1950

c 124 Extra-provincial Corporations Act

Ontario
CHAPTER 124

The Extra-provincial Corporations Act

1. In this Act,

\( (a) \) "extra-provincial corporation" means a corporation created otherwise than by or under the authority of an Act of the Legislature;

\( (b) \) "Minister" means Provincial Secretary;

\( (c) \) "regulations" means regulations made under this Act. R.S.O. 1937, c. 252, s. 1.

2.—(1) Extra-provincial corporations of the classes mentioned in this subsection shall not be required to take out a licence 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 licence to carry on business in Ontario, or which have been authorized by Act of the Legislature to carry on business in Ontario while such licence or Act is in force.


Class 5. Corporations not having gain for any of their objects.
Class 6. Corporations created by or under the authority of an Act of the Parliament of Canada, and authorized to carry on business in Ontario.

Class 7. Corporations of any class exempted by the Lieutenant-Governor in Council. R.S.O. 1937, c. 252, s. 2; 1940, c. 28, s. 13 (1); 1947, c. 34, s. 1 (1); 1950, c. 18, s. 1.

Exemption by Lieutenant-Governor in Council.

(2) The Lieutenant-Governor in Council may prescribe any class or classes of extra-provincial corporations which shall not be required to take out a licence under this Act. 1947, c. 34, s. 1 (2).

Corporations which require licence.

3.—(1) Extra-provincial corporations of the classes mentioned in this section are required to take out a licence under this Act:

Class 8. 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 9. Corporations not coming within classes 1 to 8.

Reciprocal legislation as to exemption from licensing.

(2) Where it appears that legislation is in force in any other province of Canada exempting corporations incorporated in Ontario from the provisions of any Act corresponding with the provisions of this Act, the Lieutenant-Governor in Council may exempt any corporation incorporated under the law of such other province from the provisions of this Act or any of them. R.S.O. 1937, c. 252, s. 3.

Right to licence when within class 8.

4. A corporation coming within class 8 shall, upon complying with this Act and the regulations, receive a licence to carry on its business and exercise its powers in Ontario. R.S.O. 1937, c. 252, s. 4.

Right to licence when within class 9.

5. A corporation coming within class 9, upon complying with this Act and the regulations, may receive a licence 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 licence; subject, however, to such limitations and conditions as may be specified therein. R.S.O. 1937, c. 252, s. 5.
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6.—(1) No extra-provincial corporation coming within class 8 or 9 shall carry on in Ontario any of its business unless and until a licence under this Act so to do has been granted to it, and unless such licence 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 it has received such licence and unless such licence is in force.

(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. R.S.O. 1937, c. 252, s. 6.

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 section 6, rest upon the accused. R.S.O. 1937, c. 252, s. 7.

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

(2) No limitations or conditions shall be included in any such licence which would limit the rights of a corporation coming within 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. 1937, c. 252, s. 8.

9.—(1) The Lieutenant-Governor in Council may make regulations,

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

(b) respecting 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;
(c) respecting the forms of licences, powers of attorney, applications, notices, statements, returns and other documents relating to applications and other proceedings under this Act. R.S.O. 1937, c. 252, s. 9 (1); 1946, c. 89, s. 18.

(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. 1937, c. 252, s. 9 (2).

10. Upon the application for a licence 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 or such other officer may, for that or for any other purpose under this Act, take evidence under oath. R.S.O. 1937, c. 252, s. 10.

11. A corporation receiving a licence 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 it had been incorporated under The Companies Act with power to carry on the business and exercise the powers embraced in the licence. R.S.O. 1937, c. 252, s. 11.

12. Notice of the granting of a licence under this Act shall be given in The Ontario Gazette, and a copy of the Gazette containing the 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 licence and of the terms thereof mentioned in the notice, and a copy of the licence certified by the Minister or his deputy shall be sufficient evidence of the licence before all courts and tribunals. R.S.O. 1937, c. 252, s. 12.

13.—(1) If a corporation receiving a licence makes default in observing or complying with the limitations and conditions of the licence or the regulations respecting the appointment and continuance of a representative in Ontario, the Lieutenant-Governor in Council may suspend or revoke the licence in whole or in part, and may remove the suspension or cancel the revocation and restore the licence.

(2) Notice of the suspension, revocation, removal or restoration shall be given in The Ontario Gazette. R.S.O. 1937, c. 252, s. 13.
14.—(1) If any extra-provincial corporation coming within class 8 or 9 carries on in Ontario any part of its business contrary to section 6, it 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 in Ontario in the course of or in connection with business carried on contrary to section 6.

(2) Upon the granting or restoration of the licence, or the removal of any suspension thereof, such action or other proceeding may be prosecuted as if the licence had been granted or restored or the suspension had been removed before the institution thereof. R.S.O. 1937, c. 252, s. 14.

15. The Lieutenant-Governor in Council may on or after granting a licence remit in whole or in part any penalty incurred by the corporation receiving the licence 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. 1937, c. 252, s. 15.

16. 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 which shall be commenced within six months after the liability for the penalty was incurred, and not afterwards. R.S.O. 1937, c. 252, s. 16.

17. There shall be paid to the Crown in right of Ontario for every licence under this Act, such fees as may be prescribed by the Lieutenant-Governor in Council. R.S.O. 1937, c. 252, s. 17.

18. An extra-provincial corporation which is not required by this Act to take out a licence may apply for and receive a licence authorizing it, subject to the limitations and conditions of the licence, 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 it had been incorporated under The Companies Act with power to carry on the business or exercise the powers embraced in the licence. R.S.O. 1937, c. 252, s. 18.
19.—(1) The Minister shall, after the close of each fiscal year, prepare an annual report showing the licences issued during the preceding calendar year, the authorized stock of each company licensed and the fee paid for each licence.

(2) The Provincial Secretary shall submit the report to the Lieutenant-Governor in Council and shall then lay the report before the Assembly if it is in session, or if not, at the next ensuing session. 1950, c. 18, s. 2.