



BILL NO. 91

Private Bill

*2nd Session, 61st General Assembly
Nova Scotia
59 Elizabeth II, 2010*

An Act to Amalgamate the Royal Nova Scotia Yacht Squadron and The Saraguay Club

CHAPTER 78
ACTS OF 2010

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
DECEMBER 10, 2010**

Michele Raymond
Halifax Atlantic

*Halifax, Nova Scotia
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**An Act to Amalgamate
the Royal Nova Scotia Yacht Squadron
and The Saraguay Club**

Be it enacted by the Governor and Assembly as follows:

1 This Act may be cited as the *Royal Nova Scotia Yacht Squadron Amalgamation Act*.

2 In this Act,

(a) “Amalgamation Agreement” means the agreement dated September 21, 2006, between the Yacht Squadron and the Saraguay Club respecting the merger of those bodies corporate;

(b) “Saraguay Club” means The Saraguay Club, a body corporate incorporated by the Saraguay Club Act;

(c) “Saraguay Club Act” means Chapter 112 of the Acts of 1960, *An Act to incorporate The Saraguay Club*;

(d) “Yacht Squadron” means the Royal Nova Scotia Yacht Squadron, a body corporate incorporated by the Yacht Squadron Act and continued by this Act;

(e) “Yacht Squadron Act” means Chapter 107 of the Acts of 1888, *An Act to incorporate the Royal Nova Scotia Yacht Squadron*.

3 In accordance with Amalgamation Agreement, the Yacht Squadron and the Saraguay Club are amalgamated and are continued as a body corporate under the name “Royal Nova Scotia Yacht Squadron”.

4 (1) The Yacht Squadron may also use or carry on business under the name “The Royal Nova Scotia Yacht Squadron” or the initials “RNSYS”.

(2) No person, other than the Yacht Squadron or a person authorized to represent it, shall use the name “Royal Nova Scotia Yacht Squadron” or the name or initials set out in subsection (1) to imply that the person is or represents the Yacht Squadron.

5 (1) Upon the coming into force of this Act,

(a) the Yacht Squadron Act continues to apply to the amalgamated Yacht Squadron;

(b) the constitution and by-laws of the Yacht Squadron, as those may be amended from time to time, continue to apply to the amalgamated Yacht Squadron and its membership;

(c) the persons who were directors and officers of the Yacht Squadron immediately before the coming into force of this Section continue to be the directors and officers of the amalgamated Yacht Squadron until they or their successors are duly chosen, elected or appointed, as the case may be;

(d) the property of the Yacht Squadron and the property of the Saraguay Club is the property of the amalgamated Yacht Squadron and, subject to the constitution and by-laws of the Yacht Squadron, the amalgamated Yacht Squadron may dispose of any such property from time to time as determined by the Board of Directors of the amalgamated Yacht Squadron;

(e) any reference in any enactment or document to the Yacht Squadron or the Saraguay Club shall, as regards any subsequent transaction, matter or thing be held and construed to be a reference to the amalgamated Yacht Squadron.

(2) For greater certainty,

(a) the amalgamated Yacht Squadron is liable for all of the obligations of the Yacht Squadron and all of the obligations of the Saraguay Club;

(b) the rights of creditors and others against or any liens upon the property, rights and assets of the Yacht Squadron and or the Saraguay Club are not affected;

(c) the rights, properties, contracts and obligations of the Yacht Squadron or the Saraguay Club are not affected;

(d) neither the Yacht Squadron nor the Saraguay Club is deemed to have been liquidated or dissolved;

(e) any existing cause of action, claim or liability to prosecution in any jurisdiction against the Yacht Squadron or the Saraguay Club is unaffected;

(f) any civil, criminal or administrative action or proceeding pending by or against the Yacht Squadron or the Saraguay Club or its directors or officers in any jurisdiction may be prosecuted by or against the amalgamated Yacht Squadron or its directors or officers;

(g) a conviction against, or ruling, order or judgment in favour of or against the Yacht Squadron or the Saraguay Club or their respective directors or officers continues to be enforceable by or against the amalgamated Yacht Squadron or its directors or officers;

6 Section 3 of the Yacht Squadron Act, as amended by Chapter 117 of the Acts of 1950, is further amended by

(a) striking out “Such constitution, and all alterations thereof shall be invalid until approved by the Governor-in-Council, and upon” in the sixth to eighth lines and substituting “Upon”;

(b) striking out “Provincial Secretary or Deputy Provincial Secretary as having been approved by the Governor-in-Council” in the twelfth to fourteenth lines and substituting “Commodore of the corporation”; and

(c) striking out “and of the approval thereof” in the last line.

7 The Yacht Squadron Act is further amended by adding immediately after Section 5 the following Sections:

5A The corporation has, subject to this Act and any applicable laws of the Province, the capacity, rights, powers and privileges of a natural person in addition to any other powers it has under this Act.

5B In the event of the dissolution of the corporation, the net proceeds of the dissolution must be vested in trust for the benefit of sailing and the promotion of the sport in the discretion of the trustees appointed by the corporation immediately before any such dissolution.

8 The Saraguay Club Act is repealed.

9 This Act has effect on and after November 1, 2010.
