

## CHAPTER 362

## Societies Act

Title.           **1.** This Act may be cited as the *Societies Act*. R.S. 1948, c. 311, s. 1.

*Interpretation*

Interpre-  
tation.

- 2.** In this Act, unless the context otherwise requires,
- “by-law” means the by-laws prescribing regulations for a society;
  - “constitution” means the constitution established for a society under the provisions of this Act; and in applying the word to a society subject to the Act repealed by this Act it means the declaration for incorporation of that society, or other similar document;
  - “declaration” means the declaration for incorporation of a society incorporated under the Act repealed by this Act, and includes the declaration for incorporation and any other similar document of a society or association to which section 59 applies;
  - “director” includes trustee, officer, member of an executive committee, and any person occupying such position by whatever name called;
  - “document” includes notice, order, summons, and other legal process and registers;
  - “extraordinary resolution” means a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given, such majority being either three-fourths or two-thirds, according as the by-laws provide, and in the absence of such provision a majority of three-fourths;
  - “Registrar” means the Registrar of Companies or other duly authorized person performing his duties;
  - “society” means a society incorporated under this Act, and includes a society to which section 59 applies;
  - “subscription” includes fee, due, assessment, or other like sum payable by a member under the by-laws of a society. R.S. 1948, c. 311, s. 2.

*Incorporation*

Objects  
for which  
a society  
may be in-  
corporated.

- 3.** (1) A society may be incorporated under this Act to promote any object mentioned in subsection (2) or any object of a national, patriotic, religious, philanthropic, charitable, provident, scientific, artistic, educational, social, professional, agricultural, or sporting character or any useful object, but not for the purpose of carrying on any trade, industry, or business.

(2) A society may, if the object is included in its constitution, provide for the payment of benefits or the rendering of services to its members and their beneficiaries and dependents in the event of death, accident, sickness, disability, or misfortune, or by way of pensions or annuities; but shall not provide for benefits or compensation for loss of or damage to property, and, unless it is licensed under the *Insurance Act*, it shall not provide for payment of more than four hundred dollars in the event of death.

(3) A society shall not have any object within the scope of subsection (2) without the written approval of the Superintendent of Insurance. The Superintendent shall not give approval unless he is satisfied that the subscribers and directors are residents of the Province and fit to establish and operate the society and that its by-laws are fair and its plan is reasonable.

(4) A society required to be licensed under the *Insurance Act* shall not commence or carry on any operations within the scope of subsection (2) unless it holds a subsisting licence under that Act.

(5) A society that has any object referred to in subsection (2) and that is not licensed under the *Insurance Act* shall upon request of the Superintendent of Insurance forthwith furnish him with such information as he requires in regard to its operations.

(6) A society incorporated under the Act repealed by this Act does not have any power referred to in subsection (2) unless that power is set forth in its declaration for incorporation.

(7) A society shall not be incorporated having as an object the operation of a boarding home, orphanage, or other institution for children, or the supplying of any other form of care for children, living apart from their parents or guardians, without the written approval of the Superintendent of Child Welfare.

(8) A society shall not be incorporated having as an object the ownership, management, or operation of a hospital without the written approval of the Minister of Social Welfare. R.S. 1948, c. 311, s. 3; 1951, c. 74, s. 2.

Degrees and  
diplomas.

4. No society shall have power to grant or confer any degree or diploma of literary, technical, or scientific standing. R.S. 1948, c. 311, s. 4.

Liability of  
members.

5. No member of a society shall, in his individual capacity, be liable for any debt or liability of the society. R.S. 1948, c. 311, s. 5.

No share  
capital or  
dividends  
and interest  
not trans-  
ferable.

6. No society shall have a capital divided into shares or declare any dividend or distribute its property among the members during the existence of the society, and the interest of a member in a society shall not be transferable. R.S. 1948, c. 311, s. 6.

Procedure  
for incorpo-  
ration.

7. (1) Any five or more persons proposing to incorporate a society shall make and subscribe, in duplicate, according to the form in Sched-

ule A, the constitution and by-laws of the society, and shall transmit the same with the proper fees to the Registrar, together with a list of the persons appointed by the subscribers to act as the first directors of the society, stating their full names, addresses, and occupations, and the period for which they will so act; a notice setting forth the address of the society; and, if the Registrar requires it, the consent of an existing society to the incorporation.

(2) If the objects of the society do not appear to the Registrar to be within the scope of this Act or to be sufficiently set forth, he may require that the objects be altered accordingly, but, subject to subsection (3) of section 3, if the constitution and by-laws appear to the Registrar to comply with this Act, he shall issue under his seal of office a certificate showing that the society is incorporated and stating the locality in which its operations will be chiefly carried on; but incorporation may after investigation be refused by the Registrar, but an appeal may be taken from his refusal to the Lieutenant-Governor in Council; and, in the case of a society whose objects include that of operating a social club, the Registrar shall not issue a certificate unless the written consent of the Attorney-General to incorporation is filed with the Registrar.

(3) Upon incorporation the Registrar shall retain and register one copy of the constitution and by-laws and return the other copy to the applicants, certified as having been registered by him, and shall forthwith at the cost of the applicants publish the certificate with a statement of the objects of the society in four successive regular issues of the Gazette.

(4) A certificate of incorporation given by the Registrar in respect of a society is conclusive evidence that the requirements of this Act in respect of incorporation have been complied with, and that the society is duly incorporated according to the provisions of this Act. R.S. 1948, c. 311, s. 7.

Effect of incorporation.

8. From the date of the certificate of incorporation the subscribers to the constitution and by-laws, and such other persons as may from time to time become members of the society, are a body politic and corporate by the name therein described, having perpetual succession and the right to a common seal, with such powers as its constitution entitles it to, subject to the provisions of this Act. R.S. 1948, c. 311, s. 8.

#### *Powers*

Power to sue and contract.

9. (1) A society may sue and be sued, contract and be contracted with, in its corporate name.

(2) A society may adopt a common seal and alter or change the same at its pleasure, but shall in all cases have its name engraved in legible characters on its common seal. R.S. 1948, c. 311, s. 9.

Acquisition and disposal of property.

10. A society may acquire and take by purchase, donation, devise, or otherwise land and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop the same, and may erect and maintain any necessary buildings. R.S. 1948, c. 311, s. 10.

Investment  
of society's  
funds.

**11.** (1) The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its by-laws.

(2) A society which has and exercises any of the powers within the scope of subsection (2) of section 3 shall invest its funds only in securities in which trustees are for the time being authorized by law to invest.

(3) Any other society may invest its funds in such securities as are authorized by its constitution; but if no such investment is authorized, the society shall invest its funds only in securities in which trustees are for the time being authorized by law to invest. R.S. 1948, c. 311, s. 11; 1954, c. 40, s. 2.

Borrowing  
powers

**12.** For the purpose of carrying out its objects, a society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but none of these powers shall be exercised except in accordance with the provisions of the by-laws of the society, and debentures shall not be issued without the sanction of an extraordinary resolution of the society. R.S. 1948, c. 311, s. 12.

Negotiable  
instruments.

**13.** For the purpose of carrying out its objects, a society may, subject to its by-laws, draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments. R.S. 1948, c. 311, s. 13.

Membership  
in other  
societies.

**14.** A society may, if authorized so to do by an extraordinary resolution, subscribe to, become a member of, and co-operate with any other society or association, whether incorporated or not, whose objects are in whole or part similar to its own objects. R.S. 1948, c. 311, s. 14.

Changes in  
constitution.

**15.** (1) A society, by extraordinary resolution, may, subject to subsection (2), change its name or its objects so as to include some object or objects that may conveniently or advantageously be combined with the existing objects of the society, or so as to restrict or abandon any object specified in the constitution or the locality in which its operations are chiefly carried on.

(2) No resolution pursuant to subsection (1) shall take effect unless it is approved by the Registrar, and the Registrar shall not give his approval unless,

- (a) in the case of a society either within, or that will by virtue of the resolution be brought within, the scope of subsection (2) of section 3, the resolution has been filed with and approved in writing by the Superintendent of Insurance;
- (b) in the case of a resolution for a change of the locality in which its operations will be chiefly carried on by a society whose objects include, or that by virtue of the resolution will include, that of operating a social club, the resolution has been consented to in writing by the Attorney-General;
- (c) in the case of a society either within or that will by virtue of the resolution be brought within the scope of subsection (8) of

section 3, the resolution has been filed with and approved by the Minister of Social Welfare.

(3) When the Registrar has given his approval to the resolution he shall issue a certificate under his seal of office setting forth particulars of the change.

(4) A notice of any alteration under this section shall, if the Registrar thinks it advisable, be published in the Gazette by the Registrar at the cost of the society.

(5) Where a society is in default in respect of any requirement of this Act the Registrar may refuse to issue any certificate under this section.

(6) Any certificate issued by the Registrar under this section is conclusive evidence that the requirements of this section have been complied with. R.S. 1948, c. 311, s. 15; 1951, c. 74, s. 3.

Effect of  
change  
of name.

**16.** A change of name shall not affect any rights or obligations of the society, or render defective any legal proceedings by or against the society, and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name. R.S. 1948, c. 311, s. 16.

Unalterable  
provisions of  
constitution.

**17.** Where the constitution of a society contains any provision other than the statement of its name, objects, and locality of operations, that provision is unalterable and the constitution shall so state. R.S. 1948, c. 311, s. 17.

Other altera-  
tions of  
constitution  
of certain  
societies.

**18.** A society to which section 59 applies has power, in addition to the powers conferred by section 15, to alter or rescind, by extraordinary resolution, any provision of its declaration. R.S. 1948, c. 311, s. 18.

Branch  
societies.

**19.** (1) A society may, if authorized by its by-laws, establish and maintain one or more branch societies which shall have such powers, not exceeding the powers of the society, as the society may from time to time confer.

(2) Where a society establishes a branch society, it shall forthwith send to the Registrar a notice setting forth the date on which the branch society was authorized, its title, locality, and powers, and such other information as the Registrar may require, and shall likewise notify the Registrar when any branch ceases to exist.

(3) Subsection (1) does not apply to a society whose objects include that of operating a social club. R.S. 1948, c. 311, s. 19.

Incorporation  
and  
powers of  
branch  
societies.

**20.** (1) Where a branch of an incorporated or unincorporated society desires to be incorporated under this Act, it shall, in addition to any other requirement of this Act, file with the Registrar a certificate under the seal (if any) of that society consenting to such incorporation, and shall comply with any term or condition mentioned in the certificate.

(2) No branch society so incorporated may exercise any power conferred on a society under this Act, if the exercise of such power is pro-

hibited by or in conflict with the constitution or by-laws of the society to which it belongs or any term or condition of the certificate filed under the preceding subsection, without first obtaining the written consent of that society.

(3) If the certificate filed under subsection (1) so provides, the constitution and by-laws of the branch society shall be deemed to include the constitution and by-laws of the society giving the certificate, or the portion thereof mentioned in the certificate, but in no case shall the powers of a branch society exceed the powers permitted to a society by this Act. R.S. 1948, c. 311, s. 20.

**Contracts.**

**21.** (1) Contracts on behalf of a society may be made as follows:—

- (a) Any contract that, if made between private persons, would be by law required to be in writing and under seal may be made on behalf of the society in writing under the common seal of the society, and may in the same manner be varied or discharged:
- (b) Any contract that, if made between private persons, would be by law required to be in writing, signed by the persons to be charged therewith, may be made on behalf of the society in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged:
- (c) Any contract that, if made between private persons, would by law be valid although made by parol only, and not reduced into writing, may be made by parol on behalf of the society by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

(2) All contracts made, varied, or discharged according to this section shall so far as concerns the form thereof be effectual in law and binding on the society and all other parties thereto.

(3) A bill of exchange or promissory note shall be deemed to have been made, accepted, or endorsed on behalf of a society, if made, accepted, or endorsed in the name of, or by or on behalf of, or on account of the society by any person acting under its authority, express or implied. R.S. 1948, c. 311, s. 21.

**Imperfect compliance with conditions in membership certificate.**

**22.** Where there has been imperfect compliance with any of the conditions contained in the membership certificate as to the proof of claim by a member or with any other matter or thing required to be done by the member with respect to any claim for the payment of benefits and a consequent forfeiture or avoidance of the certificate in whole or in part, and the Court deems it inequitable that the benefits should be forfeited or avoided on that ground, the Court may relieve against the forfeiture or avoidance on such terms as it may deem just. R.S. 1948, c. 311, s. 22.

*Administration*

Membership  
and voting  
rights.

**23.** (1) The members of a society shall be the subscribers of the constitution and by-laws and those persons admitted to membership therein according to the by-laws.

(2) Subject to the provisions of the by-laws,

(a) a person under the age of twenty-one years may be admitted as a member of a society or appointed to any office therein, and is liable for the payment of a subscription as if he were of full age;

(b) a corporation admitted to membership in a society may be represented by some person authorized on behalf of the corporation;

(c) every member of a society shall have a vote.

(3) No member is entitled to vote on an extraordinary resolution unless he is in good standing in accordance with the by-laws.

(4) Permanent proxies or proxies entitling any person or member to vote at other than one meeting or any adjournment are invalid. R.S. 1948, c. 311, s. 23.

By-laws.

**24.** (1) The by-laws of a society incorporated under this Act shall contain provisions in respect of the several matters mentioned in Schedule B.

(2) The by-laws of a society shall not be altered or added to except by an extraordinary resolution of the society, but no alteration or addition by a society within the scope of subsection (2) of section 3 shall take effect without the written approval of the Superintendent of Insurance.

(3) Every such resolution shall be filed in duplicate with the Registrar, who shall register one copy and return the other copy, certified as having been registered by him.

(4) Nothing that is in conflict with the constitution of a society shall be included in the by-laws, and the by-laws shall not contain anything contrary to law.

(5) In the case of a society within the scope of subsection (8) of section 3, no resolution pursuant to subsection (2) shall take effect unless it is filed with and approved by the Minister of Social Welfare. R.S. 1948, c. 311, s. 24; 1951, c. 74, s. 4.

Directors.

**25.** (1) Subject to the by-laws, the members of a society may nominate, elect, or appoint any of its members as directors for conducting the business, discipline, and management of the society and its affairs.

(2) Subject to this Act and the by-laws, the directors may exercise all the powers of a society. R.S. 1948, c. 311, s. 25.

Security of  
officers.

**26.** A society may require any director or officer to give such security as may from time to time be deemed sufficient for the faithful discharge of his duties. R.S. 1948, c. 311, s. 26.

Arbitration  
of disputes.

**27.** The by-laws of a society may provide that any dispute arising out of the affairs of the society, between any members thereof or between a member, or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such member or person aggrieved or claiming under the by-laws, and the society or a director or officer thereof, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the by-laws prescribe some other method. R.S. 1948, c. 311, s. 27.

Fines.

**28.** (1) A society may by its by-laws impose a fine not exceeding five dollars on any member who has contravened any by-law of the society.

(2) Any fine may be recovered as a debt due from the member to the society, and all fines so recovered shall belong to the society. R.S. 1948, c. 311, s. 28.

#### *Duties and Obligations*

Address.

**29.** Every society shall have an address in the Province to which all communications and notices may be sent and at which all process may be served, and shall file with the Registrar notice of every change therein within fourteen days after the change is made. R.S. 1948, c. 311, s. 29.

General  
meetings  
to be held in  
Province.

**30.** Every general meeting of a society shall be held in the Province. R.S. 1948, c. 311, s. 30.

Annual  
general  
meeting and  
statement.

**31.** (1) Every society shall hold an annual general meeting, and within fourteen days thereafter file with the Registrar a statement in the form of a balance-sheet containing general particulars of its liabilities and assets, and a statement of its income and expenditure, audited and signed by the auditor of the society, or, if there is no auditor, by two directors.

(2) In the case of a society that has and exercises any of the powers within the scope of subsection (2) of section 3, copies of the statements mentioned in subsection (1) of this section shall be sent to every member of the society not less than fourteen days before the annual general meeting.

(3) Where a society that has and exercises any of the powers referred to in subsection (2) of section 3, it shall, notwithstanding any provision in its by-laws, send to every member at his last-known address by mail, postage prepaid, a notice of the time and place of every general meeting of members; and the notice shall be mailed not less than fourteen days before the date of the general meeting.

(4) The Registrar may, in his discretion, relieve a society either wholly or in part from compliance with subsections (2) and (3) on such terms and conditions as he thinks proper. R.S. 1948, c. 311, s. 31; 1954, c. 40, s. 3.

List of  
directors.

**32.** Every society shall file with the Registrar with its annual statements a list of its directors, with their addresses and occupations, and



also, upon request of the Registrar at any time, furnish him with particulars of its directors. The list of directors shall state the date of the appointment or election of each director. R.S. 1948, c. 311, s. 32.

Register of members.

**33.** (1) Every society shall keep in one or more books a register of its members, and shall enter therein the names of the subscribers of the constitution and by-laws and the name of every other person who is admitted as a member of the society, together with the following particulars:—

(a) The full name, address, and occupation of every such subscriber and person:

(b) The date on which each person is admitted as a member:

(c) The date on which any person ceases to be a member.

(2) Every society that fails to comply with this section is guilty of an offence against this Act. R.S. 1948, c. 311, s. 33.

Registration of extraordinary resolutions.

**34.** Every society shall file with the Registrar, in duplicate, every extraordinary resolution, and he shall register one copy and return the other, certified as having been registered by him. R.S. 1948, c. 311, s. 34.

Authentication of returns.

**35.** Every notice, return, or resolution required to be filed with the Registrar shall be authenticated by a director, secretary, or other authorized officer of the society. R.S. 1948, c. 311, s. 35.

Copies of constitution and by-laws.

**36.** Every society shall furnish to a member at his request, and on payment of a sum not exceeding fifty cents, a copy of its constitution and by-laws. R.S. 1948, c. 311, s. 36.

### *Dissolution*

Revocation of incorporation.

**37.** The Lieutenant-Governor in Council may, at his discretion, revoke and cancel the incorporation of a society and declare the society to be dissolved. R.S. 1948, c. 311, s. 37; 1951, c. 74, s. 5.

Surrender.

**38.** A society may, by extraordinary resolution, surrender its certificate of incorporation, and the Registrar may, after being satisfied that sufficient notice of the society's intention has been given and that no debts, liabilities, or obligations of the society are outstanding, accept the surrender of the certificate and cancel it, and fix a date from which the society shall be dissolved. R.S. 1948, c. 311, s. 38.

Societies defunct or in default.

**39.** (1) The provisions of the *Companies Act* relating to the removal from the register of companies defunct or in default apply, mutatis mutandis, to a society that has failed for any period of two years to make or send or file any return, notice, or document required to be made or sent or filed to the Registrar pursuant to this Act, or where the Registrar has reasonable cause to believe that the society is not in operation.

(2) Where a society or any member or creditor thereof or any person to whom the society is under any legal obligation is aggrieved by the

society having been struck off the register, the Registrar may restore the society to the register on application to him, in such form as he prescribes, by the society, member, or creditor, but the Registrar shall not restore the society to the register unless he is satisfied that the society was at the time of the striking-off in operation or that it is just that the society be restored to the register, and in the case of a society carried on chiefly as a social club unless it has obtained the written consent of the Attorney-General, and in the case of a society within the scope of subsection (2) of section 3 unless it has obtained the written approval of the Superintendent of Insurance. Such returns and other information as the Registrar requires shall be filed with him.

(3) On compliance with such requirements the Registrar may restore the society to the register, and thereupon the society shall be deemed to have continued in existence, as if it had not been struck off, without prejudice to the rights of parties acquired prior to the date on which the society is restored.

(4) If the application is not made within one year from the date on which the society was struck off, and another society has been incorporated under the same or a similar name, the Registrar shall require the society to take a new name before it is restored.

(5) A society may be restored for a limited period or for the purpose of carrying out a particular purpose, and after the expiration of that period or the execution of that purpose the society shall be again struck off the register by the Registrar. R.S. 1948, c. 311, s. 39.

Winding-up.

**40.** The provisions of the *Companies Act* relating to the winding-up of companies apply, mutatis mutandis, to a society under this Act, but wherever those provisions prescribe a special resolution, an extraordinary resolution is sufficient under this Act. R.S. 1948, c. 311, s. 40.

Provisions  
respecting  
winding-up.

**41.** (1) All costs, charges, and expenses properly incurred in the winding-up of a society, including the remuneration of a liquidator, are payable out of the assets of the society in priority to all other claims.

(2) Clerks or other persons in or having been in the employment of the society shall receive privilege over other creditors for any arrears of salary, wages, or commissions other than overriding commissions or special remuneration payable by contract to officers of the society who are or were directors thereof, and unpaid to them at the time of the making of the winding-up order, not exceeding the arrears that have accrued to them during the three months immediately preceding the date of the order appointing the liquidator.

(3) Prepaid membership dues of any member of a society having any of the objects contained in subsection (2) of section 3 of this Act, paid in advance beyond the date of the order appointing the liquidator, shall be treated as a debt of the society, and shall be paid *pari passu* with the other unpreferred claims, and no benefits are payable to any such mem-

ber for any accident, illness, or other cause arising after the date of such order. R.S. 1948, c. 311, s. 41.

Amalgama-  
tion of  
societies.

**42.** (1) Any two or more societies other than societies to which section 261 of the *Insurance Act* applies may amalgamate and form a new society by passing extraordinary resolutions which shall authorize their respective directors to make and subscribe jointly a constitution and by-laws according to the form in Schedule A, and to comply in other respects with section 7.

(2) After the issue of a certificate of incorporation to the new society the former societies stand dissolved, and all property and rights of such societies shall pass to and be vested in the new society without any further act or deed, but no amalgamation under this section shall affect the rights of any creditor, and the new society is liable for all debts and obligations of the former societies.

(3) Upon production of such evidence as may be required, the estate and interest of the former societies in any land as registered under the *Land Registry Act* shall be registered in the name of the new society, but the new society is exempt from payment of any fees computed according to the value of such estate or interest. R.S. 1948, c. 311, s. 42.

#### *Extra-provincial Societies*

"Extra-  
provincial  
society"   
defined.

**43.** For the purposes of sections 44 to 52, "extra-provincial society" means a society or association formed outside the Province, and includes a branch of any such society or association, but does not include a society or association that is formed for the acquisition of gain or that has a capital divided into shares. R.S. 1948, c. 311, s. 43.

Societies  
required or  
desiring to  
register.

**44.** (1) The Registrar may require any extra-provincial society that carries on any operations in the Province, but that is not required to be licensed under the *Insurance Act*, to apply for registration under this Act, and any society so required to apply shall, unless registration is granted, cease to operate in the Province, and the Registrar shall fix the date after which it shall cease to operate.

(2) Any extra-provincial society may apply for registration under this Act.

(3) An extra-provincial society whose objects include that of carrying on a social club shall not be registered without the written consent of the Attorney-General, and every branch of such a society shall, if the Registrar so requires, apply for separate registration and consent. R.S. 1948, c. 311, s. 44.

Procedure.

**45.** (1) Application for registration shall be made to the Registrar according to a form prescribed by him and shall be accompanied by such documents as he requires.

(2) If an extra-provincial society that obtains registration under this Act has any object that is within the scope of subsection (2) of section

3, the provisions of this Act that are applicable to a Provincial society having any of such objects are applicable to the extra-provincial society.

(3) If the Registrar determines that the requirements of this Act have been complied with and that the society should be registered, he shall issue under his seal of office a certificate showing that the society is registered under this Act as an extra-provincial society, and stating the place of formation or incorporation and the locality in which its operations will be chiefly carried on, and, if he thinks it advisable, shall at the cost of the society publish in four successive issues of the Gazette a copy of the certificate with a statement of the operations to be carried on in the Province.

(4) The Registrar may attach to a certificate of registration such conditions and limitations as seem to him advisable; and the extra-provincial society shall comply with and observe these conditions and limitations.

(5) The Registrar may after investigation refuse registration, but an appeal may be taken from his refusal to the Lieutenant-Governor in Council. R.S. 1948, c. 311, s. 45.

Effect of  
registration.

**46.** Subject to this Act and the laws of the Province, an extra-provincial society registered under this Act may within the Province carry on its operations in accordance with its certificate of registration. R.S. 1948, c. 311, s. 46.

Attorney for  
service.

**47.** The Registrar may require an extra-provincial society within a time specified by the Registrar to appoint some person resident in the city or place in the Province where the society will chiefly carry on its operations its attorney, with authority on its behalf to accept service of process in all suits and proceedings by or against the society within the Province and to receive all lawful notices to the society. The society shall within one week after the appointment file a copy of the appointment with the Registrar, and the appointment shall contain the name, occupation, and address of the attorney. If the person appointed ceases to act the society shall, within three weeks after he ceases to act, appoint a new attorney; and shall, within one week after the appointment, file a copy of the appointment, and the appointment shall contain the name, occupation, and address of the attorney. R.S. 1948, c. 311, s. 47.

Returns to  
Registrar.

**48.** An extra-provincial society registered under this Act shall file with the Registrar

- (a) a verified copy of any amendment to its constitution and by-laws or corresponding instrument within one month after the amendment takes effect;
  - (b) the notice as prescribed by section 29;
  - (c) the statements and list as prescribed by sections 31 and 32.
- R.S. 1948, c. 311, s. 48.

Suspension  
and revo-  
cation of  
registration.

**49.** The Attorney-General may for good cause suspend or revoke the registration of an extra-provincial society under this Act, and may remove

or cancel a suspension or revocation, subject to any condition thought advisable. R.S. 1948, c. 311, s. 49.

Agents  
prohibited.

**50.** No person shall, directly or indirectly, represent or act as agent of an extra-provincial society required by the Registrar to apply for registration under this Act, unless the society holds a subsisting certificate of registration. R.S. 1948, c. 311, s. 50.

Disabilities of  
unregistered  
society.

**51.** An extra-provincial society not registered as required by this Act shall not be capable

- (a) of maintaining any action, suit, or other proceeding in any Court in the Province in respect of any contract made in whole or part in the Province in the course of or in connection with its operations; or
- (b) of acquiring or holding land or any interest therein in the Province or registering any title thereto under the *Land Registry Act*. R.S. 1948, c. 311, s. 51.

Application  
of Act.

**52.** Sections 53 to 58 and 60 apply to an extra-provincial society. R.S. 1948, c. 311, s. 52.

#### *Miscellaneous*

Investigation  
of conduct  
of society.

**53.** (1) Where it appears to the Registrar that a society exists for an illegal purpose, or that a society carried on chiefly as a social club is not conducted in a proper manner or as a bona fide club, or that a society within the scope of subsection (2) of section 3 is not conducted in a proper manner or is or is likely to become insolvent, the Registrar shall report the facts to the Attorney-General, and thereupon the Attorney-General may appoint by writing under his hand some person to investigate the affairs and conduct of the society and to make a written report to him of his findings.

(2) The person so appointed may examine on oath any director, manager, officer, or agent of the society or other person in relation to the affairs of the society and may administer an oath accordingly and may require the production of all books and papers of the society, and of all relevant books and papers.

(3) Every director, manager, officer, or agent of the society or other person who on examination under this section refuses to answer any question relating to affairs of the society or to produce any book or paper in his custody is guilty of an offence against this Act.

(4) The Attorney-General may, upon a report from the Registrar or after an investigation, order, subject to such terms and conditions as he thinks advisable, that the society discontinue any illegal action, or, if a social club, conduct itself in a proper manner, or, if within the scope of subsection (2) of section 3, conduct its affairs in a proper manner or take measures to meet its obligations, as the case may be, and may, subject to such terms and conditions as he thinks advisable, suspend any of the powers of the society. R.S. 1948, c. 311, s. 53.

Inspection  
and copies of  
documents.

**54.** (1) Any person may inspect the documents filed in the office of the Registrar relating to a society on payment of a fee of twenty-five cents for each inspection, and may require a copy or extract of any document or part thereof on payment for the copy or extract of fifteen cents for each folio, and of a further fee not exceeding one dollar if such copy or extract is required to be certified as a true copy.

(2) A copy of or extract from any document filed in the office of the Registrar, certified to be a true copy under the hand and seal of the Registrar, is in all legal proceedings admissible in evidence as of equal validity with the original document, and it is not necessary to prove the handwriting, seal of office, or official position of the person certifying the same. R.S. 1948, c. 311, s. 54.

Service of  
documents.

**55.** A document may be served on a society by leaving it at or mailing it by registered post to the address of the society as registered under this Act, or by serving a director or officer of the society. R.S. 1948, c. 311, s. 55.

Offences.

**56.** Every society that fails, refuses, or neglects to observe or perform any duty or obligation created or imposed by this Act is guilty of an offence against this Act. R.S. 1948, c. 311, s. 56.

Penalties.

**57.** Every society guilty of an offence against this Act is liable, on summary conviction, to a penalty not exceeding one hundred dollars. R.S. 1948, c. 311, s. 57.

Fees.

**58.** There shall be paid to the Registrar in respect of the several matters mentioned in Schedule C the several fees therein specified, and such fees shall be by him paid into the Provincial Treasury. R.S. 1948, c. 311, s. 58.

Application  
of Act.

**59.** (1) The provisions of this Act apply, *mutatis mutandis*, to an existing society subject to the Act repealed by this Act in the same manner as if the society had been incorporated under this Act.

(2) The provisions of this Act relating to the restoration of a society to the register apply to a society subject to the Act repealed by this Act but that before the coming into force of this Act was struck off the register. R.S. 1948, c. 311, s. 59.

Regulations.

**60.** (1) For the purpose of carrying into effect the provisions of this Act according to their true intent, the Lieutenant-Governor in Council may make such regulations as he considers necessary or advisable.

(2) Without thereby limiting the generality of the provisions contained in subsection (1), the power of the Lieutenant-Governor in Council to make regulations under this section extends to

- (a) prescribing the terms and conditions of contracts between societies and their employees;
- (b) prescribing the method of inspection of societies' books of accounts and records;

- (c) prescribing the qualifications to be held by any servant or employee of any society;
- (d) prescribing the minimum membership fees and dues payable to any society by its members. R.S. 1948, c. 311, s. 60.

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## SCHEDULES

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### SCHEDULE A

(Sections 7, 17, 42)

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### SOCIETIES ACT

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#### CONSTITUTION

- (1) The name of the Society is .
- (2) The object of the Society is *[state particulars]*.
- (3) The operations of the Society are to be chiefly carried on in *[state exact locality]*.  
*[If any other provisions are added there shall be included a statement that such provisions are unalterable.]*

#### BY-LAWS

*[Here set forth in numbered clauses the by-laws providing for the matters referred to in Schedule B and any other by-laws.]*

Dated the            day of            , 19 .

*[Full names, addresses, and occupations of subscribers.]*

Witness:

*[Full name, address, and occupation.]*

R.S. 1948, c. 311, Sch. A.

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### SCHEDULE B

(Section 24)

- (1) Terms of admission of members and their rights and obligations.
- (2) Conditions under which membership ceases and manner (if any) in which a member may be expelled.
- (3) Month for holding annual general meeting and mode of and notice required for calling general and special meetings of the society and number constituting a quorum at any such meeting, and rights of voting. *[See subsections (2) and (3) of section 31 of the Act.]*
- (4) Appointment and removal of directors and other officers and their duties, powers, and remuneration.
- (5) Exercise of borrowing powers.
- (6) Audit of accounts.
- (7) Custody and use of the seal of the society.
- (8) Alteration of by-laws by extraordinary resolution, stating requisite majority.
- (9) Preparation and custody of minutes of proceedings of meetings of the society and of the directors, and other books and records of the society.
- (10) Time and place (if any) at which the books and records of the society may be inspected by members. R.S. 1948, c. 311, Sch. B.

## SCHEDULE C

(Section 58)

## TABLE OF FEES

(1) For filing or registering the constitution and by-laws .....	\$10.00
any resolution, notice, list, return, or other document required by this Act .....	.50
(2) For every certificate, other than the certificate of incorporation .....	.50
(3) For each search .....	.25
(4) For publication in the Gazette, according to the scale of charges in force under the <i>Public Printing Act</i> .	
(5) For restoration under section 39 .....	2.50
(6) For registration of an extra-provincial society .....	10.00

R.S. 1948, c. 311, Sch. C.

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