

Canada Corporations Act (1970, c. C-32)¹

PART II CORPORATIONS WITHOUT SHARE CAPITAL²

Application of Part

153. This Part applies to all corporations incorporated under it and to all corporations incorporated under section 7A of the Companies Act Amending Act, 1917, or to which supplementary letters patent have been issued under subsection (5) of that section and all corporations incorporated under section 8 of the Companies Act, chapter 27 of the Revised Statutes of Canada, 1927, or to which supplementary letters patent have been issued under subsection (5) of that section of that Act.

R.S., 1952, c. 53, s. 143.

Application without objects of gain

154. (1) The Minister may by letters patent under his seal of office grant a charter to any number of persons, not being fewer than three, who apply therefor, constituting the applicants and any other persons who thereafter become members of the corporation thereby created, a body corporate and politic, without share capital, for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like objects.

No power to issue paper money or for banking

(2) Nothing in this Part shall be construed to authorize the corporation to issue any note payable to the bearer thereof or any promissory note intended to be circulated as money or as the note of a bank, or to engage in the business of banking or insurance.

R.S., 1952, c. 53, s. 144; 1964-65, c. 52, s. 43; 1966-67, c. 66, s. 1.

Application to be filed

155. (1) The applicants for such letters patent, who shall be of the full age of eighteen years and have power under law to contract, shall file in the Department an application signed by each of the applicants and setting forth the following particulars:

- (a) the proposed name of the corporation;
- (b) the purposes for which its incorporation is sought;
- (c) the place within Canada where the head office of the corporation is to be situated;
- (d) the names in full and the address and calling of each of the applicants; and
- (e) the names of the applicants, not less than three, who are to be the first directors of the corporation.

By-laws to accompany application

¹ <http://laws.justice.gc.ca/en/C-1.8/index.html>

² http://laws.justice.gc.ca/en/showdoc/cs/C-1.8/bo-ga:l_II/en

(2) The application shall be accompanied by the by-laws, in duplicate, of the proposed corporation, which by-laws shall include provisions upon the following matters:

(a) conditions of membership, including societies or companies becoming members of the corporation;

(b) mode of holding meetings, provision for quorum, rights of voting and of enacting by-laws;

(c) mode of repealing or amending by-laws with special provision that the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister has been obtained;

(d) appointment and removal of directors, trustees, committees and officers, and their respective powers and remuneration;

(e) audit of accounts and appointment of auditors;

(f) whether or how members may withdraw from the corporation; and

(g) custody of the corporate seal and certifying of documents issued by the corporation.

By-laws may be embodied in letters patent

(3) The applicants may ask to have embodied in the letters patent any provision which could under this Part be contained in any by-law of the corporation.

R.S., 1970, c. C-32, s. 155; 1985, c. 26, s. 87.

Letters patent to existing corporation

156. Any existing corporation without share capital created by or under any Act of the Parliament of Canada, for any of the purposes or objects set forth in section 154, may apply for the issue of letters patent creating it a corporation under this Part, and upon the issue of such letters patent the provisions of this Part and those provisions of Part I, enumerated in section 157, apply to the corporation created thereby.

R.S., 1952, c. 53, s. 146.

Sections of Part I applicable

157. (1) The following provisions of Part I apply to corporations to which this Part applies, namely:

(a) sections 3 and 4, section 5.6, section 6, sections 9 to 12 and section 15;

(b) section 16 (except paragraph (1)(r) thereof) and subsections 20(1), (3), (4) and (5);

(c) sections 21 to 24, subsection 25(2), paragraph 25(3)(b), sections 27 to 33, section 43, sections 65 to 73, sections 93, 98, 99, 102 and 106;

(d) paragraphs 109(1)(a) to (d); and

(e) sections 111.1, 112 to 117, sections 130 to 133 and sections 138 to 152.

(2) [Repealed, R.S., 1970, c. 10(1st Supp.), s. 26]

Interpretation

(3) In construing the sections of Part I made applicable to corporations under this Part, "shareholder"
«actionnaire »

"shareholder" means a member of such corporation;
"the company" or "a company"
«la compagnie » ou
«une compagnie »

"the company" or "a company" means a corporation to which this Part applies.

R.S., 1970, c. C-32, s. 157; R.S., 1970, c. 10(1st Supp.), s. 26.

Sections of Canada Business Corporations Act applicable

*157.1 (1) Sections 222 to 227 [229 to 234], 229 to 233 [236 to 240] and 235 [242] of the Canada Business Corporations Act apply, with such modifications as the circumstances require, in respect of corporations to which this Part applies.

Interpretation

(2) In construing the sections of the Canada Business Corporations Act made applicable to corporations under this Part, "security holder", or "registered holder or beneficial owner" in relation to a security, means a member of a corporation to which this Part applies.

Powers of Director

(3) A Director or Deputy Director appointed under section 253 [260] of the Canada Business Corporations Act may, for the purpose of giving effect to this section with respect to the application of sections 222 to 227 [229 to 234], 229 to 233 [236 to 240] and 235 [242] of that Act, exercise the powers and perform the functions and duties of the Director under those sections.

* [Note: The Canada Business Corporations Act was renumbered by the 1985 statute revision. By virtue of section 5 of the Revised Statutes of Canada, 1985 Act, the references to that Act in this section are deemed to be references to the sections set out in brackets. The references will be formally changed in a future amendment.]

1986, c. 26, s. 54.

PART III

SPECIAL ACT CORPORATIONS

Annual meetings and reports

158. Sections 102, 133 and 150 apply to any corporation without share capital incorporated by Special Act of the Parliament of Canada for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like objects.

1964-65, c. 52, s. 46; 1966-67, c. 66, s. 3.

Bringing corporations under Part II

159. (1) A corporation referred to in section 158 may apply for letters patent under Part II if at the time of its application the corporation is carrying on its affairs, and the Minister may issue letters patent continuing it as a corporation under Part II and thereafter Part II applies to the corporation as if it had been incorporated there under.

Change of powers, etc.

(2) Where a corporation applies for letters patent under this section, the Minister may, by the letters patent, limit or extend the powers of the corporation, name its directors and change its corporate name, if the applicants so desire.

Application of sections 9 and 10

(3) Sections 9 and 10 apply in respect of the issue of letters patent authorized under this section.

1966-67, c. 66, s. 3.