

1927

c 219 Extra Provincial Corporations Act

Ontario

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CHAPTER 219.

The Extra Provincial Corporations Act.

Interpre-
tation.

1. In this Act,

"Extra Pro-
vincial Cor-
poration."

(a) "Extra provincial corporation" shall mean a corporation created otherwise than by or under the authority of an Act of this Legislature;

"Minister."

(b) "Minister" shall mean that member of the Executive Council charged for the time being with the administration of this Act;

"Regula-
tions."

(c) "Regulations" shall mean regulations made by the Lieutenant-Governor in Council. R.S.O. 1914, c. 179, s. 2.

Corporations
which do not
require
license.

2. Extra provincial corporations of the classes mentioned in this section shall not be required to take out a license under this Act:—

Class 1. Corporations created by or under the authority of an Act of the Legislature of the late Province of Upper Canada, or by charter of the Government of that Province;

Class 2. Corporations created by or under the authority of an Act of the Legislature of the late Province of Canada, or by Charter of the Government of that Province, and carrying on business in Ontario on the 1st day of July, 1900;

Class 3. Corporations which had before the 1st day of July, 1900, received from the Government of Ontario a license to carry on business in Ontario, or had been authorized by Act of this Legislature to carry on business in Ontario while such license or Act is in force;

Rev. Stat.
c. 222, 223.Class 4. Corporations now or hereafter licensed or registered under the provisions of *The Insurance Act* or of *The Loan and Trust Corporations Act*;Rev. Stat.
c. 29.Rev. Stat.
c. 257.Class 5. Corporations liable to payment of taxes imposed by *The Corporations Tax Act*, or corporations licensed under the provisions of *The Liquor Control Act*, relating to brewers and distillers;

Class 6. Corporations not having gain for any of their objects. R.S.O. 1914, c. 179, s. 3.

3. Extra provincial corporations of the classes mentioned in this section are required to take out a license under this Act:— Corporations which require license.

Class 7. Corporations other than those mentioned in section 2 created by or under the authority of an Act of the Legislature of the late Province of Canada, or by charter of the Government of that Province authorized to carry on business in Upper Canada, but not carrying on business in Ontario on the 1st day of July, 1900;

Class 8. Corporations created by or under the authority of an Act of the Dominion of Canada, and authorized to carry on business in Ontario;

Class 9. Corporations not coming within any of the classes 1 to 8. R.S.O. 1914, c. 179, s. 4.

4. A corporation coming within class 7 or 8 shall, upon complying with the provisions of this Act and the regulations, receive a license to carry on its business and exercise its powers in Ontario. Rights to license when within class 7 or 8. R.S.O. 1914, c. 179, s. 5.

5. A corporation coming within class 9 may, upon complying with the provisions of this Act and the regulations, receive a license to carry on the whole or such parts of its business and exercise the whole or such parts of its powers in Ontario as may be embraced in the license; subject however to such limitations and conditions as may be specified therein. Rights to license when within class 9. R.S.O. 1914, c. 179, s. 6.

6.—(1) No extra provincial corporation coming within class 7, 8 or 9 shall carry on within Ontario any of its business unless and until a license under this Act so to do has been granted to it, and unless such license is in force; and no company, firm, broker, agent or other person shall, as the representative or agent of, or acting in any other capacity for any such extra provincial corporation, carry on any of its business in Ontario unless and until such corporation has received such license and unless such license is in force. Carrying on business without license prohibited.

(2) Taking orders for or buying or selling goods, wares, and merchandise by travellers or by correspondence, if the corporation has no resident agent or representative or no office or place of business in Ontario, shall not be deemed a carrying on of business within the meaning of this Act. Exception. R.S.O. 1914, c. 179, s. 7, (1, 2).

7. The onus of proving that a corporation has no resident agent or representative and no office or place of business in Ontario, shall, in any prosecution for an offence against the Onus of proof.

last mentioned section, rest upon the accused. R.S.O. 1914, c. 179, s. 8.

Application
for license.

8.—(1) An extra provincial corporation coming within class 7, 8 or 9 may apply to the Lieutenant-Governor in Council for a license to carry on its business or part thereof, and to exercise its powers or part thereof, in Ontario.

Conditions
of license.

(2) No limitations or conditions shall be included in any such license which would limit the rights of a corporation coming within class 7 or class 8, to carry on in Ontario all such parts of its business and to exercise in Ontario all such parts of its powers as by its Act or charter of incorporation it may be authorized to carry on and exercise therein. R.S.O. 1914, c. 179, s. 9.

Regulations
by Order-in-
Council.

9.—(1) The Lieutenant-Governor in Council may make regulations which shall be published in the *Ontario Gazette* respecting,—

Evidence
upon
application.

(a) the evidence required, upon the application for a license, as to the creation of the corporation, its powers and objects and its existence as a valid and subsisting corporation;

Service of
process.

(b) the appointment and continuance by the corporation of a person or company as its representative in Ontario on whom service of process, notices or other proceedings may be made, and the powers to be conferred on such representative;

Forms.

(c) the forms of licenses, powers of attorney, applications, notices, statements, returns and other documents relating to applications and other proceedings under this Act.

Special
Orders-in-
Council.

(2) The Lieutenant-Governor in Council may make orders as to particular cases where the general regulations may not be applicable or where they would cause unnecessary inconvenience or delay. R.S.O. 1914, c. 179, s. 10.

Proof to be
furnished
on applica-
tion.

10. Upon the application for a license the applicant shall establish to the satisfaction of the Minister, or such other officer as may be charged by him to report thereon, that the provisions of this Act and the regulations have been complied with; and the Minister, Deputy Minister or such other officer may, for that or for any other purpose under this Act, take evidence under oath. R.S.O. 1914, c. 179, s. 11.

Dealing
with real
estate.

11. A corporation receiving a license may, subject to the limitations and conditions of the license, and subject to the provisions of its own charter, Act of incorporation or other instrument creating it, acquire, hold, mortgage, alienate and otherwise dispose of real estate in Ontario and any

interest therein to the same extent and for the same purposes as if such corporation had been incorporated under *The Companies Act* with power to carry on the business and exercise the powers embraced in the license. R.S.O. 1914, c. 179, s. 12. Rev. Stat.
c. 218.

12. Notice of the granting of a license under this Act shall be given in the *Ontario Gazette*, and a copy of such *Gazette* containing such notice shall be *prima facie* evidence, in all proceedings by and against the corporation and otherwise under this Act or otherwise, of the granting of the license and of the terms thereof mentioned in the notice; and a copy of the license certified by the Minister or his deputy shall be sufficient evidence of the license before all courts and tribunals. R.S.O. 1914, c. 179, s. 13. Notice of
granting
license.

13. A corporation receiving a license and a corporation coming within class 3 shall, on or before the 8th day of February in every year during the continuance of the license, make and transmit to the Minister a statement under oath and according to a form approved of by the Lieutenant-Governor in Council, containing information similar to that required under section 138 of *The Companies Act*, or so much thereof or such additional information as may be required by such form, and the Minister may at any time require the corporation to supply further and other information. R.S.O. 1914, c. 179, s. 14. Returns to be
made by
licensees.

Rev. Stat.
c. 218.

14.—(1) If a corporation receiving a license makes default in observing or complying with the limitations and conditions of such license or the provisions of section 13, or the regulations respecting the appointment and continuance of a representative in Ontario, the Lieutenant-Governor in Council may suspend or revoke such license in whole or in part, and may remove such suspension or cancel such revocation and restore such license. Suspension,
cancellation
or restoration
of
license after
default of
licensee.

(2) Notice of such suspension, revocation, removal or restoration shall be given in the *Ontario Gazette*. R.S.O. 1914, c. 179, s. 15. Publication.

15.—(1) If any extra provincial corporation coming within class 7, 8 or 9, contrary to the provisions of section 6 carries on in Ontario any part of its business, such corporation shall incur a penalty of \$50 for every day upon which it so carries on business; and so long as any extra provincial corporation coming within class 9 remains unlicensed it shall not be capable of maintaining any action or other proceeding in any court in Ontario in respect of any contract made in whole or in part within Ontario in the course of or in connection with business carried on contrary to the provisions of said section 6. R.S.O. 1914, c. 179, s. 16 (1); 1918, c. 20, s. 31. Penalty for
carrying on
business
without a
license.

Saving.

(2) Upon the granting or restoration of the license, or the removal of any suspension thereof, such action or other proceeding may be prosecuted as if such license had been granted or restored or such suspension had been removed before the institution thereof. R.S.O. 1914, c. 179, s. 16 (2).

Power to remit penalties or costs.

16. The Lieutenant-Governor in Council may on or after granting a license remit in whole or in part any penalty incurred by the corporation receiving the license or by any representative or agent thereof, and may also remit in whole or in part the costs of any action or proceeding commenced for the recovery of any such penalty, and thereupon the whole or such part of the costs, as the case may be, shall not be recoverable. R.S.O. 1914, c. 179, s. 17.

Penalties, how recoverable.

17. The penalties mentioned in this Act shall be recoverable only by an action at the suit of or brought with the written consent of the Attorney-General of Ontario, which shall be commenced within six months after the liability for such penalty was incurred, and not afterwards. R.S.O. 1914, c. 179, s. 18.

Fees on licenses.

18. There shall be paid to His Majesty for the public uses of Ontario for every license under this Act, such fees as may be prescribed by the Lieutenant-Governor in Council. R.S.O. 1914, c. 179, s. 19.

Granting license as to real estate to other corporations.

19.—(1) An extra provincial corporation which is not required by this Act to take out a license may apply for and receive a license authorizing it, subject to the limitations and conditions of the license, and subject to the provisions of its own charter, Act of incorporation or other creating instrument, to acquire, hold, mortgage, alienate and otherwise dispose of real estate in Ontario and any interest therein to the same extent and for the same purposes as if such corporation had been incorporated under *The Companies Act* with power to carry on the business or exercise the powers embraced in the license.

Rev. Stat. c. 218.

Dispensing with s. 13.

(2) The Lieutenant-Governor in Council may by such license dispense with compliance by such corporation in whole or in part with the provisions of section 13. R.S.O. 1914, c. 179, s. 21.

Annual report.

20. A statement showing the licenses issued under this Act during the preceding calendar year and the authorized capital stock of the company licensed and the fee paid for each license shall be laid before the Assembly at each session thereof. R.S.O. 1914, c. 179, s. 22.
