

UNEDITED

# *The Foreign Companies Act*

*being*

Chapter 73 of *The Revised Statutes of Saskatchewan, 1909*  
(effective March 15, 1911).

FOR HISTORICAL REFERENCE ONLY

## **NOTE:**

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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## CHAPTER 73

### An Act respecting Foreign Companies

#### SHORT TITLE

##### Short title

- 1 This Act may be cited as “*The Foreign Companies Act.*”

1903, c.14, s.1; R.S.S. 1909, c.73, s.1.

#### INTERPRETATION

##### Interpretation

- 2 In the construction of this Act and of any rules or forms made in pursuance thereof the expression:

1. “**Foreign company**” means any company or association incorporated otherwise than by or under the authority of any Ordinance or Act for the purpose of carrying on any business to which the legislative authority of the Legislature of Saskatchewan extends;

2. “**Registrar**” means registrar of joint stock companies and shall include a deputy registrar and an acting registrar;

3. “**Charter**” means the Statute, Act or other provision of law by or under which a foreign company is incorporated and any amendments thereto applying to such company, or the memorandum of association or agreement or deed of settlement of the company or the letters patent or charter of incorporation or the license or certificate of registration of the company, as the case may be;

4. “**Charter and regulations**” means the charter and the articles of association and all bylaws, rules and regulations of the company;

5. “**Court**” means the supreme court of Saskatchewan;

6. “**Judge**” means a judge of the said court.

1903, c.14, s.2; R.S.S. 1909, c.73, s.2.

##### Foreign company to become registered

- 3 Unless otherwise provided by any Act no foreign company having gain for its object or a part of its object shall carry on any part of its business in Saskatchewan unless it is duly registered under this Act.

- (2) Any unregistered foreign company carrying on business and any company, firm, broker or other person carrying on business as a representative or on behalf of such unregistered foreign company shall be liable on summary conviction to a penalty of \$50 for every day on which such business is carried on in contravention of this section and proof of compliance with the provisions of this section shall at all times be upon the accused.

(3) The taking orders by travellers for goods, wares or merchandise to be subsequently imported into Saskatchewan to fill such orders or the buying or selling of such goods, wares or merchandise by correspondence if the company has no resident agent or representative and no warehouse, office or place of business in Saskatchewan the onus of proving which shall in any prosecution under this section rest on the accused, shall not be deemed to be carrying on business within the meaning of this Act.

1903, c.14, s.3; 1903 (2), c.19, s.1; R.S.S. 1909, c.73, s.3.

#### **Rights of company when registered**

4 Any foreign company may become registered on compliance with the provisions of this Act and on payment to the registrar of such fees as would be payable for registration of registered such company under the provisions of *The Companies Act*; and thereupon shall subject to the provisions of its charter and regulations and to the terms of the registration have the same powers and privileges in Saskatchewan as if incorporated under the provisions of *The Companies Act*.

1903, c.14, s.4; R.S.S. 1909, c.73, s.4.

#### **Procedure to obtain registration**

5 Before the registration of any foreign company the company shall file in the office of the registrar:

- (a) A true copy of the charter and regulations of the company verified in manner satisfactory to the registrar;
- (b) An affidavit or statutory declaration that the company is still in existence and legally authorised to transact business under its charter;
- (c) A copy of the last balance sheet of the company or a statement containing the information required to be given in the annual statement made under the provisions of section 8;
- (d) A duly executed power of attorney under its common seal approved by the registrar empowering some person therein named and residing in Saskatchewan to act as its attorney for the purpose of accepting service of process in all suits and proceedings against the company within Saskatchewan and of receiving all lawful notices and declaring that service of process in respect of such suits and proceedings and of such notices on the said attorney shall be legal and binding to all intents and purposes whatever and waiving all claims of error by reason of such service; and such company may from time to time by a new or other power of attorney executed and deposited as aforesaid appoint another attorney within Saskatchewan for the purposes aforesaid to replace the attorney formerly appointed.

1903, c.14, s.5; R.S.S. 1909, c.73, s.5.

#### **Certificate of registration**

6 Upon compliance by any foreign company with the terms of this Act the registrar shall register such company and issue a certificate of registration; and such certificate of registration shall be conclusive evidence that all the requirements of this Act preliminary to the issue thereof have been complied with.

(2) Such certificate of registration shall be published by the registrar at the expense of the company in *The Saskatchewan Gazette*.

1903, c.14, s.6; R.S.S. 1909, c.73, s.6.

#### Evidence of registration

7 The certificate of registration or any copy thereof certified under the hand and seal of the registrar or a copy of *The Saskatchewan Gazette* containing such certificate of registration shall be *prima facie* evidence of the due registration of the company as aforesaid.

1903, c.14, s.7; R.S.S. 1909, c.73, s.7.

#### Annual statement

8 A company registered under this Act shall on or before the first day 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:

- (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; if none is so issued the fact is to 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 the secretary; or if there is no president or he is unable to make the same by the 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 a 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 filing with the registrar of an annual return in the form and at the time and verified in the manner required by the provisions of sections 28 to 33 inclusive of *The Insurance Act* being chapter 34 of *The Revised Statutes of Canada 1906* shall relieve any company licensed under the said Act from compliance with the provisions of subsections (1) and (2) of this section.

(4) 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.

(5) Any company making default in complying with the provisions of this section shall be liable on summary conviction to a penalty of \$20 for each and every day during which default continues; and every director, manager, secretary, agent, traveller or salesman of such company who transacts within Saskatchewan any business whatever for such company shall be liable on summary conviction to a penalty of \$20 for each day upon which he so transacts such business.

(6) The statement or return required by this section shall be accompanied with the fee of \$5.

1903, c.14, s.8; R.S.S. 1909, c.73, s.8.

#### **Substituted service**

**9** If the power of attorney hereinbefore prescribed becomes invalid or ineffectual for any reason or if other service cannot be effected the court or judge may order substitutional service of any process, proceeding, notice or document upon the company to be made by such publication as is deemed requisite to be made in the premises for at least three weeks in at least one newspaper; and such publication shall be held to be due service upon the company of such process, proceeding, notice or document.

1903, c.14, s.9; R.S.S. 1909, c.73, s.9.

#### **No right of action by unregistered company**

**10** Any foreign company required by this Act to become registered shall not while unregistered be capable of maintaining any action or other proceeding in any court in respect of any contract made in whole or in part in Saskatchewan in the course of or in connection with business carried on without registration contrary to the provisions of section 3 hereof.

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

1903, c.14, s.10; R.S.S. 1909, c.73, s.10.

**Rights of registered company to sue, hold lands, etc.**

**11** 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 Saskatchewan 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.

1903, c.14, s.11; R.S.S. 1909, c.73, s.11.

**Rights and duties of registered companies**

**12** Every foreign company registered as a company 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.

1903, c.14, s.12; R.S.S. 1909, c.73, s.12.

**No municipal license fee**

**13** No license fee shall be imposed by any municipal council upon any company registered under this Act.

1903, c.14, s.13; R.S.S. 1909, c.73, s.13.

**Foreign company already licensed not required to refile documents**

**14** Notwithstanding anything heretofore contained in this Act any foreign company holding a license to carry on business in Saskatchewan under the provisions of any law in that behalf shall upon surrendering such license to the registrar be entitled to be registered under this Act without compliance with any further provisions hereof.

1903, c.14, s.14; R.S.S. 1909, c.73, s.14.

**Lieutenant Governor's power to suspend or revoke registration**

**15** The Lieutenant Governor in Council may by Order in Council notice of which shall be published in *The Saskatchewan Gazette* suspend or revoke the registration of any foreign company which refuses or fails to keep a duly appointed attorney within Saskatchewan or to comply with any provision of this Act; and notwithstanding such suspension or revocation the rights of creditors of the company shall remain as at the time of such suspension or revocation.

(2) The Lieutenant Governor in Council may likewise by order notice of which shall be published in the said gazette remove any such suspension or cancel any such revocation and restore any registration so suspended or revoked.

1903, c.14, s.15; R.S.S. 1909, c.73, s.15.

## FORMS

**Lieutenant Governor may alter forms**

**16** The Lieutenant Governor in Council may prescribe and from time to time alter forms of certificates, powers of attorney, applications, statements, returns and other documents relating to applications and other proceedings under this Act.

1903, c.14, s.16; R.S.S. 1909, c.73, s.16.

**Act not to apply to Hudson's Bay Co.**

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

1903, c.14, s.17; R.S.S. 1909, c.73, s.17.