1914

c 179 Extra Provincial Corporations Act

Ontario
CHAPTER 179.

An Act respecting the licensing of Extra Provincial Corporations.

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

1. This Act may be cited as The Extra Provincial Corporations Act.

2. In this Act,

(a) "Extra Provincial Corporation" shall mean a corporation created otherwise than by or under the authority of an Act of this Legislature. 63 V. c. 24, s. 1.

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

(c) "Regulations" shall mean regulations made by the Lieutenant-Governor in Council. New.

3. 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.

Class 4. Corporations now or hereafter licensed or registered under the provisions of The Ontario Insurance Act. Rev. Stat. cc. 183, 184. 6 s.—II.
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Class 5. Corporations liable to payment of taxes imposed by The Corporations Tax Act, or Corporations licensed under the provisions of The Liquor License Act relating to Brewers and Distillers. 1 Edw. VII. c. 19, s. 1.

Class 6. Corporations not having gain for any of their objects. 63 V. c. 24, s. 2, part.

4. Extra Provincial Corporations of the classes mentioned in this section are required to take out a license under this Act.

Class 7. Corporations other than those mentioned in section 3 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. 63 V. c. 24, s. 3, part.

5. 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. 63 V. c. 24, s. 4.

6. 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 emorased in the license; subject however to such limitations and conditions as may be specified therein. 63 V. c. 24, s. 5.

7.—(1) No Extra Provincial Corporation coming within class 7 or 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.

(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. 63 V. c. 24, s. 6, part; 1 Edw. VII. c. 19, s. 2.

(3) Every corporation which and every person who contravenes the provisions of this section shall incur a penalty of $20 for every day upon which the contravention occurs. 63 V. c. 24, s. 15.

8. 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 last mentioned section, rest upon the accused. 63 V. c. 24, s. 6, part amended.

9.—(1) An Extra Provincial Corporation coming within class 7 or 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. 63 V. c. 24, s. 7.

(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. 1 Edw. VII. c. 19, s. 3.

10.—(1) The Lieutenant-Governor in Council may make Regulations respecting:—

(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;

(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;

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

(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. 63 V. c. 24, s. 8.
11. 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. 63 V. c. 24, s. 9. Amended.

12. 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 Ontario Companies Act with power to carry on the business and exercise the powers embraced in the license. 63 V. c. 24, s. 10.

13. 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. 63 V. c. 24, s. 11.

14. A corporation receiving a license and a corporation coming within class 3 shall, on or before the eighth 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 135 of The Ontario 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. 63 V. c. 24, s. 12.

15.—(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 14, 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.

(2) Notice of such suspension, revocation, removal or restoration shall be given in the Ontario Gazette. 63 V. c. 24, s. 13.
16.—(1) If any Extra Provincial Corporation coming within class 7 or 8 or 9, contrary to the provisions of section 7, 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 it 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 7.

(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. 63 V. c. 24, s. 14.

17. 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. 63 V. c. 24, s. 16.

18. 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. 63 V. c. 24, s. 17.

19. 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. 3 Edw. VII. c. 7, s. 3.

20. There shall be paid to His Majesty for the public uses of Ontario upon transmitting to the Minister the statement required by section 14 the fee of $5 if the capital stock of the company does not exceed the sum of $100,000 and a fee of $10 if the capital stock of the company exceeds that sum, and until such fee has been paid such statement shall be deemed not to have been made and transmitted. 63 V. c. 24, s. 18, part.

21.—(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 Ontario Companies Act* with power to carry on the business or exercise the powers embraced in the license.

(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 14. 63 V. c. 24, s. 19.

22. 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. 63 V. c. 24, s. 20.

[Note.—Schedules A and B to 63 V. c. 24, were repealed by 3 Edw. VII. c. 7, s. 53.]