

# BILL

No. 76

An Act to make consequential and related amendments resulting  
from the enactment of *The Non-profit Corporations Act, 2021*

(Assented to \_\_\_\_\_)

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 Non-profit Corporations Consequential Amendments Act, 2021*.

## SS 2021, c 6 amended

2(1) *The Business Corporations Act, 2021* is amended in the manner set forth in this section.

(2) The definition of “municipality” in subsection 1-2(1) is amended by striking out “means a city, town, village, rural municipality, municipal district or northern municipality and”.

(3) Clause 2-1(2)(a) is amended by striking out “corporation” wherever it appears and in each case substituting “body corporate”.

(4) Subsection 2-7(1) is amended by striking out “‘Incorporée’ or ‘Corporation’ or the abbreviation ‘Ltd.’, ‘Ltée’, ‘Inc.’” and substituting “‘incorporée’ or ‘Corporation’ or the abbreviation ‘Ltd.’, ‘Ltée’, ‘Inc.’, ‘inc.’”.

(5) Clause 2-10(2)(c) is amended by striking out “any province or territory” and substituting “any province, territory or municipality”.

(6) Subsection 2-10(3) is amended:

- (a) in clause (d) by striking out “word” and substituting “words”;
- (b) in clause (e) by adding “‘coopérative’,” after “the word”; and
- (c) in clause (f) by adding “or territory” after “province”.

(7) Subsection 3-7(4) is amended by striking out “subsection (3)” and substituting “subsection (2)”.

(8) Subsection 8-1(1) is amended in the definition of “trust indenture” by striking out “amendment to the deed indenture” and substituting “amendment to the deed, indenture”.

(9) Clause 9-6(1)(e) is amended in the portion preceding subclause (i) by striking out “corporation” and substituting “body corporate”.

**(10) The following subsection is added after subsection 9-9(3):**

“(4) A director who is removed pursuant to subsection (3) is deemed to have not been appointed as a director”.

**(11) Clause 9-15(7)(a) is amended by striking out “telephonic, electronic or other communication facility that permit” and substituting “a telephonic, electronic or other communication facility that permits”.**

**(12) Subsection 9-21(11) is repealed and the following substituted:**

“(11) Notwithstanding subsections (1) to (10), the shareholders of a corporation may, by unanimous resolution passed at an annual meeting or a special meeting held for the purpose, approve a material contract or transaction or proposed material contract or transaction that the directors are unable to approve by reason of the material interest of some or all of the directors in the contract or transaction”.

**(13) Subsection 11-1(3) is amended by striking out “telephonic” and substituting “a telephonic”.**

**(14) Subsection 11-4(3) is amended by striking out “documents” and substituting “records”.**

**(15) Subsection 11-10(4) is amended by striking out “subsection 11-1(4) or (5)” and substituting “subsection 11-1(3) or (4)”.**

**(16) Clause 12-4(2)(b) is amended by striking out “if”.**

**(17) Subsection 12-7(2) is amended by adding “, or any other method authorized pursuant to section 11-10” after “show of hands”.**

**(18) Subsection 12-7(3) is amended:**

**(a) in clause (a) by adding “, or any other method authorized pursuant to section 11-10” after “show of hands”; and**

**(b) in clause (b) by adding “, or any other method authorized pursuant to section 11-10” after “show of hands”.**

**(19) Subsection 13-7(3) is amended by adding “a person’s” after “subsection (2),”.**

**(20) Subsection 14-5(1) is amended by striking out “, in accordance with section 11-6, make a proposal to amend the articles” and substituting “make a proposal to amend the articles, and section 11-6 applies, with any necessary modification”.**

**(21) Subsection 14-17(2) is repealed and the following substituted:**

“(2) An extraprovincial corporation that applies for a certificate of continuance pursuant to subsection (1) may, without so stating in its articles of continuance, effect by those articles any change or amendment to its articles, if:

(a) the change or amendment is a change or amendment a corporation incorporated pursuant to this Act may make to its articles; and

(b) in the case of a change or amendment mentioned in section 14-6, the change or amendment is approved in accordance with that section”.

**(22) Subsection 14-18(2) is repealed and the following substituted:**

“(2) A body corporate that applies for a certificate of continuance in accordance with subsection (1) may, without so stating in its articles of continuance, effect by those articles any change or amendment to its articles, if:

- (a) the change or amendment is a change or amendment a corporation incorporated pursuant to this Act may make to its articles; and
- (b) in the case of a change or amendment mentioned in section 14-6, the change or amendment is approved in accordance with that section”.

**(23) Subsection 14-18(5) is amended:**

**(a) by striking out “and” after clause (c); and**

**(b) by repealing clause (d) and substituting the following:**

“(d) subject to clause (e), the articles of the body corporate in effect before the date shown in the certificate of continuance do not apply; and

“(e) in the case of a body corporate incorporated by an Act, no provision of that Act applies, unless otherwise provided in its articles of continuance”.

**(24) Subsection 16-3(3) is amended:**

**(a) in the portion preceding clause (a) by adding “,” after “entitled to vote”; and**

**(b) in clause (b) by striking out “the corporation” and substituting “the subsidiary”.**

**(25) Clause 18-2(1)(b) is amended by striking out “body corporate” wherever it appears and in each case substituting “corporation”.**

**(26) Subsection 19-5(3) is amended by striking out “served on” and substituting “sent to”.**

**(27) Subsection 19-13(1) is repealed and the following substituted:**

“(1) On receiving any articles, and any other required documents, the Registrar:

- (a) shall issue the appropriate certificate respecting the articles or other required documents;
- (b) shall file a copy of the certificate;
- (c) shall either:
  - (i) send to the corporation or its representative a copy of the certificate; or
  - (ii) provide the corporation or its representative access to an electronic copy of the certificate; and
- (d) may publish notice of the issue of the certificate in the prescribed manner, unless the certificate is a certificate of amendment that does not effect a change of the corporation’s name”.

**(28) Subsection 19-14(2) is amended by striking out “notice articles” and substituting “notice, articles”.**

**(29) Clause 20-11(4)(a) is amended by striking out “form” and substituting “manner”.**

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- (30) Clause 20-17(1)(c) is amended by striking out “of those notices” and substituting “receipt of those notices”.
- (31) Clause 20-19(1)(c) is amended by adding “or officers” after “directors”.
- (32) Subsection 20-22(5) is amended by striking out “subsection (4)” and substituting “subsection (3)”.
- (33) Clause 22-2(d) is amended by striking out “parent child” and substituting “parent, child”.
- (34) Clause 22-8(2)(d) is amended by adding “incorporation,” after “any”.
- (35) Section 22-10 is amended by adding “and” after clause (c).
- (36) Subsection 22-13(1) is amended by adding “or” after clause (b).
- (37) Clause 22-14(a) is amended by adding “the” after “is of”.
- (38) Subclause 22-19(1)(k)(ii) is amended by striking out “three” and substituting “3”.
- (39) Subsection 22-21(2) is amended by striking out “corporation” and substituting “body corporate”.
- (40) The following clause is added after clause 22-26(z):  
“(z.1) prescribing circumstances for the purposes of section 22-16”.
- (41) Section 23-5 is repealed.

**RSS 1978, c B-11 amended**

- 3(1) *The Business Names Registration Act* is amended in the manner set forth in this section.
- (2) **Subsection 13(3) is repealed and the following substituted:**  
“(3) On receipt of the declaration, the registrar:  
(a) shall register the declaration;  
(b) shall cancel the registration; and  
(c) may publish notice of the declaration in the Gazette”.
- (3) **Subsection 14(3) is repealed and the following substituted:**  
“(3) The registrar may cause notice to be published in the Gazette of every declaration with respect to which a business name is registered and of the cancellation by the registrar of any such registration”.
- (4) **Subsection 21.4(4) is repealed and the following substituted:**  
“(4) After the expiry of the time mentioned in the notice, the registrar may:  
(a) strike the name of the extraprovincial limited partnership off the register; and  
(b) publish notice of the striking off in the Gazette”.

**SS 2002, c C-6.2, section 41 amended**

**4 Section 41 of *The Charitable Fund-raising Businesses Act* is amended by striking out “Part III of *The Non-profit Corporations Act, 1995*” and substituting “Part 20 of *The Non-profit Corporations Act, 2021*”.**

**SS 2002, c C-11.1, section 262 amended**

**5 Subsection 262(1) of *The Cities Act* is amended:**

**(a) in paragraph (c)(i)(A) by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”; and**

**(b) in clause (m) by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 1993, c C-26.1 amended**

**6(1) *The Condominium Property Act, 1993* is amended in the manner set forth in this section.**

**(2) Subsection 34(6) is amended by striking out “*The Non-profit Corporations Act*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**(3) The following subsections are added after subsection 40(3):**

“(4) For the purposes of this section, ‘**convene an annual general meeting**’, unless prohibited by the corporation’s bylaws, includes convening an annual general meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

“(5) Every annual general meeting that was held in accordance with section 62.01 of *The Condominium Property Regulations, 2001* before subsection (4) came into force is deemed to have been held in accordance with subsection (4)”.

**SS 1996, c C-27.01, section 6 amended**

**7 Clause 6(d) of *The Conservation Easements Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 1984-85-86, c C-45.1 amended**

**8(1) *The Credit Union Act, 1985* is amended in the manner set forth in this section.**

**(2) Section 208 is amended in the portion preceding clause (a) by striking out “shall publish” and substituting “may publish”.**

**(3) Subsection 213(2) is repealed and the following substituted:**

“(2) The registrar:

(a) shall issue a supplementary certificate of registration with respect to an amalgamation of the extraprovincial credit union or corporation; and

(b) may publish a notice of the issuance in the *Gazette*”.

**(4) Subsection 232(3) is repealed and the following substituted:**

“(3) Subject to the other provisions of this Act, where the registrar receives duplicate originals of any articles, bylaws or statement pursuant to subsection (2) and they are in the form prescribed in the regulations and are accompanied by any other required documents and the fees prescribed in the regulations, the registrar:

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- (a) shall endorse on each of the duplicate originals the word 'Registered' and the date of the registration;
  - (b) shall issue in duplicate the appropriate certificate and attach to each certificate one of the duplicate originals of the articles, bylaws or statement;
  - (c) shall file a copy of the certificate and attached articles, bylaws or statement;
  - (d) shall send to the credit union or its representative the original certificate and attached articles, bylaws or statement; and
  - (e) may publish in the Gazette notice of the issue of the certificate".

**(5) Subsection 239(3) is amended by striking out "shall give" and substituting "may give".**

**(6) Subsection 240(3) is amended by striking out "shall publish" and substituting "may publish".**

**SS 1998, c C-45.2 amended**

**9(1)** *The Credit Union Act, 1998* is amended in the manner set forth in this section.

**(2) Subsection 25(12) is amended by striking out "shall cause" and substituting "may cause".**

**(3) Subsection 328(1) is repealed and the following substituted:**

"(1) When the registrar approves the special resolutions passed pursuant to subsection 327(1), the registrar:

- (a) may cause a notice of the special resolution to be published in the Gazette; and
- (b) shall cause a notice of the special resolution to be published once a week for two weeks in a newspaper having general circulation in the district where the registered office of the credit union is located".

**(4) Subsection 331(5) is amended by striking out "shall publish" and substituting "may publish".**

**(5) Subsection 422(3) is repealed and the following substituted:**

"(3) Subject to the other provisions of this Act, where the registrar receives duplicate originals of any articles, bylaws or document pursuant to subsection (2) and they are in the form prescribed in the regulations and are accompanied by any other required documents and the fees prescribed in the regulations, the registrar:

- (a) shall endorse on each of the duplicate originals the word 'Registered' or 'Filed' and the date of the registration;
- (b) shall issue in duplicate the appropriate certificate and attach to each certificate one of the duplicate originals of the articles, bylaws or document;
- (c) shall file a copy of the certificate and attached articles, bylaws or document;
- (d) shall send to the credit union or its representative the original certificate and attached articles, bylaws or document; and
- (e) may publish in the Gazette notice of the issue of the certificate".

**(6) Subsection 429(4) is amended by striking out "shall give" and substituting "may give".**

**SS 1999, c F-23.3, section 2 amended**

**10 Clause 2(t) of *The Funeral and Cremation Services Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 1999, c H-0.021, section 2 amended**

**11 Paragraph 2(t)(x)(C) of *The Health Information Protection Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 1986, c L-0.2, section 2 amended**

**12 Paragraph 2(1)(o)(ii)(B) of *The Labour-sponsored Venture Capital Corporations Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 2001, c M-14.01 amended**

**13(1) *The Métis Act* is amended in the manner set forth in this section.**

**(2) Clause 4(c) is repealed and the following substituted:**

“(c) ‘**Director**’ means the Registrar within the meaning of *The Non-profit Corporations Act, 2021*”.

**(3) Subsection 14(3) is amended by striking out “subsection 148(2) of *The Non-profit Corporations Act, 1995*” and substituting “subsection 13-5(2) of *The Non-profit Corporations Act, 2021*”.**

**(4) Subsection 14(4) is amended by striking out “Subsections 156(5) to (9) and sections 157 and 158 of *The Non-profit Corporations Act, 1995*” and substituting “Subsections 13-13(4) to (9) and sections 13-14 and 13-15 of *The Non-profit Corporations Act, 2021*”.**

**(5) Section 15 is repealed and the following substituted:****“Application of *The Non-profit Corporations Act, 2021***

**15(1) Any Métis individual of Saskatchewan or any creditor of the corporation may exercise the powers of a member or a security holder, as the case may be, pursuant to sections 17-1 to 17-7 of *The Non-profit Corporations Act, 2021*, and those provisions apply, with any necessary modification, to the corporation and its directors, officers and employees.**

**(2) For the purposes of this section, any Métis individual of Saskatchewan is deemed to have the status of a member within the meaning of *The Non-profit Corporations Act, 2021*”.**

**SS 2005, c M-36.1, section 292 amended****14 Subsection 292(1) of *The Municipalities Act* is amended:**

**(a) in paragraph (c)(i)(A) by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”; and**

**(b) in clause (o) by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**RSS 1978, c N-1 amended**

15(1) *The Names of Homes Act* is amended in the manner set forth in this section.

(2) **Section 4 is amended by striking out “who shall” and substituting “who may”.**

(3) **Section 6 is amended by striking out “shall forthwith publish” and substituting “may publish”.**

**SS 1999, c N-4.001 amended**

16(1) *The New Generation Co-operatives Act* is amended in the manner set forth in this section.

(2) **Subsection 17(4) is repealed and the following substituted:**

“(4) Where a co-operative has had its name revoked and an alternative name assigned to it pursuant to subsection (3), the registrar:

(a) shall issue to the co-operative a certificate of amendment showing the new name of the co-operative; and

(b) may give notice of the change of name in the Gazette”.

(3) **Subsection 17(6) is repealed and the following substituted:**

“(6) Where the registrar receives a copy of a special resolution to change the name of a co-operative passed pursuant to section 243 and the registrar approves the new name or, in the case of an extraprovincial co-operative, a document evidencing the change of name to a name approved by the registrar, the registrar:

(a) shall enter the new name on the register in place of the former name;

(b) shall issue a certificate showing the change of name;

(c) shall inform the co-operative in writing of the change of name; and

(d) may publish notice of the change of name in the Gazette”.

(4) **The following subsections are added after subsection 190(4):**

“(4.1) Unless the bylaws otherwise provide, any person entitled to attend a general meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the co-operative makes that communication facility available, and a person participating in a meeting by those means is deemed for the purposes of this Act to be present at the meeting.

“(4.2) Unless the bylaws otherwise provide, if the directors or the members of a co-operative call a general meeting of members pursuant to this Act, those directors or members, as the case may be, may determine that the meeting is to be held, in accordance with the regulations, if any, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

“(4.3) Every meeting of members that was held in accordance with section 12.1 or 12.2 of *The New Generation Co-operatives Regulations* before subsections (4.1) and (4.2) came into force is deemed to have been held in accordance with subsections (4.1) and (4.2)”.



**(5) The following subsection is added after subsection 190(5):**

“(6) Notwithstanding subsection (5) but subject to the articles of the co-operative, any person entitled to attend a meeting of the holders of preferred shares may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a person participating in a meeting by those means is deemed for the purposes of this Act to be present at the meeting”.

**(6) Subsection 263(1) is repealed and the following substituted:**

“(1) When the registrar approves a special resolution passed pursuant to subsection 262(5), the registrar shall cause at the expense of the co-operative a notice of the special resolution to be published once a week for two weeks in a newspaper having general circulation in the district where the registered office of the co-operative is located”.

**(7) Subsection 263(2) is repealed and the following substituted:**

“(2) Notwithstanding subsection (1), if the registrar receives a declaration from the officers of a co-operative stating that the co-operative has no assets and no liabilities and the registrar is satisfied that it is appropriate, the registrar may exempt the co-operative from section 262 and dissolve the co-operative”.

**(8) Clause 264(2)(b) is amended by striking out “will be published” and substituting “may be published”.**

**(9) Section 308 is amended in the portion preceding clause (a) by striking out “shall publish” and substituting “may publish”.**

**(10) Subsection 313(2) is repealed and the following substituted:**

“(2) The registrar:

(a) shall issue a supplementary certificate of registration with respect to an amalgamation of the extraprovincial co-operative; and

(b) may publish a notice of the issuance in the Gazette”.

**(11) Subsection 345(3) is amended by striking out “shall” and substituting “may”.**

**(12) Subsection 346(3) is amended by striking out “shall” and substituting “may”.**

**SS 2010, c N-5.2 amended**

**17(1)** *The Northern Municipalities Act, 2010* is amended in the manner set forth in this section.

**(2) Subsection 56(1) is amended in the portion preceding clause (a) by striking out “The Non-profit Corporations Act, 1995” and substituting “The Non-profit Corporations Act, 2021”.**

**(3) Clause 97(1)(a) is amended by striking out “The Non-profit Corporations Act, 1995” and substituting “The Non-profit Corporations Act, 2021”.**

**(4) Paragraph 313(1)(c)(i)(A) is amended by striking out “The Non-profit Corporations Act, 1995” and substituting “The Non-profit Corporations Act, 2021”.**

**SS 2013, c O-4.2, section 2 amended**

**18 Subsection 2(2) of *The Operation of Public Registry Statutes Act* is amended by adding the following clause after clause (n):**

“(n.1) *The Non-profit Corporations Act, 2021*”.

**RSS 1978, c P-3 amended**

**19(1) *The Partnership Act* is amended in the manner set forth in this section.**

**(2) Subsection 38(2) is repealed and the following substituted:**

“(2) The registration of a declaration pursuant to section 13 of *The Business Names Registration Act* is deemed to be notice of dissolution to persons who had no dealings with the firm before the date of the registration”.

**(3) Subsection 94(2) is repealed and the following substituted:**

“(2) Before cancelling a limited liability partnership’s registration pursuant to clause (1)(a), the registrar:

(a) shall give the limited liability partnership 30 days’ notice of the intended cancellation; and

(b) may publish notice of the intended cancellation in the *Gazette*”.

**(4) Subsection 107(2) is repealed and the following substituted:**

“(2) Before cancelling an extraprovincial limited liability partnership’s registration pursuant to clause (1)(a), the registrar:

(a) shall give the extraprovincial limited liability partnership 30 days’ notice of the intended cancellation; and

(b) may publish notice of the intended cancellation in the *Gazette*”.

**SS 1989-90, c P-6.01, section 14.5 amended**

**20 Subsection 14.5(1) of *The Personal Care Homes Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 1993, c P-6.2, section 68 amended**

**21 Subclause 68(1)(c)(iii) of *The Personal Property Security Act, 1993* is amended by striking out “*The Non-profit Corporations Act*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 2007, c P-13.2, section 192 amended**

**22 Clause 192(1)(f) of *The Planning and Development Act, 2007* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 2017, c P-30.3, section 3-12 amended**

**23 Subsection 3-12(5) of *The Provincial Health Authority Act* is amended by striking out “*The Non-profit Corporations Act, 1995*” and substituting “*The Non-profit Corporations Act, 2021*”.**

**SS 2019, c R-21.3, section 25 amended**

**24 Section 25 of *The Residential Services Act, 2019* is amended by striking out “*The Business Corporations Act, The Non-profit Corporations Act, 1995*” and substituting “*The Business Corporations Act, 2021, The Non-profit Corporations Act, 2021*”.**

**Coming into force**

**25(1)** Subject to subsection (2), this Act comes into force on the day on which section 1-1 of *The Non-profit Corporations Act, 2021* comes into force.

(2) Section 2 comes into force on assent.

SECOND SESSION

# Twenty-ninth Legislature

SASKATCHEWAN

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## B I L L

No. 76

An Act to make consequential and related amendments  
resulting from the enactment of *The Non-profit  
Corporations Act, 2021*

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Received and read the

First time

Second time

Third time

And passed

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Honourable Gordon Wyant

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