

## EXPLANATORY NOTES

### B I L L

### No. 10

### An Act to amend certain Acts to address Public Registry Enhancement

#### **Clause of Bill**

**1** *The Miscellaneous Statutes (Public Registries Enhancement) Amendment Act, 2024*

**2** **Existing Provision**

*The Business Corporations Act, 2021*

#### **Seal**

**22-7** The Lieutenant Governor in Council may prescribe a seal for use by the Registrar in the performance of the Registrar's duties.

2021, c6, s.22-7.

#### **Regulations**

**22-26** The Lieutenant Governor in Council may make regulations:

...

(w) for the purposes of subsection 14-14(3):

(i) prescribing the amount in excess of which creditors are required to be provided notice of amalgamation; and

(ii) prescribing the manner in which the notice is to be published;

...

2021, c6, s.22-26; 2022, c26, s.2.

#### **Explanation**

*The Business Corporations Act, 2021* is amended to adopt changes respecting verification of identity, the use of digital signatures and the search and use of

date. Similar changes are made to other legislation below.

Proposed new section 22-7.1 will grant the Registrar of Corporations express authority to verify the identities of persons:

- conducting searches of the Corporate Registry;
- submitting documents to the Registrar;
- referred to in documents that are submitted to the Registrar;
- otherwise prescribed in the regulations.

The Registrar is granted express authority to share the verification information to law enforcement agencies to assist with investigations, or in other prescribed circumstances.

Proposed new section 22-7.2 will allow the Registrar to accept documents signed using digital signatures, and to set policies related to the use of digital signatures.

The proposed amendments to section 22-26 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 22-7.1;
- the disclosure of Corporate Registry information; and
- the use of digital signatures under new section 22-7.2.

### **3 Existing Provision**

#### ***The Business Names Registration Act***

##### **Interpretation**

**2** In this Act:

...

(f) “**registration**” means registration of a business name under this Act and includes renewal of registration, and the verb “**register**” has a corresponding meaning.

1976-77, c.11, s.2; R.S.S. 1978, c.B-11, s.2; 1980-81, c.3, s.3, 1986-87-88, c.40, s.3; 2006, c.14, s.4; 2010, c.B-12, s.15; 2021, c6, s.23-6.

##### **Certificate of registrar prima facie proof**

**22(1)** A person is entitled to:

- (a) inspect any declaration or document registered and kept by the registrar;
- (b) require a copy of any declaration or document mentioned in clause (a) to be made;
- (c) require the copy made pursuant to clause (b) to be certified by the registrar as a true copy;
- (d) obtain from the registrar a certificate stating that:
  - (i) a business name was or was not registered under this Act at a particular time;
  - (ii) a registration was cancelled, expired or amended at a particular time.

(2) Where this Act requires or authorizes the registrar to issue a certificate or certify any fact, the certificate or the certification shall be signed by the registrar.

(3) A certificate or certification mentioned in subsection (2) is admissible in evidence as conclusive proof of the facts stated in the certificate or certification without proof of the office or signature of the registrar.

(4) A declaration or document certified in accordance with subsection (2) as a true copy is admissible in evidence as prima facie proof of its contents without proof of the office or signature of the registrar.

1980-81, c.3, s.5; 2013, c.O-4.2, s.46.

### **Regulations**

**24** The Lieutenant Governor in Council may make regulations:

...

(f) respecting the time and day or date for the purposes of section 11.1;

...

(g.1) respecting common business identifiers for sole proprietorships, limited partnerships or classes of sole proprietorships and limited partnerships, including:

- (i) respecting the establishment or adoption of a system of common business identifiers for sole proprietorships, limited partnerships or classes of sole proprietorships and limited partnerships;
- (ii) prescribing the manner in which common business identifiers are assigned to sole proprietorships, limited partnerships or classes of sole proprietorships and limited partnerships;
- (iii) requiring the use by sole proprietorships, limited partnerships or classes of sole proprietorships and limited partnerships of common business identifiers and prescribing the manner in which the common business identifiers are to be used;
- (iv) authorizing the minister to enter into agreements with the Government of Canada, the government of any other province or territory of Canada or the government of any municipality to integrate or synchronize the system of common business identifiers with a system of common business identifiers used by that other government;
- (v) authorizing the minister to disclose to the Government of Canada, the government of any other province or territory of Canada or the government of any municipality any information received by the registrar pursuant to this Act for any purpose that is related to the carrying out of any agreement entered into pursuant to subclause (iv) and that the minister considers appropriate and authorizing the minister to delegate the minister's powers pursuant to this subclause to the registrar
- (vi) providing that the regulations made pursuant to this clause prevail in the case of any inconsistency or conflict with any other Act or any regulations made pursuant to another Act;

2006, c.14, s.15; 2012, c.21, s.7; 2013, c.O-4.2, s.47.

### **Explanation**

Section 3 amends *The Business Names Registration Act*.

The proposed amendments to section 2 add a definition of "registry".

Proposed new section 22.1 adds provisions respecting identity verification by the Registrar.

Proposed new section 22.2 adds provisions respecting the use of digital signatures.

The proposed amendments to section 24 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 22.1;
- the disclosure of Corporate Registry information; and
- the use of digital signatures under new section 22.2.

Current clause (g.1) respecting common business identifiers is also repealed. This is now addressed under *The Common Business Identifiers Act*.

#### **4 Existing Provision**

##### ***The Credit Union Act, 1985***

##### **Interpretation**

**2(1)** In this Act:

...

(cc) “**person**” includes an individual, partnership, association, body corporate and public body;

...

1984-85-86, c.C-45.1, s.2; 1986, c.33, s.5; 1994, c.36, s.3; 1998, c.C-45.2, s.474; 2000, c.L-5.1, s.235; 2002, c.C-11.1, s.378 and S-17.2, s.26;

##### **Register**

**225(2)** A credit union whose name appears on the register mentioned in subsection (1) is deemed to be registered pursuant to this Act and any credit union whose name does not appear on the register is deemed not to be registered pursuant to this Act.

1984-85-86, c.C-45.1, s.225.

##### **Regulations**

**244(1)** For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

...

(b) requiring the payment of and prescribing the amount of any fee or charge with respect to:

(i) the filing, examination or copying of any document;

(ii) any action that the registrar is required or authorized to take pursuant to this Act; or

(iii) any services provided by the registrar pursuant to this Act;

...

1984-85-86, c.C-45.1, s.244; 1989-90, c.32, s.10;  
1998, c.C-45.2, s.474.

### **Explanation**

Section 4 amends *The Credit Union Act, 1985*.

The proposed amendments to section 2 add a definition of “register”.

Proposed subsection 225(3) clarifies that the Register of Credit Unions is housed within the Corporate Registry.

Proposed subsection 225(4) clarifies that the Registrar of Corporations is not deemed to be a financial services regulator under *The Financial and Consumer Affairs Authority of Saskatchewan Act*.

Similar clarifications are made to *The Credit Union Act, 1998* below.

Proposed new section 225.1 adds provisions respecting identity verification by the registrar. Because the Registrar of Corporations is responsible for registering credit unions in the Corporate Registry, this section also applies to the Registrar of Corporations.

Proposed new section 225.2 adds provisions respecting digital signatures. Because the Registrar of Corporations is responsible for registering credit unions in the Corporate Registry, this section also applies to the Registrar of Corporations.

The proposed amendments to section 244 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 225.1;

- the disclosure of register information; and
- the use of digital signatures under new section 225.2.

## 5 Existing Provision

### *The Credit Union Act, 1998*

#### **Register**

**413(2)** A credit union whose name appears on the register mentioned in subsection (1) is deemed to be registered pursuant to this Act, and any credit union whose name does not appear on the register is deemed not to be registered pursuant to this Act.

1998, c.C-45.2, s.413.

#### **Regulations**

**440(1)** For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

...

(ii) exempting a credit union or a class of credit unions or a security or class of securities from compliance with subsection 363(1) and removing exemptions for the purposes of subsection 363(2);

...

1998, c.C-45.2, s.440; 2010, c.8, s.16; 2015, c.21, s.16; 2021, c10, s.9.

#### **Explanation**

Section 5 amends *The Credit Union Act, 1998*.

Proposed subsection 413(3) clarifies that the Register of Credit Unions is housed within the Corporate Registry.

Proposed subsection 413(4) clarifies that the Registrar or Corporations is not deemed to be a financial services regulator under *The Financial and Consumer Affairs Authority of Saskatchewan Act*.

Proposed subsection 413(5) clarifies that the confidentiality provisions in section 415 of the Act do not apply to the public records and information contained

within the Register of Credit Unions.

Proposed new section 413.1 adds provisions respecting identity verification by the registrar. Because the Registrar of Corporations is responsible for registering credit unions in the Corporate Registry, this section also applies to the Registrar of Corporations.

Proposed new section 413.2 adds provisions respecting digital signatures. Because the Registrar of Corporations is responsible for registering credit unions in the Corporate Registry, this section also applies to the Registrar of Corporations.

The proposed amendments to section 440 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 413.1;
- the disclosure of register information; and
- the use of digital signatures under new section 413.2.

## **6 Existing Provision**

### ***The Land Surveys Act, 2000***

#### **Transitional - activities**

**5.1(1)** In this section, “**former Controller**” means the person who was the Controller before the coming into force of this section and includes any person appointed as a Deputy Controller pursuant to this Act before the coming into force of this section.

(2) Any activity undertaken by the former Controller and not completed before the coming into force of this section may be continued by the Controller or any Deputy Controller after the coming into force of this section as if it had been undertaken by the Controller after the coming into force of this section.

(3) Every number, certificate, order, approval, notice and other document that was issued by the former Controller, and every registration, decision or other action made or taken by the former Controller, pursuant to this Act or any other Act that imposes or confers a duty, power or function on the former Controller before the coming into force of this section that is valid on the day before the coming into force of this section is continued and may be dealt with as if it were issued, made or taken by the Controller.

**Regulations**

**85(1)** The Lieutenant Governor in Council may make regulations:

...

(b) prescribing additional responsibilities and functions of the Controller;

...

(cc) respecting access to or disclosure of information in the land surveys directory, including disclosure of large volumes of information in the land surveys directory, and respecting any privacy requirements that must be complied with by any person to whom information from the land surveys directory is disclosed;

...

2000, c.L-4.1, s.85; 2001, c.19, s.18; 2003, c.27, s.6; 2005, c.17, s.6.

**Explanation**

Section 6 amends *The Land Surveys Act, 2000*.

Proposed new section 5.2 adds provisions respecting identity verification by the Controller of Surveys with respect to the Land Surveys Directory.

The proposed amendments to section 85 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 5.2; and
- the disclosure of land surveys directory information, which will expand the Act's existing regulation-making powers to align with *The Land Titles Act, 2000*.

**7 Existing Provision*****The Land Titles Act, 2000*****Transitional – activities**

**6.1(1)** In this section, “**former Registrar**” means the person who was the Registrar before the coming into force of this section and includes any person appointed as a Deputy Registrar pursuant to this Act before the coming into force of this section.

(2) Any activity undertaken by the former Registrar and not completed before the coming into force of this section may be continued by the Registrar or any Deputy Registrar after the coming into force of this section as if it had been undertaken by the Registrar after the coming into force of this section.

(3) Every number, certificate, order, approval, notice and other document that was issued by the former Registrar, and every registration, decision or other action made or taken by the former Registrar, pursuant to this Act or any other Act that imposes or confers a duty, power or function on the former Registrar before the coming into force of this section that is valid on the day before the coming into force of this section is continued and may be dealt with as if it were issued, made or taken by the Registrar.

2013, c.O-4.2, s.94.

### **Regulations**

**187(1)** The Lieutenant Governor in Council may make regulations:

...

(d) prescribing additional functions and responsibilities of the Registrar;

...

2000, c.L-5.1, s.187; 2001, c.20, s.24; 2001, c.33, s.23; 2002, c.51, s.23; 2004, c.59, s.18; 2009, c.21, s.23; 2009, c.21, s.23; 2010, c.E-9.22, s.190; 2022, c17, s.9.

### **Explanation**

Section 7 amends *The Land Titles Act, 2000*.

Proposed new section 6.2 adds provisions respecting identity verification by the Registrar of Titles with respect to the Land Titles Registry.

The proposed amendments to section 187 update regulation-making authorities under the Act respecting the verification of identities under new section 6.2.

**8 Existing Provision**

***The Libel and Slander Act***

**Annual return**

**18** The publisher for the time being of every newspaper shall make or cause to be made to the Registrar of Corporations in the month of June in every year a return of the following particulars (schedule A), that is to say:

(a) the title of the newspaper; and

(b) the names of all the proprietors, of the editor and of the publisher of the newspaper, together with their respective places of residence.

R.S.S. 1978, c.L-14, s.18; 1980-81, c.21, s.27;  
2010, c.B-12, s.36; 2021, c6, s.23-26.

**Penalty for omission to make annual returns**

**19** If within one month after the time appointed by section 18 the return is not made, each publisher of the newspaper is guilty of an offence and liable on summary conviction to a fine not exceeding \$50 and shall also be directed by summary order to make a return within a specified time.

R.S.S. 1978, c.L-14, s.19.

**Penalty for wilful misrepresentation in or omission from return**

**20** If a person knowingly and wilfully makes or causes to be made a return required or permitted to be made by this Act, in which the name of a person is given as proprietor, editor or publisher of a newspaper who is not so, or in which there is a misrepresentation or from which there is an omission in respect of a particular required to be contained therein, whereby the return is misleading, or if a proprietor, editor or publisher of a newspaper knowingly and wilfully permits any such return to be made that is misleading with reference to his own name or place of residence, he is guilty of an offence and liable on summary conviction to a fine not exceeding \$50.

R.S.S. 1978, c.L-14, s.20.

**Returns to be registered**

**21(1)** The Registrar of Corporations shall register every return made in conformity with this Act in a book to be kept for that purpose at his office and called “the register of newspapers”, and all persons shall be at liberty to search and inspect the said book from time to time during business hours and any

person may require a copy of any entry in or an extract from the book to be certified by the Registrar of Corporations.

(2) The register of newspapers is a public registry of the people of Saskatchewan.

(3) All information in the register of newspapers is the property of the Government of Saskatchewan.

R.S.S. 1978, c.L-14, s.21; 1980-81, c.21, s.27;  
2010, c.B-12, s.36; 2013, c.O-4.2, s.110; 2021, c6,  
s.23-26.

### **Supplementary return**

**22** Upon a person ceasing to be a proprietor, editor or publisher of a newspaper, or upon a new person becoming such proprietor, editor or publisher, a supplementary return (schedule B) shall be made to the Registrar of Corporations within ten days after the change has occurred.

R.S.S. 1978, c.L-14, s.22; 1980-81, c.21, s.27;  
2010, c.B-12, s.36; 2021, c6, s.23-26.

### **Fees and charges of Registrar of Corporations**

**23(1)** The minister may, by order, establish:

(a) the fees, charges and taxes payable with respect to all services provided pursuant to this Act; and

(b) the method of payment of those fees, charges and taxes.

(2) The minister shall cause notice of the fees, charges and taxes established pursuant to subsection (1) to be published in the Gazette.

(3) Notwithstanding subsection (1), the Registrar of Corporations may enter into an agreement with a person to provide a special service to that person if, in the opinion of the Registrar of Corporations, a fee, charge or tax mentioned in subsection (1) is not adequate to allow the Registrar of Corporations to provide that service to the person.

(4) If the Registrar of Corporations considers it appropriate or necessary, the Registrar of Corporations may:

(a) waive any fees, charges or taxes, in whole or in part; or

(b) refund any fees, charges or taxes, in whole or in part.

(5) The Registrar of Corporations is not required to perform any function pursuant to this Act until the appropriate fee, charge or tax is paid or arrangements for its payment are made.

(6) All revenues derived from fees, charges or taxes imposed or collected pursuant to this Act are to be paid to and are the property of the Government of Saskatchewan, unless the Lieutenant Governor in Council directs otherwise.

2013, c.O-4.2, s.111; 2021, c6, s.23-26.

**Copies of entries and extracts from register is evidence**

**24** Every copy of an entry in or extract from the register of newspapers purporting to be certified by the Registrar of Corporations shall be received as conclusive evidence of the contents of the register of newspapers so far as they appear in the copy or extract, without proof of the signature thereto, and every such certified copy or extract shall in all proceedings be accepted as sufficient prima facie evidence of all the matters and things thereby appearing until the contrary is shown.

R.S.S. 1978, c.L-14, s.24; 1980-81, c.21, s.27;  
2010, c.B-12, s.36; 2021, c6, s.23-26.

**Explanation**

Sections 18 to 24 are repealed. All references to the register of newspapers are removed from the Act as this register will cease to operate.

Section 18 requires that every newspaper file an annual return with the Registrar of Corporations.

Section 19 creates a penalty for failing to file the annual return required by section 18.

Section 20 creates a penalty for knowingly or wilfully making a return that contains a misrepresentation or omission.

Section 21 requires the Registrar of Corporations to keep a register of newspapers.

Section 22 requires that a supplementary return be made where there is a change in proprietor, editor or publisher of a newspaper.

Section 23 permits fees, charges and taxes to be established for the purposes of this Act.

Section 24 provides that a copy or extract from the register of newspapers is evidence.

**Existing Provision**

None.

**Explanation**

Schedules A and B are repealed.

Schedule A set out the format for a “return of newspapers”.

Schedule B set out the format for a “supplementary return of newspapers”.

**9 Existing Provision**

***The New Generation Co-operatives Act***

**Proof required by registrar**

**337** The registrar may require that a document or information contained in a document required by this Act or the regulations to be sent to the registrar be verified by affidavit or otherwise.

1999, c.N-4.001, s.337.

**Regulations**

**350** For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

...

(f) removing any exemption on trades or securities granted by Part XXII or the regulations, and for that purpose, may prescribe any conditions or restrictions on removal of the exemption and require that those trades or trades in those securities be subject to review by the Financial and Consumer Affairs Authority of Saskatchewan;

...

(g.1) respecting common business identifiers for co-operatives, including:

(i) respecting the establishment or adoption of a system of common business identifiers for co-operatives or a class of co-operatives;

(ii) prescribing the manner in which common business identifiers are assigned to co-operatives or a class of co-operatives;

(iii) requiring the use by co-operatives or a class of co-operatives of common business identifiers and prescribing the manner in which the common business identifiers are to be used;

(iv) authorizing the minister to enter into agreements with the Government of Canada, the government of any other province or territory of Canada or the government of any municipality to integrate or synchronize the system of common business identifiers with a system of common business identifiers used by that other government;

(v) authorizing the minister to disclose to the Government of Canada, the government of any other province or territory of Canada or the government of any municipality any information received by the registrar pursuant to this Act for any purpose that is related to the carrying out of any agreement entered into pursuant to subclause (iv) and that the minister considers appropriate and authorizing the minister to delegate the minister's powers pursuant to this subclause to the registrar;

(vi) providing that the regulations made pursuant to this clause prevail in the case of any inconsistency or conflict with any other Act or any regulations made pursuant to another Act;

...

1999, c.N-4.001, s.350; 2010, c.21, s.6; 2012, c.21, s.10; 2012, c.F-13.5, s.53; 2013, c.O-4.2, s.129.

### **Explanation**

Section 9 amends *The New Generation Co-operatives Act*.

Proposed new section 337.1 adds provisions respecting identify verification by the Registrar.

Proposed new section 337.2 adds provisions respecting the use of digital signatures.

The proposed amendments to section 350 update regulation-making authorities under the Act respecting:

- the verification of identities under new section 337.1;
- the disclosure of registry information; and
- the use of digital signatures under new section 337.2.

Current clause (g.1) respecting common business identifiers is also repealed. This is now addressed under *The Common Business Identifiers Act*.

## 10 Existing Provision

### *The Partnership Act*

#### **Interpretation**

2 In this Act:

...

(h) “**registrar**” means the Registrar of Corporations.

R.S.S. 1978, c.P-3, s.2; 2006 c.30, s.3; 2013, c.O-4.2, s.132; 2018, c42, s.37; 2021, c6, s.23-20; 2024, c4, s.32.

#### **Registry**

**115(1)** The documents kept, filed or registered pursuant to this Act form a public registry of the people of Saskatchewan.

(2) All information in the registry mentioned in subsection (1) is the property of the Government of Saskatchewan.

2013, c.O-4.2, s.142.

#### **Explanation**

Section 10 amends *The Partnership Act* is amended to adopt changes similar to the changes to *The Business Corporations Act, 2021* above.

The proposed amendment to section 2 adds a definition of “registry”.

Proposed new section 116 adds provisions respecting identity verification by the Registrar.

Proposed new section 117 adds provisions respecting the use of digital signatures.

Proposed new section 118 adds regulation-making authority to the “General” Part of the Act. In addition to standard regulation-making authorities, the updates also address:

- the verification of identities under new section 116;
- the disclosure of Corporate Registry information; and
- the use of digital signatures under new section 117.

## **11 Existing Provision**

### ***The Personal Property Security Act, 1993***

#### **Priority re purchase-money security interests**

**34(1)** In this section, a “**non-proceeds security interest**” or “**non-proceeds purchase-money security interest**” means a security interest or purchase-money security interest, as the case may be, in original collateral.

1993, c.P-6.2, s.34; 1996, c.18, s.8; 2019, c15, s.16.

#### **Registry searches**

**48(1)** A person may, in the prescribed manner, request one or more of the following:

- (a) a search according to the name of a debtor and the issue of a search result;
- (b) a search according to the serial number of goods of a kind prescribed as serial numbered goods and the issue of a search result;
- (c) a search according to a registration number and the issue of a search result;
- (d) a copy or certified copy of any registered document;
- (e) any other prescribed search.

(2) A printed search result that purports to be issued by the registry is receivable as evidence as prima facie proof of its contents, including:

(a) the date of registration of a financing statement to which the search result refers; and

(b) the order of registration of the financing statement as indicated by the registration number.

(3) A copy of a printed document from the registry that is certified by the registrar in the prescribed manner is admissible in evidence as a true copy of the document without proof of the signature or official position of the registrar.

1993, c.P-6.2, s.48; 2010, c.26, s.14.

### **Regulations**

**71(1)** For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

...

(p.7) respecting access to or disclosure of information in the registry, including disclosure of large volumes of information in the registry, and respecting any privacy requirements that must be complied with by any person to whom information in the registry is disclosed;

...

1993, c.P-6.2, s.71; 1997, c.16, s.4; 2000, c.L-5.1, s.374 and c.21, s.11; 2010, c.26, s.16; 2013, c.O-4.2, s.154; 2023, c30, s.14; 2024, c10, s.9.

### **Explanation**

Section 11 amends *The Personal Property Security Act, 1993*.

The proposed amendments to section 34 clarifying that a production money security interest respecting crops applies to:

- growing crops attached to land;
- grains, fruits, vegetables or other produce resulting from harvesting or severance from the land; or
- agricultural plants grown hydroponically or otherwise not attached to land and the produce resulting from harvesting or severance of those

plants.

Proposed new section 48.1 adds provisions respecting identity verification by the Registrar.

Proposed new section 48.2 adds provisions respecting the use of digital signatures.

The proposed amendments to section 71 update regulation-making authorities under the Act respecting:

- the disclosure of registry information;
- the verification of identities under new section 48.1;
- the use of digital signatures under new section 48.2; and
- the naming of entities in the registry, including the use of French and Indigenous language names.

**12** Coming into force.

Prepared by the Ministry of Justice and Attorney General