

1999

CHAPTER 13

An Act to amend *The Business Corporations Act*

(Assented to May 6, 1999)

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

Short title

1 This Act may be cited as *The Business Corporations Amendment Act, 1999*.

R.S.S. 1978, c.B-10 amended

2 *The Business Corporations Act* is amended in the manner set forth in this Act.

Section 42 amended

3 The following subsection is added after subsection 42(2):

“(2.1) In the case of a corporation that is not a distributing corporation, the disclosure requirement in subsection (1) does not apply to the giving of financial assistance to employees of the corporation or any of its affiliates that:

- (a) is for the purpose of enabling or assisting them to purchase or erect living accommodation for their own occupation; or
- (b) is in accordance with a plan for the purchase of shares of the corporation or any of its affiliates to be held by a trustee”.

Section 101 amended

4 The following subsection is added after subsection 101(9):

“(10) A person who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless:

- (a) he or she was present at the meeting when the election or appointment took place and he or she did not refuse to hold office as a director; or
- (b) if he or she was not present at the meeting when the election or appointment took place:
 - (i) he or she consented to hold office as a director in writing before the election or appointment or within 10 days after it; or
 - (ii) he or she has acted as a director pursuant to the election or appointment”.

Section 108 amended

5(1) Subsection 108(1) is amended by adding “ or a director’s address changes, ” after “ directors, ”.

(2) Subsection 108(1.1) is amended by adding “ or a director’s address changes, ” after “ directors, ”.

Section 126 amended

6 The following subsection is added after subsection 126(2):

“(2.1) Subject to the articles, bylaws or regulations, a shareholder may attend a meeting of shareholders by means of telephone or other communication facilities if all participants are able to communicate adequately with each other during the meeting ”.

Section 247 amended

7 Subsection 247(1) is amended by striking out the portion preceding clause (a) and substituting the following:

“ A notice or document required by this Act, the regulations, the articles or the bylaws to be sent to a shareholder or director of a corporation may be sent by a method prescribed in the regulations or by prepaid mail addressed to, or by personal delivery to: ”.

Section 249 amended

8 Section 249 is amended by striking out “ three ” and substituting “ two ”.

Section 262 amended

9 Clauses 262(2)(d) and (e) are repealed.

Section 268 amended

10(1) Subsection 268(1) is amended by striking out “ are legal ” and substituting “ is legal ”.

(2) The following subsections are added after subsection 268(1):

“(1.1) Notwithstanding subsection (1) and clause 263(c), a power of attorney is not required where the extra-provincial corporation has a director or officer who is a Saskatchewan resident.

“(1.2) Where the extra-provincial corporation mentioned in subsection (1.1) does not appoint a power of attorney:

(a) every director or officer who is a Saskatchewan resident is deemed to be the extra-provincial corporation’s attorney for the purposes mentioned in subsection (1); and

(b) service of process respecting suits, proceedings and notices mentioned in subsection (1) on one of those directors or officers is legal and binding.

“(1.3) An extra-provincial corporation mentioned in subsection (1.1) shall immediately file with the Director a duly executed power of attorney pursuant to subsection (1) where:

- (a) it ceases to have a director or officer who is a Saskatchewan resident; or
- (b) it does not wish to have its directors or officers who are Saskatchewan residents act as attorneys for the purposes of subsection (1) ”.

Section 286 amended

11 Clause 286(1)(a) is amended by adding “ or fee ” after “ document ”.

New section 299

12 Section 299 is repealed and the following substituted:

“ Offences re use of names

299(1) Subject to subsection 10(2), no person shall carry on business under a name that includes “ Limited ”, “ Limitée ”, “ Incorporated ”, “ Incorporée ” or “ Corporation ”, “ Ltd. ”, “ Ltée ”, “ Inc. ” or “ Corp. ”, whether or not the name is that of a corporation, unless:

- (a) the name is on the register;
- (b) the name is the name of a corporation that is exempted from registration pursuant to this Act; or
- (c) the name is the name of a limited partnership registered pursuant to *The Business Names Registration Act* and does not have as part of the name “ Corporation ”, “ Inc. ” or “ Corp. ”.

(2) Subject to subsection 10(2), no person shall carry on business under a name that does not include “ Limited ”, “ Limitée ”, “ Incorporated ”, “ Incorporée ” or “ Corporation ”, “ Ltd. ”, “ Ltée ”, “ Inc. ” or “ Corp. ”, if the name is the name of a corporation, unless:

- (a) the name is on the register; or
- (b) the name is the name of a corporation that is exempted from registration pursuant to this Act.

(3) No person shall carry on business under a name that does not include “ Limited ”, “ Limitée ”, “ Incorporated ”, “ Incorporée ”, “ Ltd. ” or “ Ltée ”, if the name is the name of a limited partnership, unless the limited partnership is registered pursuant to *The Business Names Registration Act*.

(4) Every person who contravenes subsection (1), (2) or (3) is guilty of an offence and liable on summary conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both ”.

Coming into force

13 This Act comes into force on proclamation.

