

Corporations Registration Act

CHAPTER 101 OF THE REVISED STATUTES, 1989

as amended by

1993, c. 18, 1996, c. 23, s. 7; 2002, c. 5, ss. 6, 7;
2004, c. 3, ss. 4, 5; 2007, c. 9, ss. 5, 6; 2008, c. 2, s. 2; 2009, c. 5, s. 3;
2011, c. 8, s. 3; 2013, c. 3, s. 5; 2015, c. 6, s. 5; 2018, c. 32;
2019, c. 4, ss. 15-21; 2019, c. 27, ss. 29, 30



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 2019, c. 4, ss. 15-21; 2019, c. 27, ss. 29, 30

**An Act Respecting
 the Registration of Corporations**

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Short title

1 This Act may be cited as the *Corporations Registration Act*. R.S., c. 101, s. 1.

Interpretation

2 In this Act,

(a) “bank” means a corporation incorporated for the purposes of doing a banking business or the business of a savings bank;

(b) “carry on business” means the transaction of any of the ordinary business of a corporation, whether by means of an employee or an agent and whether or not the corporation has a resident agent or representative or a warehouse, office or place of business in the Province;

(c) “corporation” means a body corporate that is a Nova Scotia corporation, a federal corporation, an extra-provincial corporation or a foreign corporation;

(d) “extra-provincial corporation” means a body corporate that is incorporated under the authority of an Act of a province of Canada other than the Province and has gain for its purpose or object;

(e) “federal corporation” means a body corporate that is incorporated by or under the authority of an Act of the Parliament of Canada and has gain for its purpose or object;

(f) “finance company” includes a corporation whose main or chief business is buying or selling and dealing in mortgages, conditional sales agreements, lien notes, bills or other similar obligations or property, or advancing or lending money and taking as security for the repayment thereof a mortgage of chattels;

(g) “foreign corporation” means a body corporate that is incorporated otherwise than by or under the authority of an Act of the Parliament of Canada or under the authority of an Act of a province of Canada and has gain for its purpose or object;

(h) “holding corporation” includes any corporation as hereinbefore defined which is formed for the purpose of acquiring and holding all the shares or a controlling interest therein of other companies, which actually does acquire or hold all such shares or a controlling interest therein and which does not otherwise engage in any trade or business;

(i) “loan company” means every corporation not being a chartered bank which carries on business for the purpose, solely or among other purposes, of lending money on real estate, or investing money in real estate securities, or lending on or investing in mortgages of personal property;

(ia) “Nova Scotia corporation” means a body corporate that is incorporated by or under the authority of an Act of the Legislature and has gain for its purpose or object;

(j) “Registrar” means the Registrar of Joint Stock Companies and includes the Deputy Registrar of Joint Stock Companies;

(k) “trust company” means a corporation authorized to

(i) act as executor, administrator, trustee, liquidator, receiver, assignee, guardian or committee,

(ii) receive on deposit deeds, wills or other valuable papers or securities for money or jewellery, plate or other personal property and guarantee the safekeeping of the same,

(iii) act as attorney or agent for the transaction of any business or class of business or the collection of money or the management of property of any kind,

(iv) act as agent for the purpose of issuing or countersigning certificates of stock, bonds or other obligations of any company or municipal or school corporation and receive, invest and manage any sinking fund therefor, or

(v) guarantee any investment made by it as agent or otherwise. R.S., c. 101, s. 2; 2019, c. 4, s. 15.

Application of Act

3 (1) This Act applies to corporations generally.

(2) Notwithstanding subsection (1), this Act does not apply to a corporation that is incorporated and registered pursuant to the laws of another province of Canada designated by the Governor in Council.

(3) The Governor in Council may designate a province of Canada for the purpose of subsection (2) where that province provides the same exemption from registration to a corporation incorporated pursuant to the *Companies Act* and registered pursuant to this Act as provided by subsection (2).

(4) The exercise by the Governor in Council of the authority contained in subsection (3) shall be regulations within the meaning of the *Regulations Act*. R.S., c. 101, s. 3; 1993, c. 18, s. 1; 1996, c. 23, s. 7.

Certificate

4 Any corporation, whether incorporated before or on the first day of October, 1912, or at any time thereafter, may have a certificate, in this Act called a “certificate of registration”, issued to it by the Registrar as hereinafter provided. R.S., c. 101, s. 4.

Issue of certificate

5 (1) The Registrar shall, unless otherwise provided in this Act, issue a certificate of registration to

(a) any federal corporation, any extra-provincial corporation and any foreign corporation that files with the Registrar a statement as required by Section 8; and

(b) any Nova Scotia corporation that applies for the issue of a certificate of registration.

(2) The certificate of registration shall state that the corporation is registered under this Act and shall be certified by the Registrar.

(3) Subject to subsection (4), there shall be paid to the Registrar, for the certificate of registration, a fee, the amount of which shall be the same as that hereinafter provided in respect to annual registration fees.

(3A) Subject to subsection (4), the fee to be paid to the Registrar for the certificate of registration shall be the pro-rated portion of the fee incurred from the month of registration until the next anniversary month of incorporation based on the annual fees set out in Section 12.

(4) Notwithstanding subsection 5(3), no fee for a certificate of registration issued after the coming into force of this Section is payable by

- (a) a Nova Scotia corporation upon incorporation;
- (b) a corporation issued a certificate of amalgamation under the *Companies Act* upon amalgamation; or
- (c) a corporation issued a certificate of continuance under the *Companies Act* upon continuance.

(5) Every company holding a certificate of incorporation under the *Companies Act* shall hold a certificate of registration under this Act. R.S., c. 101, s. 5; 2002, c. 5, s. 6; 2004, c. 3, s. 4; 2007, c. 9, s. 5; 2018, c. 32, s. 1; 2019, c. 4, s. 16; 2019, c. 27, s. 29.

Identical name prohibited

6 Notwithstanding that a federal corporation, an extra-provincial corporation or a foreign corporation has been issued a certificate of registration pursuant to Section 5, the corporation shall not carry on business under a name identical with that of

- (a) any other subsisting corporation which has a certificate of registration issued pursuant to Section 5;
- (b) any subsisting partnership within the meaning of the *Partnerships and Business Names Registration Act* which has a certificate of registration issued pursuant to that Act; or
- (c) an individual,

or so nearly resembling the same as to be calculated to deceive, except in a case in which such corporation, partnership or individual testifies its or his consent in such manner as the Registrar requires. R.S., c. 101, s. 6; 2019, c. 4, s. 17.

Revocation of certificate

7 (1) If a corporation holding a certificate of registration fails to comply with any of the requirements of this Act, or if it requests that its certificate of registration be revoked, the Registrar may revoke its certificate of registration and shall then cause notice of such revocation to be published in the Royal Gazette.

(2) Where a certificate of registration is so revoked the Registrar may withhold the issue of another certificate of registration in respect to such corporation until it complies with all or any of the requirements of this Act in respect to which it is in default, and until it pays to the Registrar for such certificate of registration, a fee, the amount of which shall be the same as that hereinafter provided in respect to annual registration fees. R.S., c. 101, s. 7.

Statement to be filed with Registrar

8 Every federal corporation, every extra-provincial corporation and every foreign corporation shall, before a certificate of registration is issued to it, file

with the Registrar a statement verified under oath by one of its principal officers showing

- (a) its corporate name;
- (b) when, where and under what special or general Act it was incorporated;
- (c) where its head office is situated;
- (d) the kind of business intended to be carried on in the Province or, in the case of a federal corporation, when it commenced business in the Province;
- (e) the names of its directors and officers. R.S., c. 101, s. 8; 2019, c. 4, s. 18.

Recognized agent

9 (1) Every corporation holding a certificate of registration shall appoint and have a recognized agent resident within the Province, service upon whom of any order, summons, process, notice or other document shall be deemed to be sufficient service upon the corporation, and if any corporation fails to appoint and have such agent it shall be liable to a penalty not exceeding one hundred dollars.

(2) A statement showing the name and address of such agent and from time to time a statement showing any change of such agent or his address, shall be filed with the Registrar, and until such statement is so filed a corporation shall be deemed not to have complied with the provision of this Section with respect to appointing and having such agent.

(3) If a corporation has no such agent or the agent cannot be found or is absent, any order, summons, process, notice or other document may be served on any officer or on any employee of the corporation or, in case there is no such officer or employee or he cannot be found or is absent, may be posted in a conspicuous place on any land or building owned or occupied by the corporation and such service or posting shall be deemed to be sufficient service upon the corporation. R.S., c. 101, s. 9.

Annual statement

10 (1) Every corporation holding a certificate of registration shall, annually in the month during which the anniversary of the incorporation of the corporation occurs, file with the Registrar a statement showing the name of its recognized agent in the Province, the names of its directors and of its officers and such other information as the Registrar requires.

(2) Instead of filing the statement required by subsection (1), a federal corporation, extra-provincial corporation or foreign corporation may file with the Registrar a copy of the annual statement or similar document required to be filed in the jurisdiction in which the corporation is incorporated if such statement or document includes all of the information required to be included in a statement filed pursuant to subsection (1).

(3) The statement required by subsection (1) or (2) shall be signed by the recognized agent of the corporation resident within the Province or, with the consent in writing of the Registrar, by the secretary-treasurer or other officer of the corporation on having knowledge of the facts. R.S., c. 101, s. 10; 2019, c. 4, s. 19.

Statement filed at request of Registrar

11 (1) Every corporation holding a certificate of registration shall file a statement with the Registrar, whenever a written request shall be by him made therefor, showing

- (a) the names and addresses of all persons who are shareholders of the corporation and the number of shares held by each of them;
- (b) the amount of the capital of the corporation and the number of shares into which it is divided;
- (c) the number of shares taken from the commencement of the corporation up to the date of the statement;
- (d) the amount of calls made on each share;
- (e) the total amount of calls received;
- (f) the total amount of calls unpaid;
- (g) the total number of shares forfeited;
- (h) the names and addresses of the persons who have ceased to be shareholders within twelve months next preceding the date of such statement, and the number of shares held by each of them; and
- (i) such other information as the Registrar requires.

(2) The statement shall be verified under oath by one of the principal officers of the corporation and shall be filed as aforesaid within one month from the date of such written request. R.S., c. 101, s. 11; 2019, c. 27, s. 30.

Fees

12 (1) Every corporation holding a certificate of registration shall, annually in the month during which the anniversary of the incorporation of the corporation occurs, pay to the Registrar a fee, in this Act called an “annual registration fee” as set out in this Section.

(1A) Every unlimited company holding a certificate of registration under the *Companies Act* shall, annually in the month during which the anniversary of the incorporation of the unlimited company occurs, pay to the Registrar the annual registration tax set out in this Section.

(2) In the case of a corporation limited by guarantee under the *Companies Act*, the amount of the fee shall be thirty-seven dollars and forty cents or such lesser amount as may be determined by the Governor in Council.

(2A) In the case of a Nova Scotia corporation, the amount of the fee shall be one hundred and eighteen dollars and thirty-five cents.

(2B) In the case of an extra-provincial corporation, the amount of the fee shall be nil.

(2BA) In the case of a federal corporation, the amount of the fee shall be two hundred and seventy-four dollars and ten cents.

(2BB) In the case of a foreign corporation, the amount of the fee shall be two hundred and seventy-four dollars and ten cents.

(2C) In the case of a corporation carrying on the business of insurance, the amount of the fee shall be three hundred and thirty-six dollars and forty cents.

(3) In the case of a mutual or other corporation, other than a corporation to which subsection (2) or (3A) applies, having no specified nominal capital the amount of the fee shall be determined by the Governor in Council.

(3A) An unlimited company incorporated under the *Companies Act* shall pay an annual registration tax in the amount of one thousand one hundred and forty-four dollars and ninety cents and that tax is in substitution for the annual registration fee contained in subsection (2A).

(4) Where any corporation other than an extra-provincial corporation defaults in paying any annual registration fee or the annual registration tax referred to in subsection (3A), that is due and payable by it as aforesaid, such corporation shall be liable to a penalty of double the amount of the annual registration fee or registration tax, as the case may be.

(5) Where an extra-provincial corporation defaults in filing an annual statement referred to in Section 10 that is due by it as aforesaid, such corporation shall be liable to a penalty in an amount equal to the annual registration fee payable by a federal corporation under subsection (2BA).

(6) This Section shall not apply to any corporation that is incorporated under the *Cemetery Companies Act* or the *Rural Telephone Act* or to any corporation to which the *Co-operative Associations Act* applies.

(7) Notwithstanding subsection (2C) or any other provision of this Act, the Governor in Council may, with respect to corporations now or hereafter carrying on the business of insurance in the Province under the *Insurance Act*, fix and determine the amount of the annual registration fee to be payable by corporations carrying on

- (a) the business of life insurance;
- (b) the business of fire insurance; or
- (c) insurance business other than life or fire,

provided, however, that no corporation carrying on one or more of the aforesaid businesses of insurance shall pay an annual registration fee in excess of three hundred and thirty-six dollars and forty cents.

(8) Notwithstanding any other provision of this Act, the annual registration fee to be payable by a corporation that is a bank, finance company, loan company or trust company shall be five hundred and thirty-five dollars and seventy-five cents provided that the Governor in Council may reduce the annual registration fee payable under this subsection to such sum as he may think just, having regard to the nature and importance of business of the corporation in the Province.

(9) The Governor in Council may reduce the annual fee payable under this Section by a mining, oil or prospecting company engaged solely in prospecting for minerals or oils while such company is so engaged. R.S., c. 101, s. 12; 2002, c. 5, s. 7; 2004, c. 3, s. 5; 2007, c. 9, s. 6; 2008, c. 2, s. 2; 2009, c. 5, s. 3; 2011, c. 8, s. 3; 2013, c. 3, s. 5; 2015, c. 6, s. 5; 2019, c. 4, s. 20.

Penalty for not holding certificate

13 (1) If any corporation, whether incorporated before or on the first day of October, 1912, or at any time thereafter, does or carries on in the Province any part of its business while it does not hold a certificate of registration that is in force, such corporation shall be liable to a penalty of fifty dollars for every day on which it so does or carries on any part of its business, and every director, manager, secretary, agent, traveller or salesman of the corporation, who, with notice that the corporation does not hold a certificate of registration that is in force, transacts in the Province any part of the business of the corporation, shall, for every day on which he so transacts the same, be liable to a penalty of fifty dollars.

(2) This Section shall not apply to a federal corporation until the expiration of one month after its commencing to carry on business in the Province. R.S., c. 101, s. 13; 2019, c. 4, s. 21.

Burden of proof

14 The onus of proving that a corporation has not carried on or is not carrying on business in the Province within the meaning of this Act and has not gain for its purpose or object and holds a certificate of registration that is in force shall, in any prosecution or other proceedings for an offence against this Act, be upon the defendant. R.S., c. 101, s. 14.

Inspection of books

15 The books and accounts of every corporation holding a certificate of registration shall at all times be open to the inspection of the Registrar or of such person as he appoints to inspect the same. R.S., c. 101, s. 15.

Fees part of general revenue

16 All fees paid to the Registrar in pursuance of this Act shall form part of the general revenue of the Province. R.S., c. 101, s. 16.

Restriction on bringing court action

17 (1) Unless and until a corporation holds a certificate of registration that is in force, it shall not be capable of bringing or maintaining any action, suit or other proceeding in any court in the Province in respect to any contract made in whole or in part in the Province in connection with any part of its business done or carried on in the Province while it did not hold a certificate of registration that was in force, provided, however, that this Section shall not apply to any company incorporated by or under the authority of an Act of the Parliament of Canada or by or under the authority of an Act of the Legislature.

(2) An assignment of a debt or any chose in action by a corporation not holding a certificate of registration that is in force to an individual or a corporation holding a certificate of registration that is in force shall not enable the assignee or anyone claiming through or under the assignee to bring or maintain any such action, suit or proceeding in any court in the Province based on the subject of the assignment. R.S., c. 101, s. 17.
