



BILL NO. 197

Government Bill

*2nd Session, 63rd General Assembly
Nova Scotia
68 Elizabeth II, 2019*

**An Act to Amend Chapter 81
of the Revised Statutes, 1989,
the Companies Act,
Chapter 98 of the Revised Statutes, 1989,
the Co-operative Associations Act,
and Chapter 101 of the Revised Statutes, 1989,
the Corporations Registration Act**

CHAPTER 27
ACTS OF 2019

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
OCTOBER 30, 2019**

The Honourable Patricia Arab
Minister of Service Nova Scotia and Internal Services

*Halifax, Nova Scotia
Printed by Authority of the Speaker of the House of Assembly*

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**An Act to Amend Chapter 81
of the Revised Statutes, 1989,
the Companies Act,
Chapter 98 of the Revised Statutes, 1989,
the Co-operative Associations Act,
and Chapter 101 of the Revised Statutes, 1989,
the Corporations Registration Act**

Be it enacted by the Governor and Assembly as follows:

COMPANIES ACT

1 Clause 2(1)(a) of Chapter 81 of the Revised Statutes, 1989, the *Companies Act*, is amended by

(a) adding “made pursuant to this Act respecting the management of a company limited by shares or” immediately after “regulations” in the fourth line; and

(b) striking out “, in Table A in the First Schedule to Chapter 42 of the Revised Statutes, 1967, or in Table A in the First Schedule to this Act” in the eleventh to fourteenth lines and substituting “or in Table A in the First Schedule to Chapter 42 of the Revised Statutes, 1967”.

2 Subsection 5(1) of Chapter 81, as amended by Chapter 5 of the Acts of 2002, is further amended by striking out “Tables B and C in the First Schedule” in the second and third lines and substituting “the regulations made pursuant”.

3 (1) Subsection 8(1) of Chapter 81 is amended by striking out “Second Schedule” in the first line and substituting “regulations made pursuant”.

(2) Subsection 8(2) of Chapter 81 is amended by

(a) striking out “First Schedule” in the second and third lines and substituting “regulations made pursuant”; and

(b) striking out “, and may alter or add to the forms in the Second Schedule to this Act”.

(3) Subsection 8(3) of Chapter 81 is repealed and the following subsection substituted:

(3) No alterations or repeals made by the Governor in Council to the tables and forms contained in the regulations made pursuant to this Act affect any company registered before the alteration or repeal comes into force.

4 Subsection 19(7) of Chapter 81, as enacted by Chapter 34 of the Acts of 2007, is amended by striking out “under the Registrar’s hand” in the tenth line.

5 Subsection 20(2) of Chapter 81 is amended by striking out “Table A in the First Schedule to this Act” in the second and third lines and substituting “the regulations made pursuant to this Act respecting the management of a company limited by shares”.

6 Section 21 of Chapter 81 is amended by striking out “in Table A in the First Schedule to this Act” in the fourth and fifth lines and substituting “made pursuant to this Act respecting the management of a company limited by shares”.

7 Subsection 26(1) of Chapter 81 is amended by striking out “under his hand” in the second line.

8 Clause 42(1)(a) of Chapter 81 is amended by striking out “, and the occupations, if any,” in the first and second lines.

9 Subsection 61(4) of Chapter 81, as amended by Chapter 34 of the Acts of 2007, is further amended by striking out “under his hand” in the first line.

10 Subsection 80(10) of Chapter 81 is amended by striking out “or in the Schedules to this Act,” in the third line and substituting “in the Schedules to this Act or the regulations made pursuant to this Act,”.

11 Clause 85(a) of Chapter 81 is amended by

(a) adding “a” immediately after “in” the first time it appears in the third line; and

(b) striking out “Table A in the First Schedule to this Act” in the fourth line and substituting “the regulations made pursuant to this Act respecting the management of a company limited by shares”.

12 Subsections 89(4) and (5) of Chapter 81 are repealed.

13 Chapter 81 is further amended by adding immediately after Section 90 the following heading and Sections:

REGISTERS AND RECORDS

90A A register or record that is required by this Act to be prepared and maintained by a company may be

(a) stored in a bound or loose-leaf format or in a photographic film format; or

(b) entered or recorded in a system of mechanical or electronic data processing or an information storage device that is capable of reproducing information in an intelligible written format within a reasonable time.

90B A company and its directors, officers and agents shall take reasonable precautions to preserve and maintain the company’s registers and records by preventing their loss or destruction, preventing false entries and facilitating the detection and correction of inaccuracies.

90C Where a person entitled to examine a register or record that is maintained by a company in a format other than a written format makes a request to examine the register or record, the company shall

(a) make available to the person, within a reasonable time, a reproduction of the text of the register or record in an intelligible written format; or

(b) provide facilities to allow the person to examine and make copies of the text of the register or record in an intelligible written format within seven days of the company having received the request to examine the register or record.

90D A company may charge one dollar for every page or part of a page of a register or record that is copied pursuant to Section 90C.

14 Clause 111(1)(a) of Chapter 81 is amended by striking out “and the occupations, if any,” in the first and second lines.

15 (1) Subsection 134(16) of Chapter 81, as amended by Chapter 34 of the Acts of 2007, is further amended by striking out “Table A in the First Schedule to this Act” in the fifth line and substituting “the regulations made pursuant to this Act respecting the management of a company limited by shares”.

(2) Subsection 134(17) of Chapter 81, as amended by Chapter 34 of the Acts of 2007, is further amended by striking out “Table A in the First Schedule to this Act” in the fourth line and substituting “the regulations made pursuant to this Act respecting the management of a company limited by shares”.

16 Clause 142(c) of Chapter 81 is amended by striking out “names, addresses and occupations” in the first and second lines and substituting “names and addresses”.

17 Subclause 148(b)(i) of Chapter 81 is amended by striking out “in Table A in the First Schedule to this Act” in the first and second lines and substituting “made pursuant to this Act respecting the management of a company limited by shares”.

18 The First Schedule of Chapter 81 is repealed.

19 The Second Schedule of Chapter 81 is repealed.

CO-OPERATIVE ASSOCIATIONS ACT

20 Subsection 14(1) of Chapter 98 of the Revised Statutes, 1989, the *Co-operative Associations Act*, is amended by striking out “under his hand” in the second line.

21 Section 16 of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by

(a) striking out “an” in the second line of clause (c) and substituting “a”;

(b) striking out “an” in the second line of clause (d) and substituting “a”;

- (c) striking out “an” in the first line of clause (h) and substituting “a”;
- (d) striking out “an” in the first line of clause (i) and substituting “a”; and
- (e) striking out “an” in the first line of clause (w) and substituting “a”.

22 (1) Subsection 18(1) of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by striking out “an” in the first line and substituting “a”.

(2) Subsection 18(2) of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by striking out “an” in the first line and substituting “a”.

23 Subsection 28(1) of Chapter 98 is amended by striking out “under his hand” in the second and in the seventh lines.

24 Subsection 32(3) of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by striking out “An” in the first line and substituting “A”.

25 Chapter 98 is further amended by adding immediately after Section 32 the following heading and Sections:

REGISTERS AND RECORDS

32A A register or record that is required by this Act to be prepared and maintained by an association may be

- (a) stored in a bound or loose-leaf format or in a photographic film format; or
- (b) entered or recorded in a system of mechanical or electronic data processing or an information storage device that is capable of reproducing information in an intelligible written format within a reasonable time.

32B Where a person entitled to examine a register or record that is maintained by an association in a format other than a written format makes a request to examine the register or record, the association shall

- (a) make available to that person, within a reasonable time, a reproduction of the text of the register or record in an intelligible written format; or
- (b) provide facilities to allow that person to examine the text of the register or record in an intelligible written format and allow the person to make copies of the register or record.

32C An association and its officers, agents and servants shall take reasonable precautions to preserve and maintain the association’s registers and records by preventing their loss or destruction, preventing false entries and facilitating the detection and correction of inaccuracies.

26 Section 33 of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by adding immediately after subsection (10) the following subsections:

(11) A resolution in writing, signed by all the directors of an association who are entitled to vote on that resolution at a meeting of the directors or a committee of the directors is as valid as if it had been passed at a meeting of the directors or a committee of the directors and is effective from the day specified in the resolution.

(12) Subject to the by-laws, a director may attend a meeting of the directors or a committee of the directors by means of a telephonic, electronic or other communication device that allows all persons participating in the meeting to communicate adequately with each other during the meeting.

(13) A director participating in a meeting through a device referred to in subsection (12) is considered to be present at the meeting.

27 Subsection 43(4) of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by striking out “an” in the fifth line and substituting “a”.

28 Subsection 44(11) of Chapter 98, as amended by Chapter 41 of the Acts of 2001, is further amended by striking out “an” the second time it appears in the first line and substituting “a”.

CORPORATIONS REGISTRATION ACT

29 Subsection 5(2) of Chapter 101 of the Revised Statutes, 1989, the *Corporations Registration Act*, is amended by striking out “under the hand of” in the third line and substituting “certified by”.

30 Subsection 11(1) of Chapter 101 is amended by

(a) striking out “names, addresses and occupations” in the first line of clause (a) and substituting “names and addresses”; and

(b) striking out “names, addresses and occupations” in the first line of clause (h) and substituting “names and addresses”.

EFFECTIVE DATE

31 Section 19 comes into force on such day as the Governor in Council orders and declares by proclamation.
