and generally on such terms and conditions as the Court thinks just.

230. A petition for the continuance of a voluntary winding-up subject to the supervision of the Court shall, for the purpose of giving jurisdiction to the Court over actions, be deemed to be a petition for winding up by the Court.

231. The Court may, in deciding between a winding-up by the Court and a winding-up subject to supervision, in the appointment of liquidators, and in all other matters relating to the winding-up subject to supervision, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence.

232.—(1) Where an order is made for winding-up subject to supervision, the Court may by the same, or any subsequent order, appoint any additional liquidator.

(2) A liquidator appointed by the Court under this section shall have the same powers, be subject to the same obligations, and in all respects stand in the same position as if he had been appointed by the company.

(3) The Court may remove any liquidator so appointed by the Court, or any liquidator continued under the supervision order and fill any vacancy occasioned by the removal or by death or resignation.

233.—(1) Where an order is made for a winding-up subject to supervision, the liquidator may, subject to any restrictions imposed by the Court, exercise all his powers, without the sanction or intervention of the Court, in the same manner as if the company were being wound up altogether voluntarily.

(2) A winding-up subject to the supervision of the Court is not a winding-up by the Court for the purpose of the following provisions of this Act, namely: those contained in sections 191, 193 except subsection (10), 196, 197, 198, 199, 200, 201, 204, 205 and 206, but, subject as aforesaid, an order for a winding-up subject to supervision shall for all purposes, including the staying of actions and other proceedings, the making and enforcement of calls, and the exercise of all other powers, be deemed to be an order for winding up by the Court.

(d) General Provisions.

234. In every winding-up under this Act, all debts payable on a contingency, and all claims against the company, present or future, certain or contingent, ascertained or sounding only in damages, shall be admissible to proof against the company, a just estimate being made, so far as possible, of the value of such debts or claims as may be subject to any contingency or sound only in damages, or for some other reason do not bear a certain value.

235.—(1) In a winding-up there shall be paid in priority to all other debts—

- (a) all Provincial or municipal taxes and rates assessed on or due by the company up to the first day of January next before the date hereinafter mentioned, but in respect of any particular tax or rate not exceeding in the whole one year's assessment; and
- (b) all wages or salary of any clerk or servant in respect of services rendered to the company during three months before the said date, not exceeding two hundred and fifty dollars; and
- (c) all wages of any workman or laborer, whether payable for time or for piece work, in respect of services rendered to the company during three months before the said date, not exceeding two hundred and fifty dollars; and
- (d) unless the company is being wound up voluntarily merely for the purpose of reconstruction or of amalgamation with another company, the amount of any assessment under *The Workmen's Compensation Act*, the liability wherefore accrued before the said date.

(2) The foregoing debts shall—

- (a) rank equally among themselves and be paid in full, unless the assets are insufficient to meet them, in which case they shall abate in equal proportions; and
- (b) in so far as the assets of the company available for payment of general creditors are insufficient to meet them, have priority over the claims of holders of debentures under any floating charge created by the company, and be paid accordingly out of any property comprised in or subject to that charge.

(3) Subject to the retention of such sums as may be necessary for the costs and expenses of the winding-up, the foregoing debts shall be discharged forthwith so far as the assets are sufficient to meet them.

(4) In the event of the landlord or other person distraining or having distrained on any goods or effects of the company within one month next before the said date, the debts to which priority is given by this section shall be a first charge on the goods or effects so distrained on, or the proceeds of the sale thereof;

Provided that in respect of any money paid under any such charge the landlord or other person shall have the same rights of priority as the person to whom the payment is made.

(5) Where any payment on account of wages or salary has been made to any clerk, servant, workman, or labourer in the employment of a company, out of money advanced by some person for that purpose, that person shall in a

winding-up have a right of priority in respect of the money so advanced and paid up to the amount by which the sum in respect of which that clerk, servant, workman, or labourer would have been entitled to priority in the winding-up has been diminished by reason of the payment having been made.

(6) The date heretofore in this section referred to is—

- (a) in the case of a company ordered to be wound up compulsorily which had not previously commenced to be wound up voluntarily, the date of the winding-up order; and
- (b) in any other case, the date of the commencement of the winding-up.

236. Any conveyance, mortgage, delivery of goods, payment, execution, or other act relating to property which would, if made or done by or against an individual, be deemed a fraudulent preference shall, if made or done by or against a company, be deemed, in the event of its being wound up, a fraudulent preference of its creditors and be invalid accordingly.

237. Where any company is being wound up, all books and papers of the company and of the liquidators shall, as between the contributories of the company, be *prima facie* evidence of the truth of all matters purporting to be therein recorded.

238.—(1) Where by this Act the Court is authorized, in relation to winding-up, to have regard to the wishes of creditors or contributories, as proved to it by any sufficient evidence, the Court may, if it thinks fit, for the purpose of ascertaining those wishes, direct meetings of the creditors or contributories to be called, held, and conducted in such manner as the Court directs, and may appoint a person to act as chairman of any such meeting, and to report the result thereof to the Court.

(2) In the case of creditors, regard shall be had to the value of each creditor's debt.

(3) In the case of contributories, regard shall be had to the number of votes conferred on each contributory by the articles.

239.—(1) Where in the course of winding up a company it appears that any person who has taken part in the formation or promotion of the company, or any past or present director, manager, or liquidator, or any officer of the company, has misapplied or retained or become liable or accountable for any money or property of the company, or been guilty of any misfeasance or breach of trust in relation to the company, the Court may, on the application of the liquidator, or of any creditor or contributory, examine into the conduct of the promoter, director, manager, liqui-

ditor, or officer, and compel him to repay or restore the money or property or any part thereof, respectively, with interest at such rate as the Court thinks just, or to contribute such sum to the assets of the company by way of compensation in respect of the misapplication, retainer, misfeasance, or breach of trust as the Court thinks just.

(2) This section shall apply notwithstanding that the offence is one for which the offender may be criminally responsible.

240.—(1) When a company has been wound up and is about to be dissolved, the books and papers of the company and of the liquidator may be disposed of as follows, that is to say:

(a) In the case of a winding-up by the Court, in such way as the Court directs;

(b) In the case of a voluntary winding-up, in such way as the company by extraordinary resolution directs.

(2) After two years from the dissolution of the company, or such shorter period, not being less than one year, as may be fixed by the Court or by extraordinary resolution under subsection (1), no responsibility shall rest on the company or the liquidators or any person to whom the custody of the books and papers has been committed, by reason of the same not being forthcoming to any persons claiming to be interested therein.

241.—(1) Where a company has been dissolved, the Court may at any time within one year of the date of the dissolution, on an application being made for the purpose by the liquidator of the company or by any other person who appears to the Court to be interested, make an order, upon such terms as the Court thinks fit, declaring the dissolution to have been void, and thereupon such proceedings may be taken as might have been taken if the company had not been dissolved.

(2) It shall be the duty of the person on whose application the order was made, within seven days after the making of the order, to file with the Registrar an office copy of the order; and if that person fails so to do he shall be guilty of an offence against this Act.

242. Orders made by the Court under this Act may be enforced in the same manner as orders made in any action pending therein.

243. Subject to Rules of Court, an appeal from any order or decision made or given in the winding-up of a company by the Court under this Act shall lie in the same manner and subject to the same conditions as an appeal from any order or decision of the Court in cases within its ordinary jurisdiction.

244. Where proceedings in respect of a company have been taken under *The Winding-up Act* of the Dominion or under *The Bankruptcy Act* of the Dominion, every Clerk of the Court and every Registrar on Bankruptcy shall furnish to the Registrar from time to time at his request such report of the proceedings as the Registrar may require.

245.—(1) Where a company is being wound up, whether by the Court or voluntarily, or where a receiver or manager of the property of a company has been appointed, every invoice, order for goods, or business letter issued by or on behalf of the company or a liquidator of the company or the receiver or manager, being a document on or in which the name of the company appears, shall contain a statement that the company is in liquidation, or that a receiver or manager has been appointed, as the case may be.

(2) If default is made in complying with the requirements of this section, the company and every director, manager, secretary or other officer, of the company, and every liquidator of the company and every receiver or manager, who knowingly and wilfully authorizes or permits the default shall be guilty of an offence against this Act.

246.—(1) Where any part of the property of a company in liquidation consists of land of any tenure burdened with onerous covenants, of shares or stock in companies, of unprofitable contracts, or of any other property that is unsaleable, or not readily saleable, by reason of its binding the possessor thereof to the performance of any onerous act, or to the payment of any sum of money, the liquidator of the company, notwithstanding that he has endeavored to sell or has taken possession of the property, or exercised any act of ownership in relation thereto, may, with the leave of the Court and subject to the provisions of this section, by writing signed by him, at any time within twelve months after the commencement of the winding-up or such extended period as may be allowed by the Court, disclaim the property;

Provided that, where any such property has not come to the knowledge of the liquidator within one month after the commencement of the winding-up, the power under this section of disclaiming the property may be exercised at any time within twelve months after he has become aware thereof or such extended period as may be allowed by the Court.

(2) The disclaimer shall operate to determine, as from the date of disclaimer, the rights, interests, and liabilities of the company, and the property of the company, in or in respect of the property disclaimed, but shall not, except so far as is necessary for the purpose of releasing the company and the property of the company from liability, affect the rights or liabilities of any other person.

(5) The Court, before or on granting leave to disclaim, may require such notices to be given to persons interested, and impose such terms as a condition of granting leave, and make such other order in the matter as the Court thinks just.

(4) The liquidator shall not be entitled to disclaim any property under this section in any case where an application in writing has been made to him by any persons interested in the property requiring him to decide whether he will or will not disclaim, and the liquidator has not, within a period of twenty-eight days after the receipt of the application or such further period as may be allowed by the Court, given notice to the applicant that he intends to apply to the Court for leave to disclaim, and, in the case of a contract, if the liquidator, after such an application as aforesaid, does not within the said period or further period, disclaim the contract, the company shall be deemed to have adopted it.

(5) The Court may, on the application of any person who is, as against the liquidator, entitled to the benefit or subject to the burden of a contract made with the company, make an order rescinding the contract on such terms as to payment by or to either party of damages for the non-performance of the contract, or otherwise as the Court thinks just, and any damages payable under the order to any such person may be proved by him as a debt in the winding-up.

(6) The Court may, on an application by any person who either claims any interest in any disclaimed property or is under any liability not discharged by this Act in respect of any disclaimed property and on hearing any such persons as it thinks fit, make an order for the vesting of the property in or the delivery of the property to any persons entitled thereto, or to whom it may seem just that the property should be delivered by way of compensation for such liability as aforesaid, or a trustee for him, and on such terms as the Court thinks just, and on any such vesting order being made, the property comprised therein shall vest accordingly in the person therein named in that behalf without any conveyance or assignment for the purpose:

Provided that, where the property disclaimed is of a leasehold nature, the Court shall not make a vesting order in favour of any person, claiming under the company, whether as under-lessee or as mortgagee by demise, except upon the terms of making that person—

- (a) subject to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property at the commencement of the winding-up; or
- (b) if the Court thinks fit, subject only to the same liabilities and obligations as if the lease had been assigned to that person at that date—

and in either event (if the case so requires) as if the lease had comprised only the property comprised in the vesting order, and any mortgagee or under-leasee declining to accept a vesting order upon such terms shall be excluded from all interest in and security upon the property, and, if there is no person claiming under the company who is willing to accept an order upon such terms, the Court shall have power to vest the estate and interest of the company in the property in any person liable either personally or in a representative character, and either alone or jointly with the company to perform the lessee's covenants in the lease, freed and discharged from all estates, incumbrances and interests created therein by the company.

(7) Any person injured by the operation of a disclaimer under this section shall be deemed to be a creditor of the company to the amount of the injury and may accordingly prove the amount as a debt in the winding-up.

PART XI.

MISCELLANEOUS.

Division (1)—Office of Registrar.

247.—(1) There shall be a Registrar of Joint Stock Companies and such officers and clerks as may be necessary to enable him to perform his duties, who shall be appointed in accordance with the provisions of *The Public Service Act*.

(2) The existing Registrar and his officers and clerks shall continue to hold office as if appointed pursuant to this section.

248. The existing registers of companies shall be deemed part of the registers kept under this Act.

249. Subject to general rules, the office of the Registrar shall be open to the public for the transaction of business thereof from the hour of nine o'clock in the forenoon until half-past four o'clock in the afternoon, except on Saturdays, when the office shall be closed at the hour of half-past twelve o'clock in the afternoon, and except on holidays and such other days as may be fixed by the Lieutenant Governor in Council.

250. No action or proceeding shall without the leave of the Attorney General be brought or taken against the Registrar for anything done or omitted to be done in the performance or intended or supposed performance of his duties.

251. The Registrar in his official capacity shall not be bound to attend out of his office as a witness for examination, or to produce out of his office any document kept, filed, or registered by him as such Registrar under this or any

other Act, in pursuance of any subpoena, order, or summons issued from any Court in the Province, whether such subpoena, order, or summons be directed to him personally or in his official capacity; but the Registrar may be examined and documents produced under a commission or otherwise at his office.

252. Whenever any act is by this Act directed to be done to or by the Registrar, it shall, until the Lieutenant Governor in Council otherwise directs, be done to or by the existing Registrar, or, in his absence, to or by such person as the Lieutenant Governor in Council may for the time being authorize.

253. The Lieutenant Governor in Council may direct a seal to be prepared for use by the Registrar in the performance of his duties.

254.—(1) All documents issued by the Registrar under his hand or sealed with his seal of office in the performance of his duties shall be received in evidence and deemed to have been so issued, unless the contrary is shown, and it shall not be necessary to prove the handwriting, seal of office, or official position of the person certifying the same.

(2) A certificate purporting to be signed by the Provincial Secretary that any order made or act done is the order or act of the Lieutenant Governor in Council shall be conclusive evidence of the fact so certified.

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

(2) A copy of or extract from any such document, certified to be a true copy under the hand and seal of office of the Registrar, shall, in all legal proceedings, be admissible in evidence as of equal validity with the original document.

Division (2)—Fees.

256.—(1) There shall be paid to the Registrar in respect of the several matters mentioned in the third schedule the several fees therein specified, or such smaller fees as the Lieutenant Governor in Council may from time to time direct.

(2) All fees paid to the Registrar in pursuance of this Act shall be paid into the Provincial Treasury.

(3) There shall be paid in respect of proceedings under this Act in relation to the winding-up of companies such fees, other than filing fees, as the Lieutenant Governor in Council may direct, and the Lieutenant Governor in Council may further direct by whom and in what manner the same are to be collected and accounted for, and to what account they are to be paid.

Division (3)—Rules, Forms, etc.

257. The Lieutenant Governor in Council may from time to time make general rules for carrying out the purposes of this Act, including matters in respect whereof no express or only partial or imperfect provision has been made.

258. The forms in the second schedule, or forms as near thereto as circumstances admit, shall be used in all matters to which those forms refer.

259.—(1) The Lieutenant Governor in Council may alter or add to any of the forms in the second schedule, but not so as to increase the amount of fees payable to the Registrar under this Act.

(2) Any form, when altered, shall be published in *The Alberta Gazette*, and thenceforth shall have the same force as if it were included in the second schedule.

Division (4)—Service and Authentication of Documents.

260. A document may be served on a company by leaving it at or sending it by registered post to the registered office of the company, or by serving any director, manager, or other officer of the company.

261. A document or proceeding requiring authentication by a company may be signed by a director, secretary, or other authorized officer of the company, and need not be under its common seal.

Division (5)—Proceedings in Court.

262. When a company is plaintiff in any action or other legal proceeding, the Court may, if it appears by credible testimony that there is reason to believe that the company will be unable to pay the costs of the defendant if successful in his defence, require sufficient security to be given for those costs, and may stay all proceedings until the security is given.

263. If in any proceeding against a director of a company for negligence or breach of trust it appears to the Court that the director is or may be liable in respect of the negligence or breach of trust, but has acted honestly and reasonably, and might fairly be excused for the negligence

or branch of trust, the Court may relieve him, either wholly or partly, from his liability on such terms as the Court may think proper.

Division (6)—Violations of the Act.

264. A public company shall not carry on business with fewer than three members nor a private company with fewer than two members, and if at any time a company carries on business for more than six months with fewer than five members or two members, as the case may be, every person who is a member of the company during the time that it so carries on business after those six months, and is cognizant of the fact that it is so carrying on business, shall be severally liable for the payment of the whole debts of the company contracted during that time, and may be sued for the same, without joinder in action of any other member.

265.—(1) Every director, manager, secretary, or other officer of a company or foreign company who knowingly and wilfully authorizes or permits any act, default, or refusal in respect of which the company is by this Act declared to be guilty of an offence against this Act, shall also be guilty of an offence against this Act.

(2) Every company, foreign company, or person guilty of an offence against this Act shall be liable, on summary conviction, to a penalty not exceeding five hundred dollars.

266. The Court imposing any penalty under this Act may direct that the whole or any part thereof be applied in or towards payment of the costs of the proceedings, or in or towards the rewarding the person on whose information or at whose suit the penalty is recovered; and subject to any such direction all penalties under this Act shall, notwithstanding anything in any other Act, be paid into the Provincial Treasury.

267. The Lieutenant Governor in Council shall have power at any time to remit or relieve from, either absolutely or upon condition, any penalty imposed or to which a company may be liable for the infraction of this Act.

Division (7)—Repeal.

268.—The Acts specified in the fourth schedule are hereby repealed:

Provided that the repeal shall not affect—

(a) the incorporation of a company under
nor

(b) Table A in the first schedule to
or

as the case may be, or any part thereof (either as originally contained in any such schedule or as altered pursuant to those Acts), so far as the same applies to any existing company.

269. Every conveyance, mortgage, or other deed made before the commencement of this Act in pursuance of any enactment hereby repealed shall be of the same force as if this Act had not been passed, and for the purposes of that deed the repealed enactment shall be deemed to remain in full force.

270. Where any enactment repealed by this Act is mentioned or referred to in any document, that document shall be read as if the corresponding provision (if any) of this Act were therein mentioned or referred to and substituted for the repealed enactment.

271. The mention of particular matters in this Division or in any other section of this Act shall not prejudice the general application of *The Interpretation Act* with regard to the effect of repeals.

272. This Act shall come into force on

THIRD SESSION
SIXTH LEGISLATURE
19 GEORGE V
1929

BILL

An Act Respecting Companies.

Received and read the

First time.....

Second time.....

Third time.....

HON. MR. LYNDEN

SCHEDULES.

FIRST SCHEDULE.

TABLE A.

ARTICLES OF ASSOCIATION OF _____, LIMITED.

Preliminary.

1. In these regulations, unless the context otherwise requires, expressions defined in *The Companies Act, 1929*, or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

Business.

2. The directors shall have regard to the restrictions on the commencement of business imposed by *The Companies Act, 1929*, if and so far as these restrictions are binding upon the Company.

Shares.

3. No share shall be offered to the public for subscription except upon the terms that the amount payable on application shall be at least five per cent of the nominal amount or par value of the share, or, in the case of a share without nominal or par value, of the price of the share; and the directors shall, as regards any allotment of shares, duly comply with each of the provisions of *The Companies Act, 1929*, as may be applicable thereto.

4. Every member shall, without payment, be entitled to a certificate under the common seal of the Company containing the statements required by *The Companies Act, 1929*; provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all.

5. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee (if any), not exceeding fifty cents, and on such terms (if any) as to evidence and indemnity as the directors think fit.

6. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares.

Lien.

7. The Company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

9. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable; and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the

holder of the shares, and he shall not be bound to see to the application of the purchase-money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Calls on Shares.

10. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares: provided that no call shall exceed one-fourth of the nominal amount of the share, or, in the case of a share without nominal or par value, of the price at which the share is issued, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his share.

11. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

12. If a call or instalment of a call is not paid before or on the day appointed for payment thereof, the person from whom the call is due shall pay interest thereon at the rate of eight per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

13. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

14. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of an ordinary resolution, whether previous notice thereof has been given or not, six per cent) as may be agreed upon between the member paying such moneys in advance and the directors.

Transfer and Transmission of Shares.

15. The instrument of transfer of any shares in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members in respect thereof.

16. Shares in the Company shall be transferred in the following form, or in any usual or common form which the directors shall approve:

I, A.B., of _____, in consideration of the sum of \$ _____ paid to me by C.D., of _____ (hereinafter called the "said transferee"), do hereby transfer to the said transferee the share [or shares] numbered _____ in the undertaking called the _____ Company, Limited, to hold unto the said transferee, his executors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution hereof: and I, the said transferee, do hereby agree to take the said share [or shares] subject to the conditions aforesaid.

As witness our hands the _____ day of _____
Witness to the signatures of, etc.

17. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the Company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognise any instrument of transfer unless—

(a) a fee not exceeding fifty cents is paid to the Company in respect thereof; and

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

18. The execution or administrators of a deceased sole holder of a share shall be the only persons recognized by the Company as having any title to the share. In the case of a share registered in the names of two or more

holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognized by the Company as having any title in the share.

23. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right either to be registered as a member in respect of the share, or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

24. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Forfeiture of Shares.

25. If a member fails to pay any call or installment of a call on the day appointed for the payment thereof, the directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of an instalment of the call or installment as is unpaid, together with any interest which may have accrued.

26. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment on or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

27. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

28. A forfeited share may be sold or otherwise disposed of on such terms and on such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

29. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares.

30. A statutory declaration in writing that the declarant is a director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person in whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase-money (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

Alteration of Capital and Shares.

31. The directors may, with the sanction of an ordinary resolution, increase the authorized capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe, or, if the Company is authorized to issue shares without nominal or par value, the number of such shares.

32. All new shares shall, before issue, be offered to such persons (if any) as the resolution may direct. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this article.

29. The new shares shall be subject to the same provisions with reference to the payment of calls, fees, transfer, transmission, forfeiture, and otherwise as the existing shares in the Company.

General Meetings.

30. The statutory meeting of the Company shall be held within the period fixed by *The Companies Act, 1929*.

31. The first annual general meeting shall be held within eighteen months from the date of incorporation, and thereafter an annual general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding annual general meeting) and place as may be provided by the Company in general meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place as the directors shall appoint. In default of the meeting being so held, the meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

32. The annual general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

33. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitioners, as provided by *The Companies Act, 1929*. If at any time there are not within the Province sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Proceedings at General Meetings.

34. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company; but the non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.

35. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting, with the exception of sanctioning a *Dividend*, the consideration of the accounts, balance-sheets, and the ordinary report of the directors and auditors, the election of directors and other officers, and the fixing of the remuneration of the auditors.

36. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be members personally present, not being less than two in number, and holding or representing by proxy not less than one-tenth of the issued capital of the Company.

37. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

38. The president or, in his absence, the vice-president (if any) of the Company shall preside as chairman at every general meeting of the Company.

39. If there is no president or vice-president, or if at any meeting the president or vice-president is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

40. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left un-

finished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

41. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member entitled to vote, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

42. If a poll is duly demanded it shall be taken within twenty-four hours and in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

44. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members.

45. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

46. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

47. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

48. No member shall be entitled to vote at any general meeting unless all calls presently payable by him in respect of shares in the Company have been paid.

49. On a poll votes may be given either personally or by proxy.

50. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorized. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

51. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

52. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:

Company, Limited.

I, _____, of _____, being
a member of the _____ of _____ Company, Limited, hereby appoint
_____ of _____ as my proxy to vote for me
and on my behalf at the (ordinary or extraordinary, as the case
may be) general meeting of the Company to be held on the
day of _____ and at any adjournment thereof.

Signed this _____ day of _____

Directors.

53. Until otherwise determined by a general meeting, the number of the directors shall be not less than two nor more than seven, and the number and names of the first directors may be determined in writing by a majority of the subscribers of the memorandum of association, and until so determined the subscribers of the memorandum shall for all purposes be deemed to be the directors of the Company.

54. The remuneration of the directors shall from time to time be determined by ordinary resolution, whether previous notice thereof has been given or not.

55. The qualification of a director shall be the holding of at least one share in the Company, and it shall be his duty to comply with the provisions of *The Companies Act, 1929*.

Powers and Duties of Directors.

56. The business of the Company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by *The Companies Act, 1929*, or any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these articles, to the provisions of the said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not; but no regulation made by ordinary resolution shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

57. The directors may from time to time appoint one or more of their body in the office of managing director or manager or any other office for such term and at such remuneration (whether by way of salary, fee, commission, participation in profits, or otherwise) as they may think fit; but his appointment shall be subject to determination at the pleasure of the directors.

58. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the Company (otherwise than by the issue of capital) shall not at any time exceed the paid-up capital of the Company without the sanction of an ordinary resolution.

59. The directors shall duly comply with the provisions of *The Companies Act, 1929*, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of mortgages, and to keeping registers of directors and members, and in filing with the Registrar of Companies an annual report, and copies of special and other resolutions, returns of allotments of shares, and of any change in the registeral office or of directors.

60. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

The Seal.

61. The seal of the Company shall not be affixed to any instrument, except by authority of a resolution of the Board of Directors or of an ordinary resolution, whether previous notice thereof has been given or not, and in the presence of such officers of the Company as may be prescribed in and by any such resolution, or (if no officers are prescribed by the resolution) in the presence of (a) two directors of the Company and the secretary, or (b) the chairman of the directors for the president (if any) of the Company and the secretary, or (c) the chairman of the directors for the president (if any) of the Company and the treasurer; and such officers shall sign every instrument to which the seal of the Company is so affixed in their presence.

Resignation of Directors.

62. The office of director shall be vacated if the director—

- (a) by notice in writing to the Company resigns his office; or

- (b) ceases to be a director by virtue of section 101 of *The Companies Act, 1929*; or
- (c) becomes bankrupt; or
- (d) is found lunatic or becomes of unsound mind; or
- (e) is concerned or participates in the profits of any contract with the Company;

Provided, however, that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for the Company of which he is director; but a director shall not vote in respect of any such contract, or work, and if he does so vote his vote shall not be counted.

Election, etc., of Directors.

62. At each annual general meeting of the Company the whole of the directors shall retire from office, and the Company shall elect directors to fill the offices vacated.

63. A retiring director shall be eligible for re-election.

64. If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place, and if at the adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

65. The Company may from time to time increase or reduce the number of directors by ordinary resolution, whether previous notice thereof has been given or not.

66. Any casual vacancy occurring in the Board of Directors may be filled up by the directors.

67. The directors shall have power at any time, and from time to time, to appoint a person as an additional director.

68. The Company may by special resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

Proceedings of Directors.

69. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

70. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be a majority of the Board.

71. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

72. The president of the Company shall be chairman of the Board of Directors, and in his absence the vice-president (if any) of the Company, and if there is no president or vice-president, or if at any meeting the president or vice-president is absent, the directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

73. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

74. A committee may elect a chairman of their meetings; if no such chairman is elected, or if at any meeting the chairman is not present

within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

76. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

77. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Dividends and Reserves.

78. The Company may by ordinary resolution, whether previous notice thereof has been given or not, declare dividends, but no dividend shall exceed the amount recommended by the directors.

79. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.

80. No dividend shall be paid otherwise than out of profits.

81. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares; but, if and so long as nothing is paid up on any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares, or, in the case of shares without nominal or par value, the number of shares held. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

82. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit.

83. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend payable on the share.

84. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.

85. No dividend shall bear interest against the Company.

Accounts.

86. The directors shall cause true accounts to be kept—

- (a) of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place; and
- (b) of all sales and purchases of goods by the Company; and
- (c) of the assets and liabilities of the Company.

87. The books of account shall be kept at the registered office of the Company, or at such other place as the directors think fit, and shall always be open to inspection by the directors.

88. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the directors or by ordinary resolution, whether previous notice thereof has been given or not.

89. Once at least in every year the directors shall lay before the Company at its annual general meeting a profit and loss account for the period

since the preceding account or (in the case of the first account) since the incorporation of the Company, made up in a date not more than four months before such meeting.

91. A balance-sheet shall be made out in every year and laid before the Company at its annual general meeting made up to the same date as the profit and loss account. The balance-sheet shall be accompanied by the report of the auditors and by a report of the directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to a reserve fund.

92. A copy of the balance-sheet and report shall, not less than seven days before the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Audit.

93. Auditors shall be appointed and their duties regulated in accordance with *The Companies Act, 1929*, or any statutory modification thereof for the time being in force.

Notices.

94. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the Province of Alberta) to the address (if any) within the said Province supplied by him to the Company for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to be have been effected on the day following the date of posting.

95. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

96. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address (if any) in the Province of Alberta supplied for the purpose by the persons claiming to be so entitled.

97. Notice of every general meeting shall be given in some manner heretofore authorized to (a) every member of the Company except those members who (having no registered address within the Province of Alberta) have not supplied to the Company an address within the said Province for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of general meetings.

SECOND SCHEDULE.

FORM 1.

THE COMPANIES ACT, 1929.

MEMORANDUM OF ASSOCIATION.

- 1st. The name of the Company is " _____, Limited or Ltd."
- 2nd. The registered office of the Company will be situate in _____
- 3rd. The objects for which the Company is established are:
- 4th. The powers authorized by clauses [here specify the clauses] of section 19 (1) of *The Companies Act, 1929*, are hereby excluded.
- 5th. The liability of the members is limited,
- 6th. The authorized capital of the Company is _____ dollars, divided into _____ shares with a nominal or par value of _____ each.

Full Name, Address, and Birthdate of Subscriber:

Dated the _____ day of _____, 19__

Witness to the above signatures:

Full name

Address

Occupation

(Note.—If the company has a share capital, the memorandum must after the fifth clause be in the following terms:—

"4th. The share capital of the Company is _____ dollars, divided into _____ shares of _____ dollars each.
 "We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number and class of shares in the capital of the Company set opposite our respective names."
 And in addition to subscribing his name and address and description, each subscriber shall write opposite his name the number and class of shares which he takes.)

FORM A.

THE COMPANIES ACT, 1929.

MEMORANDUM OF ASSOCIATION.

1st. The name of the Company is "_____, Limited (Non-Personal Liability)."

2nd. The registered office of the Company will be situate in _____.

3rd. The objects for which the Company is established are restricted to prospecting for, locating, acquiring, managing, developing, working, and selling mines, mineral estates, and mining properties, and the winning, getting, treating, refining, and marketing of minerals therefrom, and to the carrying of the powers mentioned in subclause (3) of section 10 of The Companies Act, 1929.

4th. The liability of the members is limited, and no personal liability shall attach to any member.

5th. The authorized capital of the Company is _____ dollars, divided into _____ shares with a nominal or par value of _____ each.

6th. The Company is [also] authorized to issue _____ shares without nominal or par value.

7th. The maximum price or consideration at or for which the shares without nominal or par value may be sold is _____.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number [and kind] [and class] of shares in the Company set opposite our respective names.

Full Names, Addresses, and Occupations of Subscribers.

Number (and kind) [and class] of Shares taken by each Subscriber.

Total shares taken. _____

Dated the _____ day of _____, 19__

Witness to the above signatures:

(Full name, address, and occupation.)

(Note.—(1) If it is desired to set forth at length in clause 3 the powers conferred by subsection (2) of section 10, add the word "namely" at the end of clause 3 as above.
 (2) Omit clause 5 if all shares are without nominal or par value and clauses 6 and 7 if all shares have nominal or par value.
 If the shares are of both kinds combine the clauses.
 (3) Clause 7 may be omitted.)

FORM 4.
(Section 25.)

THE COMPANIES ACT, 1929.

STATEMENT IN LIEU OF PROSPECTUS OF . . . LIMITED.

Information required to be stated.	Statement.
(1) Particulars of the plan of operations of business which the Company proposes to carry on, and the place where the operations or business will be carried on.	
(2) Number of (shares) (debentures) which the Company proposes to issue (a) for cash (b) for other considerations, for the purpose of carrying out the objects specified under clause (1).	
<p>If estimated, so state.</p> <p>(3) The amount fixed as the minimum subscription in cash on which the directors may proceed to allotment (admit to membership), with an itemized account showing how that amount is estimated or calculated, and in particular the items for preliminary expenses, and the amount or estimated amount (if any) which has been or will be paid in cash, shares, debentures, or otherwise for—</p> <p>(a) preliminary expenses;</p> <p>(b) services rendered or to be rendered to the Company;</p> <p>(c) as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure, subscriptions for any shares mentioned in clause (2), or allowed or to be allowed as discount in respect of any debentures (or, in the case of a specially limited company, shares) mentioned in clause (2).</p>	
(4) Particulars of any property purchased or acquired, or proposed to be purchased or acquired, by the Company, and the title or interest therein acquired or to be acquired by the Company.	
<p>(5) Full name, address, and occupation of any vendor of property to the Company, and, in the case of a promoter, the amount paid for him for the property, within the last two preceding years, and the amount (specifying separately the amount (if any) for goodwill) paid or payable in cash, shares, debentures, or otherwise to him for the property.</p> <p>Where there is more than one separate vendor or the Company is a sub-purchaser, the amount so paid or payable to each vendor: provided that when the vendors or any of them are a firm, the members of the firm shall not be treated as separate vendors.</p>	

STATEMENT IN LIEU OF PROSPECTUS—Continued.

	Information required to be stated.	Statement.
66	(6) Where debentures are offered for subscription, particulars of the security which has been or will be created for those debentures, specifying the property (if any) comprised in the security, and the nature of the Company's title to such property.	
67	(7) Particulars of any services rendered or to be rendered to the Company which have been paid for by the Company or will be paid for by it out of the proceeds of the minimum subscription.	
68	(8) If the information is not stated above, the amount paid or payable to any promoter, with his full name and address, and the consideration for any such payment, and the amount in cash which he intends to subscribe or has subscribed for shares in (debentures of) the Company or otherwise contribute.	
69	(9) Full names, addresses, and occupations of the directors or proposed directors of the Company, and the remuneration paid or payable to them.	If proposed directors, so state.
70	(10) The amounts in cash which each of the said directors has subscribed or intends to subscribe for shares in (debentures of) the Company or otherwise contribute.	
71	(11) Full particulars of the nature and extent of the interest of every director or proposed director in the promotion of or in the property proposed to be acquired by the Company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all amounts paid or agreed to be paid to him or to the firm in cash or shares, or otherwise, by any person either to induce him to become or to qualify him as a director, or otherwise, for services rendered by him or by the firm in connection with the promotion or formation of the Company.	If proposed directors, so state.
72	(12) Names and addresses of the auditors of the Company (if any).	
73	(13) Dates of and parties to every material contract (other than contracts entered into in the ordinary course of the business intended to be carried on by the Company, or entered into more than two years before the filing of this statement).	
74	(14) Time and place at which the contracts or copies thereof may be inspected.	

We, the undersigned directors, hereby certify that the foregoing statement is to the best of our knowledge true and complete.

Dated this day of 19 .

(Signatures).....

Witness:

(Name, address, and occupation.)

(Note. This statement must be signed to the instance of a witness by every person named as a director or proposed director or by his agent authorized in writing. This form must be altered according as shares or debentures are to be issued.)

See form

THE COMPANIES ACT, 1929.

STATEMENT IN LIEU OF PROSPECTUS OF . . . LIMITED.

Information required is to state.	Statement.
(1) Particulars of the plan of operation or business which the Company proposes to carry on and the place where the operations or business will be carried on.	
(2) Particulars of the established business which the Company proposes or has agreed to take over, showing: (a) the name or names under which the business has been carried on; (b) the date when the business was started; (c) the place or places where the business has been carried on; (d) the name, address, and occupation of every person who is or has within one year preceding the date of this statement been an owner of the business or any interest therein. The last balance-sheet for that business, showing separately the amount (if any) for good-will, must be attached.	
(3) Number of shares (debentures) (members) which the Company proposes to (issue) (allot) as the consideration for the business mentioned in clause (2).	
(4) The amounts paid or payable by the Company: (a) for preliminary expenses; (b) for services rendered or to be rendered in relation to the formation or organisation of the Company; (c) as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any (shares) (debentures) (membership) mentioned in clause (1), or allowed or to be allowed as discount in respect of any debenture (or, in the case of a specially limited company, shares) mentioned in clause (3).	
(5) Particulars of the property belonging to the business proposed to be taken over by the Company as described in clause (2).	
(6) Name and address of any vendor of property to the Company, and, in the case of a promoter, the amount paid by him for the property, and the amount paid or payable to him for the property, within the last two preceding years, in cash, shares, debentures, or otherwise. Where there is more than one separate vendor or the Company is a sub-purchaser, the amount so paid or payable to each vendor: Provided that, when the vendors or any of them are a firm, the members of the firm shall not be treated as separate vendors.	

STATEMENT IN LIEU OF PROSPECTUS—Continued.

Information required to be stated.	Statement.
(7) Where debentures are to be issued under clauses (2) and (3), particulars of the security which has been or will be created for those debentures, specifying the property (if any) comprised in the security, and the nature of the Company's title to the property.	
(8) Particulars of any services rendered or to be rendered to the Company and paid for or payable by the Company.	
(9) The amount paid or payable to any promoter, with his name and address, and the consideration for any such payment.	
(10) Full names, addresses, and occupations of the directors or proposed directors of the Company, and the remuneration paid or payable to them.	If existing directors, as state.
(11) Full particulars of the nature and extent of the interest of every director or proposed director in the promotion of or in the property proposed to be acquired by the Company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares, or otherwise, by any person either to induce him to become or to qualify him as a director, or otherwise, for services rendered by him or by the firm in connection with the promotion or formation of the Company.	If proposed directors, as state.
(12) Names and addresses of the auditors of the Company (if any).	
(13) Dates of and parties to every material contract (other than contracts entered into in the ordinary course of the business intended to be carried on by the Company, or entered into more than two years before the filing of this statement).	
(14) Time and place at which the contracts or copies thereof may be inspected.	
Dated this day of , 19 . Witness: Name Address Occupation	(Signatures).....

(Note.—The statement must be signed in the presence of a witness by every person named as a director or proposed director or by the agent authorized in writing. The form must be signed according as the Company has or has not a share capital, and shares or debentures are to be issued or members admitted.)

FORM 5.

THE COMPANIES ACT, 1929.

STATUTORY DECLARATION FOR CERTIFICATE TO COMMENCE BUSINESS.

CANADA }
 PROVINCE OF ALBERTA. } In the Matter of The Companies Act, 1929,
 To Wit: } and , Limited.

We, , of , and , of hereby

solemnly declare as follows: (1) We are duly appointed directors of the , Limited (hereinafter referred to as "the Company").

(2) The Company has filed with the Registrar a statement in lieu of prospectus, in which the amount of dollars in cash was named as the minimum subscription upon which the directors of the Company might proceed to (allotment) (admission to membership).

(3) There has been subscribed the amount of dollars, payable in cash exclusively.

(4) The amounts paid or payable as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure, the minimum subscription are respectively as follows: Paid, \$; payable, \$.

(5) The amounts allowed or to be allowed as discount in respect of shares* (debentures) are respectively as follows: Allowed, \$; to be allowed, \$.

* Only in the case of a specially limited company.

(6) The sum payable on application (for each share (debenture) was per cent of the nominal amount of such share (debenture)) (for membership by such new member was dollars) and has been paid to and received by the Company.

(7) All money so paid to and received by the Company was deposited to the credit of the Company as trustee in the branch of the Bank, situate at .

(8) No (allotment of any share (debenture) of the Company has yet been made) (applicant has yet been admitted to membership).

(9) Each of us has paid to the Company (on each of the qualification shares) (in respect of the qualification) which a director of the Company is required to (take) (have) a proportion equal to the proportion paid on application for (each share) (debenture) (membership) as aforesaid.

(10) No prospectus (offering any shares (debentures) of the Company for subscription) (inviting persons to apply for membership) has been issued, and the Company does not intend to issue any prospectus.

And we severally make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of The Statute in that behalf made.

Severally declared by each of the above-named declarants at this day of , 19 , before me—

[Note.—This form must be altered according as the Company has or has not a share capital, and subscriptions or applications for shares, debentures, or membership have been taken.]

FORM 7.

THE COMPANIES ACT, 1929.

STATUTORY DECLARATION FOR CERTIFICATE TO COMMENCE BUSINESS.

CANADA }
 PROVINCE OF ALBERTA. } In the Matter of The Companies Act, 1929,
 To Wit: } and , Limited.

We, , of , and , of , hereby solemnly declare as follows:

(1) We are duly appointed directors of the _____, Limited (hereinafter referred to as "the Company").

(2) The Company has filed with the Registrar a statement in lieu of prospectus, in which no minimum subscription was named because the Company proposes to take over an existing business and does not require any cash to enable it to carry on that business.

(3) The business which the Company proposes to take over was started in the year _____ by _____ under the name or title _____, and has been carried on continuously since that year (except _____).

(4) A copy of the last balance-sheet of the said business signed by us was filed with the statement aforesaid.

(5) No (allotment of any share (debenture)) of the Company has yet been made) (applicant has yet been admitted to membership).

(6) Each of us has paid to the Company (on each of the qualification shares) (in respect of the qualification) which a director of the Company is required to (take) (have) a proportion equal to the proportion paid on application for (each share (debenture)) (membership) as aforesaid.

(7) No prospectus (offering any share (debenture) of the Company for subscription) (inviting any person to apply for membership) has been issued, and the Company does not intend to issue any prospectus.

And we severally make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of The Companies Statute Act.

Severally declared by each of the above-
named declarants at _____ this _____
day of _____, 19____, before me—

[Note.—This form must be altered according as the Company has or has not a share capital, and subscriptions or applications for shares, debentures, or membership have been taken.]

FORM 8.

THE COMPANIES ACT, 1929.

STATUTORY DECLARATION FOR CERTIFICATE TO COMMENCE BUSINESS.

CANADA: _____
Province of ALBERTA. } In the Matter of The Companies Act, 1929,
To Wit: _____ and _____, Limited.

We, _____ of _____, and _____ of _____, hereby solemnly declare as follows:

(1) We are duly appointed directors of the _____, Limited (hereinafter referred to as "the Company").

(2) The Company has filed with the Registrar a prospectus, in which the amount of _____ dollars in cash was named as the minimum subscription upon which the directors of the Company might proceed to (allotment) (admission to membership).

(3) There has been subscribed the sum of _____ dollars payable in cash exclusively.

(4) The amounts paid or payable on commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure, the minimum subscription are respectively as follows: Paid, \$ _____; payable, \$ _____.

(5) The amounts allowed or to be allowed as discount in respect of "shares" (debentures) are respectively as follows: Allowed, \$ _____ to be allowed, \$ _____.

(6) The sum payable on application (for each share (debenture) was _____ per cent of the nominal amount of each share (debenture)) (for membership by each new member was _____ dollars) and has been paid for and received by the Company.

*Only in the
case of a
specialty limited
company.

(7) All money so paid to and received by the Company was deposited to the credit of the Company as trustee in the branch of the Bank, situate at _____.

(8) A copy of the prospectus filed as aforesaid was furnished to every person who (subscribed for any share (debenture) offered) (applied for any membership invited) by the prospectus.

(9) No (allotment of any share (debenture) of the Company has yet been made) (applicant has yet been admitted to membership).

(10) Each of us has paid to the Company (on each of the qualification shares) (in respect of the qualification) which a director of the Company is required to (take) (give) a proportion equal to the proportion paid on application for (each (share) debenture) (membership) as aforesaid.

And we severally make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of The Canada Evidence Act.

Severally declared by each of the above-
named declarants at _____ this _____
day of _____, 19____, before me—

[Note.—This form must be altered according as the Company has or has not a share capital, and subscriptions or applications for shares, debentures, or membership have been taken.]

FORM 9.

THE COMPANIES ACT, 1929.

NOTICE TO SHAREHOLDERS.

Notice is hereby given that on the _____ day of _____, 19____, the following persons were appointed directors of the _____, Limited, namely:—

Full Name, Address and Occupation.

Dated this _____ day of _____, 19____.

(Signature) _____

(Relationship to Company) _____

[Note.—This form can be combined with Form 10 where a new allotment is required before the time for filing a notice in Form 10 has expired.]

FORM 10.

THE COMPANIES ACT, 1929.

NOTICE OF CHANGE IN DIRECTORS.

Notice is hereby given that on the _____ day of _____, 19____, the following persons ceased to hold office as directors of the _____, Limited, namely:—

Full Name, Address and Occupation.

Dated this _____ day of _____, 19____.

(Signature) _____

(Relationship to Company) _____

FORM 11.

THE COMPANIES ACT, 1923.

ANNUAL REPORT OF THE _____ COMPANY, LIMITED, MADE UP TO THE _____ day
of _____ 19____ (being the day after the date of the annual general
meeting in 19____).

Summary of Capital and Shares.

*The authorized capital is \$ _____, divided into _____ shares of \$ _____ each,
_____ shares of \$ _____ each.

{The number of shares authorized is _____.

{Total number of shares taken up to the _____ day of _____, 19____ (which number must agree with the total shown in the list as held by existing members).

Number of shares issued subject to payment wholly in cash _____

Number of shares issued as fully paid up otherwise than in cash _____

Number of shares issued as partly paid up to the extent of _____ per share otherwise than in cash _____

{There has been called up on each of _____ shares, \$ _____.

{There has been called up on each of _____ shares, \$ _____.

{There has been called up on each of _____ shares, \$ _____.

**Total amount of calls received, including payments on applications and allotments _____ \$

Total amount (if any) agreed to be considered as paid on shares which has been issued as fully paid up otherwise than in cash _____ \$

Total amount (if any) agreed to be considered as paid on shares which has been issued as partly paid up to the extent of _____ per share _____ \$

Total amount of calls unpaid _____ \$

Total amount (if any) of sums paid by way of commission in respect of shares or debentures or allowed by way of discount in respect of any debentures or, in the case of a specially limited company, of any shares since date of last report or (in the case of a first report) since the date of incorporation _____ \$

{Total amount (if any) paid on shares forfeited _____ \$

Total amount of the indebtedness of the Company in respect of all mortgages registered or required to be registered with the Registrar _____ \$

* Authorized capital refers to capital in shares with nominal or par value.
† Number of shares authorized refers to shares without nominal or par value.
‡ If there are shares of different kinds, classes, or amounts state the particulars separately.
§ Where various amounts have been called or there are shares of different classes, state these separately.
|| State separately what has been paid on forfeited shares.
||| State the approximate number of shares forfeited (if any).

BALANCE SHEET made up to the _____ day of _____, 19____, containing the particulars of the capital, liabilities, and assets of the Company.

LIST OF PERSONS holding shares in the _____ Company, Limited, and of persons who have held shares therein at any time since the date of the last report or (in the case of a first report) since the date of incorporation, showing their full names and addresses, and an account of the shares so held.

Full Name, Address, and Occupation.				Account of Shares.		Remarks.
Surnames.	Christian Name.	Address.	Occupation.	Number of Shares held by Existing Holders at Date of Report.	1 Particulars of Shares transferred to Persons who are Old Members and Persons who have ceased to be Members.	
					2 Number.	

* The numerical number of shares held, and not the distinctive numbers, need be stated, and the column must be filled up throughout so as to make one total to agree with that stated in the statement to have been taken up.

† The date of registration of each transfer must be given as well as the number of shares transferred on each date. The particulars must be placed opposite the name of the transferor and not opposite that of the transferee, and the name of the transferee must be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

‡ When the shares are of different kinds or classes these columns must be subdivided so that the number of each kind or class held or transferred may be shown separately.

FULL NAMES, ADDRESSES AND OCCUPATIONS of the persons who are the Directors of the _____, Limited.

(Signature.) _____

(State whether director, manager, or other officer) _____

(Note—If share warrants have been issued, the particulars required by the Act must be included in this form, and if the capital consists of stock not divided into shares, the form must be altered accordingly.)

FORM 32.

PROVINCE OF ALBERTA.

THE COMPANIES ACT, 1929.

STATEMENT.

1. The name of the Company is _____.
2. The Company was incorporated in (a) _____ on the _____ day of _____, and is at the date hereof a valid and subsisting corporation, legally authorized to transact business under its charter and regulations.
3. The principal business which the Company will carry on in the Province is _____.

(e) State the Province, State, or country.

4. The charter and regulations of the Company, a verified copy whereof is lodged herewith, consist of the following documents:

Date. Nature of Document. (b).

(b) For example, the letters patent, the articles of incorporation, by-laws, etc.

5. The period fixed by its charter for the duration of the Company is years from (c).

(c) If no fixed period, say, indefinite.

6. The liability of the members of the Company is under its charter (d).

(d) State distinctly extent of liability.

7. The authorized capital of the Company is \$, and is divided into (e) shares of \$ each.

(e) State different classes, if any.

The number of shares without nominal or par value authorized is

The subscribed capital at the date hereof is \$

The paid-up capital at the date hereof is \$

The shares in the Company consist of (f)

8. The full address of the head office or chief place of business outside the Province is

9. The full address of the head office or chief place of business within the Province will be

10. The Company hereby appoints (g) of , as its attorney under The Companies Act, 1925, to accept service of process in all suits and proceedings by or against the Company within the Province, and on behalf of the Company to receive therein all lawful notices to the Company, and agrees that such service and notification shall be legal and binding on the Company.

(g) Full name, address, and occupation.

11. The directors of the Company are (h)

(h) Full name, address, and occupation.

12. (i) In witness whereof the common seal of the Company was hereunto affixed on the day of , 19 .

(i) Either in brackets or here.

The common seal of the Company is affixed in the presence of—

(j) If the company has an seal, use the words "The statement was executed in the name of the Company by"

CANADA: } In the Matter of The Companies Act, 1925,
PROVINCE OF ALBERTA } and of
To WIT: }

We, of , and , of , do solemnly declare that we are respectively (j) and of the , and that the particulars set forth in the foregoing statement of the said Company are true and correct.

(j) State full names.

And we severally make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by virtue of The Canada Evidence Act.

Severally declared by the above-named declarants at this day of , 19 , before me—

A Notary Public in and for

I, of , hereby consent to act as the attorney of the for the purposes specified in paragraph 10 of the foregoing statement. Dated this day of , 19 .

(Signature.)

Witness:

Name

Address

Occupation

FORM 13.

THE COMPANIES ACT, 1929.

NOTICE OF APPOINTMENT OF ATTORNEY.

We, the _____, whose head office in the Province of Alberta is situate at _____, hereby give notice that we revoke the appointment of _____ of _____, as our attorney for the purposes of *The Companies Act, 1929*, and that we do hereby appoint _____ of _____, as our attorney, to accept service of process in all suits and proceedings by or against us within the said Province, and therein on our behalf to receive all lawful notices to us; and we, the said Company, agree that such service and notification shall be legal and binding on us.

Dated this _____ day of _____, 19 ____.

Seal of each
of Companies
to be affixed.

(Name of Company) _____

(Signatures of authorized officers) _____

(Official designation) _____

(a) State
official
position.

I hereby certify that _____, personally known to me, appeared before me and acknowledged to me that he is (a) _____ of _____, and that he is the person who subscribed his name to the foregoing notice as _____ of the said Company and affixed the common seal of the said Company thereto, and that he was duly authorized so to subscribe his name and to affix the said seal.

In testimony whereof, I have hereunto set my hand and seal of office at _____ this _____ day of _____, 19 ____.

A Notary Public in and for _____.

I, _____, of _____, hereby consent to act as the attorney of the above-named Company for the purposes specified in the foregoing notice of appointment.

Dated this _____ day of _____, 19 ____.

(Signature) _____

Witness:

Name _____

Address _____

Occupation _____

FORM 14.

THE COMPANIES ACT, 1929.

NOTICE OF APPOINTMENT OF LIQUIDATOR IN A VOLUNTARY WINDING-UP.

I, the undersigned, _____, of _____, hereby give notice that by special resolution passed in the _____ day of _____, 19 ____, I have been appointed liquidator of the _____ Limited.

Dated this _____ day of _____, 19 ____.

(Signature) _____

Liquidator.

FORM 15.

THE COMPANIES ACT, 1929.

NOTICE OF RESIGNATION, ETC., OF APPOINTMENT BY LIQUIDATOR.

I, the undersigned, _____, of _____, hereby give notice that I resigned
(or) my appointment as liquidator of _____, Limited, on the _____ day of _____ 19____
Dated this _____ day of _____, 19____
(Signature). _____

(to Alter
according
to circum-
stances.)

FORM 16.

THE COMPANIES ACT, 1929.

RETURN OF FINAL MEETING IN A VOLUNTARY WINDING-UP.

I, _____, of _____, liquidator of the _____, Limited, hereby inform
you that a general meeting of the Company was held on the _____ day of _____
19____, pursuant to the provisions of The Companies Act, 1929, and
that the account of the winding-up filed herewith, showing how the winding-
up of the affairs of the Company has been conducted and the property of the
Company has been disposed of, was laid before the meeting.

Dated this _____ day of _____, 19____
(Signature). _____
Liquidator.

THIRD SCHEDULE.

TABLE OF FEES TO BE PAID TO THE REGISTRAR BY A COMPANY HAVING A
CAPITAL DIVIDED INTO SHARES.

- 1.—For incorporation of a company whose nominal capital does not exceed £20,000 £50.00
- 2.—For incorporation of a company whose nominal capital exceeds £20,000, the above fee of £50 with the following additional fees regulated according to the amount of capital, that is to say:
For every £5,000 or part of £5,000 from £20,000 up to £100,000 5.00
For every £10,000 or part of £10,000 after the first £100,000 up to £500,000 10.00
For every £100,000 or part of £100,000 thereafter 20.00
- 3.—Where a company has only shares without nominal or par value, the number of such shares which the company is authorized to issue shall be multiplied by the amount of £50, and the total amount so calculated shall for the purposes of this table be the authorized capital of the company, and the fee for incorporation shall be calculated accordingly under paragraph 1 or 2, as the case may be:
Provided that where the memorandum or articles state a maximum price or consideration at or for which such shares shall be issued, the number of shares as aforesaid shall be multiplied by the amount of that maximum price or consideration instead of by the amount of £50.
- 4.—Where a company has shares both with and without nominal or par value, the fee for incorporation shall be £50 if the total amount of authorized capital calculated according to paragraphs 1 and 3 does not exceed £20,000, and if the total amount so calculated exceeds £20,000, the fee for incorporation shall be calculated in accordance with paragraphs 2 and 3.

TABLE OF FEES PAYABLE ON REGISTRATION OF A FOREIGN COMPANY.

- 1.—The fee for registration of a foreign company shall be the same fee as is payable for incorporation under paragraph 1, 2, 3 or 4, as the case may be, for the following class of companies: Trust Companies, Loan Companies, Building Companies, Contracting Companies, Land Companies, Lumbering Companies, Gas Companies, Oil Companies, Coal Companies and Investment Companies.
- 2.—All other foreign companies (save those described in paragraph 1 hereto) shall pay to the Registrar an annual fee of fifty dollars during the continuance of their registration respectively under this Act, and such fee shall be payable on the first day of January in each year; but in the event of any such foreign company becoming registered after the first day of January in any year, the amount payable to the Registrar for the portion of the first year during which it is so registered shall be a proportionate part only of the amount required for one year and such proportionate part shall be payable upon the registration of the company.
- Provided, however, that any foreign company whether described in paragraph 1 hereto or not may become registered as aforesaid on payment to the Registrar of the fees set out in schedule A hereto and upon so doing the provisions of this subsection shall not apply to such foreign company.
- 3.—The fees payable under this table shall be computed upon a capital sum obtained by expressing the netted capital of a foreign company in Canadian money, reckoning the value in exchange of the said netted capital at said parity, that is, at the actual gold value of the foreign currency in comparison with the gold coinage of the currency of Canada.
- 4.—Where there is no gold coinage of the foreign country in question, the Lieutenant Governor in Council may determine the value in exchange of the actual capital.

TABLE OF FEES PAYABLE ON INCREASE OF CAPITAL OR SHARES.

- 5.—Where after its incorporation or registration, as the case may be, a company or foreign company—
- (a) increases its authorized capital or the number of shares without nominal or par value which it is authorized to issue, the same fees shall be paid per \$5,000 or part of \$5,000 as would have been payable under paragraph 2, 3, 4 or 5 if such increased capital or number of shares had formed part of the original capital or number of shares at the time of incorporation or registration, as the case may be;
- (b) increases the maximum price or consideration at or for which its shares without nominal or par value may be issued, the same fees shall be paid as would have been payable under paragraph 2, 3, 4 or 5 if such increased maximum price or consideration had been the maximum price or consideration at the time of incorporation or registration, as the case may be, no increase being made for fees already paid.

TABLE OF FEES TO BE PAID TO THE REGISTRAR BY A COMPANY NOT HAVING ITS CAPITAL DIVIDED INTO SHARES.

For registration of a company whose number of members as stated in the articles of association does not exceed 10.....	\$ 50.00
For registration of a company whose number of members as stated in the articles of association exceeds 10 but does not exceed 150	80.00
For registration of a company whose number of members as stated in the articles of association exceeds 150 but is not stated to be unlimited, the above fee of \$80.00 with an additional \$5.00 for every fifty members after the first 150.	
For registration of a company in which the number of members is stated in the articles of association to be unlimited.....	250.00
For registration of any increase in the number of members made after the registration of the company in respect to every fifty members or less than fifty members of such increase	5.00

Provided, that no one company shall be liable to pay on the whole a greater fee than \$100.00 in respect of its number of members, taking into account the fee paid on the first registration of the company.

MISCELLANEOUS.

10-	10—For registration of a mortgage or charge.....	\$ 5.00
11-	11—For registering any document hereby required or authorized to be registered other than the memorandum of association, mortgage or charge	1.00
12-	12—For seeking a record of any fact hereby authorized or required to be recorded by the Registrar	1.00
13-	13—For restoration of a company or foreign company struck off the register, in addition to filing fees.	10.00
14-	14—For certificate of restoration of a company, or foreign company, to the register	1.00
15-	15—For certificate of true copy or extract.	1.00
16-	16—For each and every search.....	.25
17-	17—For change of name	10.00
18-	18—For filing annual statement by a foreign company.....	5.00
19-	19—For filing statement by a company in Form , Section	1.00
20-	20—Publication in <i>The Alberta Gazette</i>	10.00
21-	21—For filing articles of association	2.00

FOURTH SCHEDULE

TA	<i>The Companies Act</i> , being chapter 156 of the Revised Statutes of Alberta, 1922;
TA	<i>The Foreign Companies Act</i> , being chapter 161 of the Revised Statutes of Alberta, 1922.