

*chapter R-22*

***COMPANIES INFORMATION ACT***

*Chapter R-22 is replaced by the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45). (1993, c. 48, s. 111).  
1993, c. 48, s. 111.*

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***REPEAL SCHEDULE***

**1.** *In this Act, unless the context indicates a different meaning, the words:—*

(a) “company” shall include any corporation, association, syndicate, firm, company or other organization constituted as a corporation, but shall not include an ecclesiastical, religious or educational corporation, nor a professional syndicate formed under the Professional Syndicates Act (chapter S-40), nor a cooperative syndicate formed under the provisions of the Cooperative Syndicates Act (chapter S-38), nor a cooperative governed by the Cooperatives Act (chapter C-67.2), nor any cemetery company, whether incorporated under a general or special law of Québec, provided such cemetery company has no share capital nor authority to pay either directly or indirectly any dividend, or profit, or their equivalent, to any private individual or corporation;

(b) “syndicate” shall include any association, partnership or other organization, not constituted as a corporation;

(c) (paragraph repealed);

(d) (paragraph repealed).

R. S. 1964, c. 273, s. 1; 1971, c. 76, s. 1; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 221; 1982, c. 48, s. 346; 1982, c. 26, s. 316.

**2.** (1) *A prospectus containing the information mentioned in section 4 and also all other information that may from time to time be required by the Government, verified as the Inspector General may direct, together with the fee prescribed, shall be filed with the Inspector General by every company and syndicate,—*

(a) *Upon the establishment in Québec of a head office or other office, and*

(b) *Upon commencing any business in Québec, and*

(c) *Upon any material change in any fact set forth in the last prospectus filed,*

(d) *(Paragraph repealed).*

(2) *A company which has already complied, for the current year, with the provisions of section 4 and which comes within one of the circumstances contemplated in any one of subparagraphs a, b or c of the preceding subsection 1 shall not be obliged to again give the information required by the said section 4.*

(3) *This section shall not apply to trust companies, savings companies or insurance companies.*

R. S. 1964, c. 273, s. 2; 1971, c. 76, s. 2; 1982, c. 52, s. 222; 1982, c. 48, s. 346; 1983, c. 54, s. 69; 1987, c. 95, s. 378.

**3.** *Upon failure to file any such prospectus for a period of more than thirty days after it should have been filed under section 2, each director and officer of the company, and each promoter and officer of the syndicate, and every person acting as a representative in Québec of an extra-provincial company or syndicate, shall be liable to a fine of \$50 for each day of such default.*

R. S. 1964, c. 273, s. 3; 1986, c. 58, s. 101; 1990, c. 4, s. 790; 1991, c. 33, s. 130.

**4.** (1) *On or before the first day of September in each year, without notice or demand to that effect, every company incorporated under the laws of Québec, and every other company having its head office or other office or doing business or any part thereof in Québec, shall make out, certify and deliver to the Inspector General, as hereinafter required, a detailed return containing as of the 30th day of June next preceding, correctly stated, the following information:*

(a) *The name of the company;*

(b) *The citation of the laws under which the company was incorporated;*

(c) *The manner in which the company was incorporated, whether by special act, or by letters patent or otherwise, and the date thereof;*

(d) *Whether the existence of the company is limited, by statute or otherwise, and, if so, the period of its existence yet to elapse, and whether such period may be lawfully extended;*

(e) *Whether the company is operating and if not at what date it ceased operating;*

(f) *A general indication of the nature of the operations of the company and the relative importance of each of them;*

(g) *The names and addresses of the real domiciles of the president, secretary, treasurer, directors and manager of the company;*

(h) *The name and post-office address of the chief officer or manager in Québec;*

(i) *The location of the head office of the company, giving the street and number when possible;*

(j) *The location of the principal office in Québec where the head office is situated outside Québec;*

(k) *The date upon which the last annual meeting of the company was held;*

(l) *The amount of the bond or debenture debt of the company;*

(m) *A detailed statement of the real estate owned by it situated within Québec, where situate and the value thereof;*

*And in the case of a company having share capital, in addition:*

(n) *The amount of the capital stock of the company, and the number of shares into which it is divided and their description;*

(o) *The number of shares issued and allotted and the amount paid thereon;*

(p) *The par value, and, if without par value, then the market value, or, if there be no market value, the actual value of its shares according to the last statement of the company;*

(q) *The total amount of shares issued as preference shares during the period contemplated in the return;*

(r) *The total amount paid on such preference shares;*

(s) *The total number and amount of share warrants;*

(t) *The number of shares, if any, issued as consideration for any transfer of assets, of goodwill, or for value other than money, and the extent to which the same are paid; if none are so issued, this fact is to be stated;*

(u) *Such other information as required by regulation of the Government published in the Gazette officielle du Québec;*

*And, if the company is a mining company which may issue its shares at a discount,*

(v) *The number of shares sold or otherwise disposed of at a discount;*

(w) *The rate at which such shares were sold or disposed of.*

*Such information must be furnished and attested on the form prescribed for that purpose by the Inspector General.*

*The Inspector General shall place such forms at the disposal of every company.*

*(2) A duplicate of such return and of the attestation contemplated in subsection 3 shall be kept in the head office or principal office in Québec of the company, and may be inspected by any shareholder or creditor of the company; and the company shall so keep the same until another return is produced under the provisions of this act.*

*(3) The contents of the return of such company must be attested by the signature of a member of its board of directors.*

*(4) Every person attesting a return containing false or misleading information is guilty of an offence and is liable to a fine not exceeding \$1 400.*

*Every person who participated in, consented to or acquiesced in the giving of false or misleading information is also guilty of an offence and is liable to the same penalties.*

*(5) If a company makes default in complying with the provisions of this section, each director and officer of the company, and each person acting as a representative in Québec of a company having its head office outside Québec, shall be liable to a fine of \$50 for each day of such default without prejudice to the action which may be taken under the provisions of article 828 of the Code of Civil Procedure (chapter C-25).*

*(6) The Minister may, at his discretion and for good cause, extend the time for making and delivering any such return.*

*(7) No registrar shall register any instrument signed by or in favour of a company, or purporting to confer an interest in land upon a company, if he has received from the Inspector General a written notice that the company in question is late or in default in complying with the formalities required by this act. Upon the receipt of a written revocation of such notice, the registrar may proceed to the registration in the usual way.*

*(8) Trust companies, savings companies and insurance companies shall not be obliged to furnish the return required by subsection 1 of this section.*

*R. S. 1964, c. 273, s. 4; 1965 (1st sess.), c. 80, a. 1; 1971, c. 76, s. 3; 1973, c. 66, s. 1; 1982, c. 52, s. 228; 1984, c. 22, s. 80; 1986, c. 58, s. 102; 1987, c. 95, s. 379; 1990, c. 4, s. 791; 1991, c. 33, s. 131.*

**4.1.** *The information filed or delivered under sections 2 and 4 is public.*

*1984, c. 22, s. 81.*

**5.** *The Inspector General may, at any time, by notice, require any company to make a return upon any subject connected with its affairs within the time specified in the notice, and, upon default in making such return, each director of the company, and each person acting as a representative of such company in Québec, shall be liable to a fine of \$50 for each day of such default.*

*The notice to which reference is made in the preceding paragraph may be published in the Gazette officielle du Québec, and in such event, the return demanded shall be filed within the sixty days following such publication.*

*R. S. 1964, c. 273, s. 5; 1971, c. 76, s. 4; 1982, c. 52, s. 228; 1986, c. 58, s. 103; 1990, c. 4, s. 792; 1991, c. 33, s. 132.*

**6.** *Notwithstanding any other legislative provision respecting the dissolution of a company, the Minister may, after having obtained the opinion of the Inspector General, dissolve, by following the procedure drawn up in sections 7 and 8, any company incorporated under a law of Québec.*

*1971, c. 76, s. 5; 1982, c. 52, s. 223.*

**7.** *The Minister shall fix the delay for the filing of any delayed return contemplated in sections 4 and 5.*

*He shall publish in the Gazette officielle du Québec a notice mentioning each return required opposite the name of each company concerned and the delay fixed for the filing of any return mentioned as well as the eventual dissolution of any company which does not comply with the requirements of the act within the delay fixed.*

*1971, c. 76, s. 5.*

**8.** *The Minister may publish, within six months after the expiry of the delay that he has fixed, another notice in the Gazette officielle du Québec mentioning the name of any company incorporated under the laws of Québec which has not filed the return or returns required and ordering the dissolution of any company the name of which is so published. From the publishing of such second notice, the company shall be dissolved and, where necessary, its charter shall be forfeited.*

*Such dissolution shall occur without prejudice to any dissolution already acquired by peremption or otherwise, proof of which lies upon the interested parties.*

*1971, c. 76, s. 5; 1975, c. 74, s. 1.*

**9.** *When a company files the required returns before the expiry of the delay fixed, it shall not be dissolved under this act and its directors shall not be sued for the sole reason that it has sent such return after the date contemplated in section 4 or 5, without prejudice however to any later application of sections 6 to 12.*

*1971, c. 76, s. 5.*

**10.** *The Minister may determine, subject to section 7, the form and tenor of the notices published in the Gazette officielle du Québec for the purposes of applying sections 6, 7, 8 and 11.*

*He may also determine the form and content of the certificate of resumption contemplated in section 11.*

*1971, c. 76, s. 5; 1978, c. 84, s. 1.*

**11.** (1) *Any creditor or other interested person may make a request to the Minister in writing for the resumption of a company that has been dissolved in accordance with sections 6 to 8.*

(2) *On receipt of such a request, the Minister may, after having obtained the opinion of the Inspector General, issue under his seal and signature a certificate of resumption, the original of which he shall send to the company or its representative and a copy of which he shall send to the Inspector General.*

*The copy is authentic and has the same force as the original; the Inspector General may issue copy of it to any person who so requests.*

(3) *The company resumes existence on the date shown on the certificate.*

(4) *The Minister may, within the limits of the laws governing the company, impose conditions for its resumption and make any amendments he deems appropriate to its charter or other document of incorporation, as the case may be.*

*This certificate forms an integral part of the charter or other document of incorporation, as the case may be.*

(5) *Subject to subsection 4 and without prejudice to the rights acquired by any person after a company's dissolution, that company enjoys all the rights and privileges and is subject to all the obligations it would have had if it had not been dissolved.*

(6) *The Inspector General shall then have a notice of the issuance of the certificate of resumption published in the Gazette officielle du Québec.*

*This section does not apply to a company created by an act of the Legislature.*

*1971, c. 76, s. 5; 1974, c. 66, s. 1; 1975, c. 74, s. 2; 1978, c. 84, s. 2; 1982, c. 52, s. 224, s. 228.*

**12.** *Notwithstanding the dissolution made under this act, any company shall be regarded as remaining in existence during the time necessary to terminate any suit or judicial proceeding brought by or against it before its dissolution or to give effect to any decree, order or judgment of any court following such suit or proceeding.*

*1971, c. 76, s. 5.*

**13.** *The Minister may exercise as often as he deems useful the powers granted to him under sections 6 to 12.*

*1971, c. 76, s. 5.*

**14.** (1) *The Minister may authorize, by means of a document signed by him and bearing his seal of office, any functionary to exercise the powers granted to him under sections 6 to 13.*

*He may in the same manner and, if need be, in the same document, authorize any functionary to sign any document that he is authorized to sign under this act.*

(2) *(Subsection repealed).*

*1971, c. 76, s. 5; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 225.*

**15.** *(Repealed).*

*R. S. 1964, c. 273, s. 6; 1992, c. 61, s. 540.*

**16.** *The Government may establish, alter, replace and repeal the tariffs of the duties and fees to be paid on the doing of any act to be done by the Minister or by the Inspector General.*

*The Government may likewise determine all other matters and prescribe all formalities necessary to ensure the carrying out of the objects of this Act and enact with respect thereto such regulations as it may see fit.*

*Every act to be done by the Minister or the Inspector General and every certificate or document they must issue under this Act shall be made or issued only after payment of all the duties and fees payable in respect thereof.*

*R. S. 1964, c. 273, s. 7; 1971, c. 76, s. 6; 1982, c. 52, s. 226.*

**17.** *The Inspector General of Financial Institutions is responsible for carrying out the administration of this Act.*

*1982, c. 52, s. 227.*

**18.** *The Minister of Finance is responsible for the administration of this Act.*

*1982, c. 52, s. 227.*



*The Minister for Finance exercises, under the authority of the Minister of Finance, the functions and powers of the latter with respect to the administration of this Act. O.C. 1609-89 of 89.10.11, (1989) 121 G.O. 2 (French), 5553; O.C. 1611-89 of 89.10.11, (1989) 121 G.O. 2 (French), 5553.*

**19.** *(This section ceased to have effect on 17 April 1987).*

*1982, c. 21, s. 1; U. K., 1982, c. 11, Sch. B, Part I, s. 33.*

*REPEAL SCHEDULE*

*In accordance with section 17 of the Act respecting the consolidation of the statutes (chapter R-3), chapter 273 of the Revised Statutes, 1964, in force on 31 December 1977, is repealed effective from the coming into force of chapter R-22 of the Revised Statutes.*

