

TABLE OF CONTENTS

BUSINESS CORPORATIONS ACT

PART I — DEFINITIONS AND APPLICATION (SS. 1, 2)

1	Definitions	1
1.1	Interpretation: individual with significant control	7
2	Application	8

PART II — INCORPORATION (SS. 3–21)

3		8
3.1	Definitions	9
3.2	Application of Act	9
3.3	Consequences of occurrence of certain events	11
3.4	No limit on professional liability	11
4	Articles of incorporation	12
5	Contents of articles	12
6	Certificate of incorporation	13
7	Certificate of incorporation	13
8	Assignment of number	13
9	Name prohibition	14
10	Use of “Limited”, “Limitée”, etc.	14
11	Unauthorized use of “Limited”, etc.	15
12	Change of name if objectionable	15
13	Corporate seal	16
14	Registered office	16
15	Corporate powers	16
16	Capacity to act outside Ontario	16
17	Corporate power not dependent on by-law	16
18	Where notice is not deemed	16
19	Indoor management rule	16
20	[Repealed 2006, c. 34, Sched. B, s. 4.]	17
21	Contract prior to corporate existence	17

PART III — CORPORATE FINANCE (SS. 22–44)

22	Shares	18
23	Issuance of shares	18
24	Separate capital account	19
25	Special shares in series	20
26	Pre-emptive rights	21
27	Conversion privileges, etc.	21
28	Subsidiaries not to hold shares of holding bodies corporate	22
29	Exception to s. 28	22
30	Purchase of issued shares permitted	23
31	Where s. 30(2) does not apply	23

Table of Contents

32	Redemption of shares	24
33	Donation of share	24
34	Reduction of liability re unpaid share: stated capital	24
35	Amount deducted from account upon purchase, etc., of shares	26
36	Contract with corporation re purchase of its shares	27
37	Commission on sale of shares	27
38	Declaration of dividends	27
39	Corporations with wasting assets	28
40	Lien on share	28
41	Shares personal property	28
42	Restrictions on transfer, etc.	29
43	Bearer debt obligations	29
44	Irredeemable debt obligation	29
	PART IV — SALE OF RESTRICTED SHARES (S. 45)	
45	Sale of restricted shares by corporation	30
	PART V — INDENTURE TRUSTEES (SS. 46–52)	
46	Definitions	31
47	Duty of trustee	32
48	Conflict of interest	32
49	Evidence of compliance	32
50	Trustee not to be receiver	33
51	Notice of events of default	34
52	Where list of debt obligation holders to be furnished	34
	PART VI — CORPORATE SECURITIES (SS. 53–91)	
53	Application of <i>Securities Transfer Act, 2006</i>	35
54	Certificated or uncertificated securities	35
55	Signing of security certificates	35
56	Contents of share certificate	36
57	Certificate for fractional share or scrip certificates	37
58	Overissue	37
59-66	[Repealed 2006, c. 8, s. 116.]	38
67	Effect of registration	38
68-91	[Repealed 2006, c. 8, s. 118.]	39
	PART VII — SHAREHOLDERS (SS. 92–108)	
92	Shareholders' liability limited	39
93	Place of meetings	40
94	Shareholders' meetings	40
95	Date for determining shareholders	40
96	Notice of shareholders' meetings	41
97	Shareholders' meeting	42
98	Waiving notice	43
99	Proposal	43
100	List of shareholders	46
101	Quorum	46
102	Voting rights	46
103	Manner of voting	47
104	Resolution in lieu of meeting	47
105	Requisition for shareholders meeting	48

Table of Contents

106	Requisition by court	49
107	Application to court	49
108	Agreement between shareholders	49
	PART VIII — PROXIES (SS. 109–114)	
109	Definitions	51
110	Proxies	52
111	Mandatory solicitation of proxy	53
112	Information circular	53
113	Exemption order re ss. 111, 112	53
114	Proxyholder	53
	PART IX — DIRECTORS AND OFFICERS (SS. 115–137)	
115	Duties	54
116	By-laws by resolution	55
117	First directors meeting	55
118	Director disqualification	56
119	First directors	56
120	Cumulative voting for directors	57
121	When director ceases to hold office	58
122	Removal of directors	58
123	Entitlement of director	58
124	Vacancies	59
125	Change in number of directors	59
126	Directors' meetings	60
127	Delegation by directors	61
128	Validity of acts of directors and officers	62
129	Resolutions in writing	62
130	Liability of directors	62
131	Directors' liability to employees for wages	63
132	Disclosure: conflict of interest	64
133	Officers	66
134	Standards of care, etc., of directors, etc.	66
135	Consent of director at meeting	66
136	Indemnification	67
137	Remuneration of directors	68
	PART X — INSIDER LIABILITY (S. 138)	
138	Definitions	68
	PART XI — BOOKS AND RECORDS (SS. 139–147)	
139	Records	69
140	Records	70
140.1	Register of interests in land in Ontario	71
140.2	Register of individuals with significant control	71
140.3	Disclosure of register of individuals with significant control	72
140.4	Inquiries by Minister	73
141	Securities register	74
142	Transfer agents	74
143	Where registers to be kept	74
144	Records open to examination by directors	75
145	Examination of records by shareholders and creditors	75

Table of Contents

146	List of shareholders	76
146.1	Proof of status	77
147	Trafficking in lists	77
PART XII — AUDITORS AND FINANCIAL STATEMENTS (SS. 148–160)		
148	Exemption from audit requirements	78
149	Auditors	78
150	Resignation of auditor	79
151	Auditor may attend shareholders' meetings	79
152	Disqualification as auditor	79
153	Examination by auditor	80
154	Information to be laid before annual meeting	81
155	Preparation of financial statements	82
156	Filing by offering corporation	82
157	Financial statements of subsidiaries	82
158	Audit committee	82
159	Approval by directors	83
160	Interim financial statement	83
PART XIII — INVESTIGATION (SS. 161–167)		
161	Investigation	83
162	Matters that may be covered by court order	84
163	Powers of inspector	84
164	Closed hearing	85
165	Privileged statements	85
166	Solicitor-client privilege	85
167	Inquiries by Director	85
PART XIV — FUNDAMENTAL CHANGES (SS. 168–186)		
168	Amendments	85
169	Proposal to amend articles	86
170	Authorization for variation of rights of special shareholders	86
171	Articles of amendment	87
172	Certificate of amendment	88
173	Restated articles of incorporation	88
174	Amalgamation	88
175	Amalgamation agreement	88
176	Submission of amalgamation agreement	89
177	Amalgamation of holding corporation and its subsidiary	89
178	Articles of amalgamation	90
179	Effect of certificate	91
180	Articles of continuance	91
181	Transfer of Ontario corporations	93
181.1	Continuation as co-operative corporation	94
181.2	Continuance as corporation without share capital	94
182	Arrangement	95
183	Articles of arrangement sent to Director	96
184	Borrowing powers	97
185	Rights of dissenting shareholders	98
186	Definition, reorganization	102

Table of Contents

	PART XV — COMPULSORY ACQUISITIONS (SS. 187–190)	
187	Application	103
188	Take-over or issuer bid	103
189	Where corporation required to acquire securities	107
190	Definitions	109
	PART XVI — LIQUIDATION AND DISSOLUTION (SS. 191–244)	
191	Definition	111
192	Application of ss. 193–205	111
193	Voluntary winding up	111
194	Inspectors	112
195	Vacancy in office of liquidator	112
196	Removal of liquidator	112
197	Commencement of winding up	112
198	Corporation to cease business	112
199	No proceedings against corporation after voluntary winding up except by leave	112
200	List of contributories and calls	112
201	Meetings of corporation during winding up	113
202	Arrangements with creditors	113
203	Power to compromise with debtors and contributories	113
204	Power to accept shares, etc., as consideration for sale of property to another body corporate	113
205	Account of voluntary winding up to be made by liquidator to a meeting	114
206	Application of ss. 207–218	114
207	Winding up by court	114
208	Who may apply	115
209	Power of court	115
210	Appointment of liquidator	115
211	Removal of liquidator	115
212	Costs and expenses	116
213	Commencement of winding up	116
214	Proceedings in winding up after order	116
215	Meetings of shareholders of corporation may be ordered	116
216	Proceedings against corporation after court winding up	116
217	Provision for discharge and distribution by the court	116
218	Order for dissolution	117
219	Application of ss. 220–236	117
220	Where no liquidator	117
221	Consequences of winding up	117
222	Payment of costs and expenses	117
223	Powers of liquidators	118
224	Acts by more than one liquidator	118
225	Nature of liability of contributory	119
226	Liability in case of contributory's death	119
227	Deposit of money	119
228	Proving claim	119
229	Application for direction	119
230	Examination of persons as to estate	120
231	Proceedings by shareholders	120

Table of Contents

232	Rights conferred by Act to be in addition to other powers	120
233	Stay of winding up proceedings	120
234	Where creditor unknown	121
235	Where shareholder unknown	121
236	Disposal of records, etc., after winding up	121
237	Voluntary dissolution	121
238	Articles of dissolution where corporation active	121
239	Certificate of dissolution	123
240	Cancellation of certificate, etc., by Director	123
241	Notice of dissolution by order	124
242	Proceedings after dissolution	127
243	Liability of shareholders to creditors	128
244	Forfeiture of undisposed property	129
 PART XVII — REMEDIES, OFFENCES AND PENALTIES (SS. 245–261)		
245	Definitions	129
246	Derivative actions	130
247	Court order	130
248	Oppression remedy	130
249	Discontinuance and settlement	132
250	Rectifying error in entering, etc., name	132
251	Notice of refusal to file	133
252	Appeal from Director	133
253	Orders for compliance	133
254	Application made without notice	134
255	Appeal	134
256	Offences	134
257	Consent	135
258	Offence	135
258.1	Offences, register of individuals with significant control	136
259	Limitation	136
260	Information containing more than one offence	136
261	Civil remedy not affected	136
 PART XVIII — GENERAL (SS. 262–278)		
262	Notice to directors or shareholders	137
263	Notice to corporation	137
264	Waiver of notice and abridgement of times	138
265	Delegation of Director’s duties and powers	138
265.1	Agreements with authorized persons	138
265.2	Property of Crown	139
265.3	Director’s certificate	139
266	Certificate that may be signed by directors, etc.	139
267	Accepting copy of notice or other document	140
267.1	Signatures	140
267.2	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	140
268	Proof of affidavit	140
269	[Repealed 1994, c. 27, s. 71(36).]	140
270	Examination, etc., of documents	140
271	Appeal from Commission	141

Table of Contents

271.1	Minister's regulations and orders	141
271.2	Requirements established by Director	143
271.2.1	[Repealed R.S.O. 1990, c. B.16, s. 271.2.1(4). Added 2020, c. 7, Sched. 2, s. 4.]	144
272	Regulations	144
272.1	[Repealed 2015, c. 38, Sched. 7, s. 44(17).]	146
272.2	Forms	146
273	Endorsement of articles	146
273.1	Methods of endorsing and issuing	147
273.2	Refusal to endorse if corporation in default	147
273.3	Filing by fax	148
273.4	Electronic version prevails	148
273.5	Inability to receive filings in electronic system	148
274	[Repealed without coming into force 2006, c. 21, Sched. F, s. 10.1(1).]	148
275	Errors in certificates, etc.	148
276	Records	149
277	Deemed amendment	150
278	Appointment of Director	150

62 — GENERAL

1-22	[Repealed O. Reg. 403/21, s. 1.]	151
	SUBSIDIARY BODY CORPORATE HOLDING SHARES OF HOLDING CORPORATION	
23		151
23.1		151
23.2		152
23.3		152
	SHAREHOLDER PROPOSALS	
23.4		152
24-25	[Repealed O. Reg. 403/21, s. 1.]	152
	“RESIDENT CANADIAN” CLASS OF PERSONS PRESCRIBED	
26		153
	PROXIES AND PROXY SOLICITATION FORM OF PROXY	
27		153
28		154
29		154
29.1		154
29.2		155
29.3		156
	MANAGEMENT INFORMATION CIRCULAR	
30		156
31		162
	DISSIDENT'S INFORMATION CIRCULAR	
32		162
	CONTENTS OF DISSIDENT'S INFORMATION CIRCULAR	
33		163

Table of Contents

34	.....	164
35	.....	164
36	.....	164
	INFORMATION CIRCULARS — GENERAL	
37	.....	165
	FINANCIAL STATEMENTS IN INFORMATION CIRCULAR	
38	.....	165
39	[Revoked O. Reg. 190/99, s. 3.]	165
	AUDITORS AND FINANCIAL STATEMENTS	
40	.....	166
41	.....	166
42	.....	166
	GENERAL	
43	.....	166
44	.....	166
45-66	[Revoked O. Reg. 400/95, s. 5; O. Reg. 190/99, s. 5; O. Reg. 288/00, s. 3.]	167
	 665/05 — HEALTH PROFESSION CORPORATIONS	
1	Definitions	168
2	Physician corporations	168
3	Dentist corporations	169
4	Commencement	170
	 398/21 — NAMES AND FILINGS	
	PART I — NAMES	
1	Prohibited and restricted words and expressions	171
2	Full name or family name	172
3	Deceptive name	173
4	Trademark or name	173
5	Identical name	174
6	Identical name — addition or deletion of symbols, etc.	174
7	Identical name after amalgamation	174
8	Similar name to another body corporate	174
9	Similar name to trust, association, etc.	175
10	Name already proposed	175
11	Too general, etc.	175
12	First character	175
13	Punctuation and other marks	175
14	Length	177
15	Direct translation	178
16	English and French forms	178
17	Current corporate name	178

Table of Contents

PART II — DOCUMENTS AND INFORMATION — FILING, RETENTION AND FORMAT

Supporting Documents

18	Articles re name of corporation	178
19	Articles of amalgamation	178
20	Articles of continuance	179
21	Application for authorization	179
22	Articles of arrangement	179
23	Articles of reorganization	180
24	Articles of dissolution	180
25	Articles of revival	180

Supporting Documents and Information — Filing and Retention

26	Documents to be filed	181
27	Documents to be retained; file or give on notice	181
28	Information to be filed	181

Format

29	Paper or electronic format	182
30	Format of supporting documents and information	182

PART III — MISCELLANEOUS

31	Exceptions, articles of amalgamation	182
32	Seal	182
33	Public servants who may sign	182
34	Notice of dissolution, non-filing	182
35	Electronic version prevails	183

PART IV — AMENDMENTS, REVOCATION AND COMMENCEMENT

36	Amendments	183
37	Revocation	183
38	Commencement	183

OBCA FORMS

OBCA Forms	Table	185
------------	-----------------	-----

OBCA NOTICES

Notice ON00216E	Filing Articles of Amendment	187
Notice ON00217E	Filing Articles of Dissolution	194
Notice ON00218E	Filing Articles of Continuance	200
Notice ON00219E	Filing Restated Articles of Incorporation	209
Notice ON00220E	Filing Notice Concerning Winding Up	214
Notice ON00221E	Applying for Authorization to Continue out of the BCA	220
Notice ON00222E	Filing Articles of Reorganization	227
Notice ON00223E	Filing Articles of Revival	233
Notice ON00224E	Notice — <i>Business Corporations Act</i> — Incorporating a Business Corporation	241
Notice ON00225E	Filing Articles of Amalgamation	255
Notice ON00226E	Filing Articles (Plan) of Arrangement and Notice to the Director	264

Table of Contents

BUSINESS NAMES ACT

	INTERPRETATION	
1	Definitions	273
	ADMINISTRATION	
1.1	Registrar	274
1.2	Agreements with authorized persons	274
1.3	Property of Crown	275
	REGISTRATION	
2	Registering name	275
2.1	Extra-provincial limited liability company	276
3	[Repealed 2017, c. 20, Sched. 6, s. 50.]	276
4	Registration	276
4.1	Certain amended registrations not required	277
5	Renewal of registration	278
5.0.1	[Repealed R.S.O. 1990, c. B.17, s. 5.0.1(4). Added 2020, c. 7, Sched. 3, s. 1.]	278
5.1	Accepting copy of notice or other document	278
5.2	Signatures	278
5.3	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	278
6	Liability for damages	279
7	Ability to sue	279
8	Certified copies	279
9	Form of records	280
	GENERAL	
9.1	Delivery of notices, etc.	280
9.2	Documents may be publicly available	281
9.3	Filing by fax	281
9.4	Electronic version prevails	281
9.5	Inability to receive filings in electronic system	281
10	Offence	281
10.1	Minister's regulations and orders	282
10.2	Forms	283
10.3	Methods of issuing	283
10.4	Requirements established by Registrar	284
10.5	[Repealed R.S.O. 1990, c. B.17, s. 10.5(5). Added 2020, c. 7, Sched. 3, s. 6.]	285
11	[Repealed 2017, c. 20, Sched. 6, s. 59.]	285
12	Transition	285

399/21 — GENERAL

PART I — NAMES

General

1	First character	286
2	Punctuation and other marks	286
3	Roman alphabet	288

Table of Contents

	<i>Prohibited Usage</i>	
4	Contrary to public policy	289
5	Prohibited under Act	289
6	Number name	289
7	Form of organization	289
	<i>Restrictions</i>	
8	Name of individual	289
9	Restricted under Act	289
10	Connected with Crown, etc.	289
11	Post-secondary educational institution	290
	<i>Exceptions</i>	
12	Exceptions	290
	PART II — DOCUMENTS AND INFORMATION — CONTENT, FILING, RETENTION, FORMAT AND REGISTRATION	
13	Definitions	290
	<i>Forms for Registration — Content</i>	
14	Individual	290
15	Partnership	291
16	Designated partner	293
17	Partnership, non-firm name	294
18	Corporation	295
19	Extra-provincial limited liability company	296
	<i>Supporting Documents — Retention and Filing</i>	
20	Required consent	297
21	Consents to be retained; file or give on notice	297
	<i>Format</i>	
22	Paper or electronic format	298
23	Format of supporting documents and information	298
	<i>Effectiveness of Registration</i>	
24	Date assigned by computer system	298
	PART III — EXEMPTION FROM SECTION 2 OF THE ACT	
25	Exemption	298
	PART IV — MISCELLANEOUS	
26	Duties of Registrar, names	298
27	Duties of Registrar, certificates etc.	298
28	Retention and destruction of records	299
29	Public servants who may sign	299
	PART V — REVOCATION AND COMMENCEMENT	
30	Revocation	299
31	Commencement	299

BNA FORMS

BNA Forms	Table	301
-----------	-----------------	-----

Table of Contents

BNA NOTICES

Notice ON00227E	Registering a Business Name	303
-----------------	---------------------------------------	-----

BUSINESS RECORDS PROTECTION ACT

1	Business records not to be taken from Ontario	317
2	Undertaking and recognizance	317

BUSINESS REGULATION REFORM ACT, 1994

1	Purpose	319
2	Definitions	319
3	Designation of Acts	320
4	Minister's recommendation	320
5	Conflict	320
6	Unified requirements	320
7	Forms	321
8	Business identifiers	321
8.1	Business ID and information sharing — Ministries and agencies	321
8.2	Business ID and information sharing — certain corporations	322
8.3	Business ID and information sharing — local authorities	323
8.4	Business ID and information sharing — confidentiality	323
8.5	Business ID and information sharing — regulations	324
9	Use of agents	324
10	Method of filing	324
11	Deduction from payment	325
12	Provision of services	325
13	Databases	326
14	Standards	326
15	Disclosure of personal information	326
16	Compensation	327
17	Not regulations	328
18	General regulations	328
19	Commencement	328
20	Short title	328

442/95 — GENERAL

DESIGNATION OF ACTS

1		329
---	-----------	-----

UNIFIED FORM

2		330
---	-----------	-----

FILING UNDER THE ONTARIO CAREER COLLEGES ACT, 2005

2.1		333
-----	-----------	-----

FILING FORMAT

3		335
---	-----------	-----

Table of Contents

	BUSINESS IDENTIFIER	
4	.....	336
	DISCLOSURE OF TAX INFORMATION	
5	.....	336
	COMPENSATION	
6	.....	337
	BUSINESS INFORMATION	
7	.....	337
8	.....	337

CORPORATIONS ACT

1	Definitions	339
1.1	Execution of documents	340
2	Application of Act	341
2.1	Continuance of social companies	341
2.2	Delegation	342
2.3	Agreements with authorized persons	343
2.4	Property of Crown	343
2.5	Signature required on letters patent, certificate, etc.	343

PART I — CORPORATIONS, INCORPORATION AND NAME (SS. 3–16)

3	[Repealed 2017, c. 20, Sched. 7, s. 6.]	344
4	Incorporation by letters patent	344
5	Supplementary letters patent	344
5.1	Filing by fax	345
5.2	Electronic version prevails	345
6	Form of Minister's records	345
6.1	Search	346
7	Sufficiency of material to be established	346
8	Evidence under oath	346
9	Variation of terms of application	346
10	Defects in form not to invalidate letters patent	346
11	[Repealed 1994, c. 27, s. 78(2).]	346
12	Commencement of existence	346
12.1	Issue of letters patent, etc.	347
13	Corporate name	347
14	Change not to affect rights, etc.	348
15	Unauthorized use of "Limited", etc.	348
16	Corrected letters patent	348

PART II — COMPANIES (SS. 17–116)

17	Incorporation	349
18	Application for incorporation	349
19	Original shareholders	349
20	Use of word "Limited"	349
21	Use of name	350
22	Use of name	350
23	Incidental powers	350
24	Loans to shareholders and directors	352

Table of Contents

25	Authorized capita	353
26	Nature of shares	353
27	More than one class of shares	353
28	Preference shares	353
29	Preference shares in series	355
30	Voting rights	355
31	Issued capital, par value shares	356
32	Issue of shares	356
33	Commission on sale of shares	356
34	Supplementary letters patent	357
35	Reduction of capital	358
36	Decrease of issued capital	358
37	Liability on decrease of issued capital	358
38	Fractional shares	359
39	Shares deemed personal estate	359
40	Transfer of shares	359
41	Register of transfers	360
42	Transfer agents	360
43	Where registers to be kept	360
44	Share certificates	360
45	Lost certificates	361
46	Contents of share certificates	361
47	Signing of share certificates	361
48	Trusts	361
49	Share warrants	361
50	Transfers valid only after registration	362
51	Notice to owner	363
52	Where consent of directors to transfer required	363
53	Transmission of deceased shareholder's shares	364
54	Calls on shares	364
55	Right to receive uncalled money	365
56	Shareholder's liability limited	365
57	Trustees, etc., not personally liable	365
58	Definition	365
59	Borrowing powers	366
60	Irredeemable securities	366
61	Copy to be filed	366
62	Power to declare dividends	366
63	Stock dividends	367
64	Closing transfer registers	367
65	Cumulative voting for directors	367
66	Removal of directors	367
67	Idem	368
68	By-laws	368
69	Payment of president and directors	368
70	Executive committee	369
71	Disclosure by directors of interests in contracts	369
72	Definitions	369
73	Report	371
74	Reports may be inspected	371

Table of Contents

75	Offence	371
76	Liability of insiders	372
77	Order to commence action	372
78	Regulations	373
79	Exception	373
80	Director [and officer] indemnified in suits respecting execution of office	373
81	Liability of directors for wages	373
82	Place of meetings	374
83	Definitions	374
84	Proxies	375
85	Mandatory solicitation of proxies	375
86	Information circular	376
87	Where ss. 85, 86(1) do not apply	376
88	Special form of proxy	377
89	Where vote by ballot not required	378
90	Regulations re contents of information circular	378
91	Trustees, etc., may vote	378
92	Joint holders of stock	378
93	Shareholders' meetings	379
94	Auditors	379
95	Qualification of auditor	380
96	Annual audit	380
96.1	Exemption from annual audit	381
97	Information to be laid before annual meeting	381
98	Statement of profit and loss	382
99	Statement of surplus	383
100	Statement of source and application of funds	384
101	Balance sheet	384
102	Notes to balance sheet	386
103	Notes to financial statement	386
104	Insignificant circumstances	387
105	Consolidated financial statement	387
106	Definitions: subsidiary company	389
107	Reserves	389
108	Approval of financial statement	389
109	Mailing of financial statement to shareholders	390
110	Comparative interim financial statement	390
111	Subsidiaries not to hold shares of holding companies	391
112	Definition	391
113	Amalgamation	392
114	Distribution of assets where winding up protracted	393
115	Private companies contravening privileges, etc.	393
116	Private company, rights of dissenting shareholders	393
	PART III — CORPORATIONS WITHOUT SHARE CAPITAL (SS. 117–133)	
117	[Repealed 2017, c. 20, Sched. 7, s. 27.]	394
118	Incorporation	394
119	Application for incorporation	394
120	Classes of membership	394
121	Applicants become members	395

Table of Contents

122	Members not liable	395
123	Number of members	395
124	Admission to membership	395
125	Voting powers of members	395
125.1	Members' meetings	395
126	[Repealed 2017, c. 20, Sched. 7, s. 32.]	395
127	Directors by virtue of their office	395
128	Memberships not transferable, termination	395
129	By-laws	396
130	By-laws respecting delegates	396
131	Supplementary letters patent	397
132	Disposition of property on dissolution	398
133	Application of Part II provisions to Part III corporations	398
	PART IV — (SS. 134–139)	
134-139	[Repealed 2017, c. 20, Sched. 7, s. 41.]	398
	PART V — INSURANCE CORPORATIONS (SS. 140–227)	
140	<i>Insurance Act</i> definitions	398
141	Application of Part	399
141.1	Application of ss. 141.2 to 141.4	399
141.2	Board of directors of insurer	400
141.3	Committees	401
141.4	Validity of decisions	401
142	Incorporation of joint stock insurance companies	401
143	Definition	401
144	Reduction of capital	402
145	Sections 165(2)–(4), 167, 168 applicable to company undertaking life insurance	403
146	Amalgamation	403
147	Amalgamation etc., of mutual corporation and joint stock corporation	403
148	Incorporation of mutual and cash-mutual insurance corporations	404
149	Incorporation of mutual fire insurance corporation	404
150	Incorporation of mutual livestock insurance corporation	405
151	Incorporation of mutual weather insurance corporation	406
152	Incorporation of cash-mutual insurance corporations	406
153	When mutual company writing on the premium note plan may become a cash-mutual corporation	406
154	When cash-mutual company may become a joint stock company	407
155	Vesting of assets and preservation of liabilities	408
156	When distribution of assets among members permitted	408
157	Application of ss. 158–173	408
158	Insured deemed member	408
159	Annual meeting	409
160	Failure to elect directors	409
161	Notice of meetings	409
162	Voting of members of mutual or cash-mutual insurance corporations	410

Table of Contents

163	Right of mere applicants	410
164		410
165	Number of directors	411
166	Filing by-laws for remuneration of directors	411
167	Terms, retirement	411
168	[Repealed 2023, c. 9, Sched. 9, s. 14.]	411
169	Manager may be a director and be paid salary	412
170	Certain persons not eligible as directors	412
171	Election of directors	412
172	Interim vacancies	412
173	Quorum of directors	412
174	Security of accountants	413
175	Amalgamation	413
176	Incorporation of fraternal societies	413
177	Organization meeting	414
178	Incorporation of foreign fraternal society	414
179	Incorporation of local branch	414
180	Amalgamation or reinsurance by fraternal society	414
181	Confirmation of amalgamation	415
182	Limit	415
183	Application of ss. 184–195	415
184	Definitions	415
185	Charter by letters patent	415
186	First meeting	415
187	Directors	416
188	Definition	416
189	Power to pass by-laws	416
190	By-laws defining rights and remedies of beneficiaries, etc.	417
191	Revenue	417
192	Contribution by parent corporation	417
193	Prohibition against member assigning interest	417
194	Special audit	417
195	Return to Minister	418
196	When charter to be forfeited for non-user or discontinuance	418
197	Definition	418
198	Information laid before annual meetings of life insurers	418
199	Statement of revenue and expenditure	419
200	Statement of surplus	419
201	Balance sheet	420
202	Notes to financial statement	421
203	Insignificant circumstances	422
204	Reserves	422
205	Auditor’s report, joint stock insurance companies and cash mutuals	422
206	Delivery of by-laws to Chief Executive Officer	423
207	Balance sheets and statements	423
208	Offence	423
209	[Repealed 2006, c. 33, Sched. O, s. 25.]	423
210	Shareholders’ directors; policyholders’ directors	423

Table of Contents

211	Conversion of joint stock life companies into mutual companies	423
212	Definitions	424
213	Application of Part VI	424
214	Winding up by order of court on application of Chief Executive Officer	424
215	Provisional liquidator appointment	425
216	Remuneration of provisional liquidator	425
217	Notice of intention to cease writing insurance or to consider voluntary liquidation	426
218	Reinsurance	426
219	[Repealed 1997, c. 19, s. 31(12).]	427
220	Termination date, where reinsurance not arranged	427
221	Publication of notice of termination date	427
222	Payment of claims for losses and preferred claims, etc.	427
223	Payment of provincial fees and taxes, etc.	428
224	Filing of statements by liquidator	428
225	Distribution of endowment and expectancy funds	428
226	[Repealed 1997, c. 19, s. 31(17).]	429
227	Books, etc., as evidence	429
	PART VI — WINDING UP (SS. 228–271)	
228	Definition	429
229	[Repealed 2017, c. 20, Sched. 7, s. 52.]	429
230	Voluntary winding up	429
231	Publication of notice of winding up	429
232	Inspectors	429
233	Vacancy in office of liquidator	430
234	Removal of liquidator	430
235	Commencement of winding up	430
236	Corporation to cease business	430
237	No proceedings against corporation after voluntary winding up except by leave	430
238	Settlement of list of contributories	430
239	Meetings of corporation during winding up	431
240	Arrangements with creditors may be authorized	431
241	Power to compromise with debtors and contributories	431
242	Power to accept shares, etc., as consideration for sale of property to another company	431
243	Winding up by court	432
244	Who may apply	432
245	Power of court	432
246	Appointment of liquidator	432
247	Costs and expenses	433
248	Commencement of winding up	433
249	Winding up after order	433
250	Meetings of members of company may be ordered	433
251	No proceedings against corporation after court winding up except by leave	433
252	Application of ss. 253–265, 268	433
253	Where no liquidator	433

Table of Contents

254	Consequences of winding up	434
255	Payment of costs and expenses	434
256	Powers of liquidators	434
257	Nature of liability of contributory	435
258	Who liable in case of death	435
259	Deposit in financial institution by liquidator	435
260	Proving claim	436
261	Application or motion for direction	436
262	Examination of persons as to estate	436
263	Proceedings by shareholders	436
264	Rights conferred by Act to be in addition to other powers	437
265	Stay of winding-up proceedings	437
266	Account of voluntary winding up to be made by liquidator to a general meeting	437
267	Order for dissolution	437
268	Where shareholder unknown	438
269	Disposal of books, etc., after winding up	438
270	Provision for discharge of liquidator and distribution by the court	438
271	Rules of procedure	439
	PART VII — CORPORATIONS, GENERAL (SS. 272–333)	
272	[Repealed 2017, c. 20, Sched. 7, s. 56.]	439
273	Incorporation subject to trusts	439
274	General corporate powers	439
275	Incidental powers	439
276	[Repealed 1994, c. 27, s. 78(9).]	439
277	Head office	439
278	[Repealed 1994, c. 27, s. 78(9).]	439
279	Seal	439
280	Contracts in writing under seal	440
281	Power of attorney by corporation	440
282	Authentication of documents, etc.	440
283	Directors	440
283.1	Directors' meetings	440
284	First directors	442
285	Change in number of directors	442
286	Qualification of directors, must be shareholders	442
287	Election of directors	442
288	Quorum of directors	443
289	President	443
290	Chair of the board	443
291	Qualification of officers	443
292	Validity of acts of directors, etc.	443
293	Annual meetings	444
294	General meetings	444
294.1	Meeting by telephonic or electronic means	444
294.2	Manner of voting	444
295	Requisition for meeting	444
296	Circulation of shareholders' resolutions, etc.	445
297	Court may direct method of holding meetings	446

Table of Contents

298	By-laws and resolutions	446
298.1	Format of documents, etc.	447
299	Minute books	447
300	Documents and registers	447
300.1	Register of interests in land in Ontario	448
301	Documents evidence	448
302	Books of account	449
303	Untrue entries	449
304	Records to be kept at head office	449
305	Records to be open for inspection	450
306	List of shareholders	450
307	Where list of shareholders to be furnished	451
308	Offence	452
309	Power of court to correct	452
310	Investigations and audits	452
311	Corporation with fewer than three shareholders or members exercising corporate powers	453
312	Bringing corporations under this Act	454
313	Transfer of Ontario corporations	454
313.1	Continuance as co-operative corporation	455
314	Rights of creditors preserved	455
315	Forfeiture for non-user	455
316	Social clubs cause for cancellation	455
317	Cancellation for sufficient cause	456
318	Proceedings after dissolution	458
319	Surrender of charter	460
320	Termination of existence of corporation not incorporated by letters patent	461
321	Liability of shareholders to creditors	461
322	Forfeiture of undisposed property	462
323	Evidence of by-laws	462
324	Service of notice	462
324.1	Notice to corporation	463
324.2	Waiver of notice and abridgement of times	463
325	Proof of matters under this Act	463
326	Reciprocal insurance	463
326.1	Minister's regulations and orders	464
326.2	Methods of issuing	465
326.3	Requirements established by Director	465
326.4	Accepting copy of notice or other document	467
326.4.1	Signatures	467
326.4.2	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	467
326.5	Corporation number	468
326.6	Forms	468
326.7	Refusal to issue letters patent, etc. if corporation in default	468
326.8	Documents may be publicly available	468
327	Regulations	469
328	Fees to be paid in advance	469
329	Appeal	469

Table of Contents

330	Untrue statements	469
331	General penalty	469
332	Aggrieved shareholders	469
333	Order for compliance	469

SCHEDULE 1 — CONVERSION OF JOINT STOCK LIFE COMPANIES INTO MUTUAL COMPANIES

181 — GENERAL

NAMES

1	[Repealed O. Reg. 397/21, s. 1.]	475
2		475
2.1		475
3		475
4		476
5		476
6		476
7		477
8		477
8.1		479
9		480
9.1		480
9.2		480
9.3		480

CAPITAL

10		480
----	-----------	-----

OBJECTS

11	[Revoked O. Reg. 625/93, s. 6.]	480
12		480

MISCELLANEOUS

13		481
14		481
15-27	[Repealed O. Reg. 402/95, s. 2; O. Reg. 192/99, s. 2; O. Reg. 248/05, ss. 5, 7, 10; O. Reg. 397/21, s. 8.]	481

INSIDER REPORTING

28		481
29		481

INFORMATION CIRCULAR

30		481
31		482

BENEFICIAL OWNERSHIP OF SHARES

32		482
----	-----------	-----

SEARCHES

33-36	[Repealed O. Reg. 192/99, s. 3; O. Reg. 397/21, s. 8.]	482
-------	--	-----

Table of Contents

393/21 — FILINGS

PART I — DOCUMENTS — CONTENT, FILING, RETENTION AND FORMAT

Applications — Content

1	Supplementary letters patent	483
2	Surrender of charter or termination of existence	483

Supporting Documents

3	Letters patent or supplementary letters patent, name of corporation	484
4	Supplementary letters patent, arrangement	484
5	Letters patent of amalgamation	484
6	Letters patent of continuation	484
7	Application for authorization	485
8	Order of revival	485
9	Order re surrender of charter or termination of existence	486
10	Consent required by another Act or regulation	486

Supporting Documents — Filing and Retention

11	Documents to be filed	486
12	Documents to be retained; file or give on notice	486

Format

13	Paper or electronic format	487
----	--------------------------------------	-----

PART II — MISCELLANEOUS

14	Seal	487
15	Public servants who may sign, etc.	487

PART III — REVOCATION AND COMMENCEMENT

16	Revocation	487
17	Commencement	487

CA NOTICES

Notice ON00228E	Filings by Insurers and Social Companies	489
-----------------	--	-----

CORPORATIONS INFORMATION ACT

INTERPRETATION

1	Definitions	493
1.1	Execution of documents	494

ADMINISTRATION

1.2	Delegation	494
1.3	Agreements with authorized persons	494
1.4	Property of Crown	495

FILINGS AND RECORDS

2	Initial return	495
3	Initial return, extra-provincial corporation	495
3.1	Annual return	496
4	Notice of change	496

Table of Contents

5	Verification	497
6	Special filing	497
6.1	[Proposed] Return re individuals with significant control	497
7	Further return or notice	497
7.1	Delivery of notices, etc.	498
7.2	Filing by fax	498
7.3	Electronic version prevails	498
8	Record	498
8.1	Information sharing	498
9	Form of records	499
10	Search, etc., of records	499
10.1	Documents may be publicly available	500
10.2	Inability to receive filings in electronic system	500
10.3	Accepting copy of notice or other document	500
10.4	Signatures	500
10.5	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	500
11	Information required by Minister	501
12	[Repealed 2017, c. 20, Sched. 6, s. 79.]	501
	ENFORCEMENT	
13	Offence	501
14	General offence	501
15	Consent to prosecute	502
16	Order for compliance	502
17	Late filing fee	502
	GENERAL	
18	Ability to sue	502
19	Certificate of Minister	503
20	Minister's certificate, etc.	503
20.1	Methods of issuing	503
21	Duty of Minister	503
21.1	Minister's regulations and orders	504
21.2	Corporations information agreement	505
21.3	Forms	505
21.4	Requirements established by Director	506
21.5	Assignment of corporation numbers to existing corporations	507
	400/21 — GENERAL	
	RETURN AND NOTICES	
1	Initial return, s. 2(1) of the Act	508
2	Initial return, s. 3(1) of the Act	508
3	Annual return, s. 3.1 of the Act	509
4	Information in annual return	510
5	Notice of change	510
6	Special filing	510
7	Information sharing	510
	FORMAT	
8	Paper or electronic format	510

Table of Contents

9	Format of supporting documents and information	511
	EFFECTIVE DATE	
10	Effective date	511
	EXEMPTIONS	
11	Exemptions from filing, exceptions	511
	MISCELLANEOUS	
12	Public servants who may sign	511
13	Prescribed persons or entities, corporations information agreement	511
	REVOCATION AND COMMENCEMENT	
14	Revocation	512
15	Commencement	512

CIA FORMS

CIA Forms	Table	513
-----------	-----------------	-----

CIA NOTICES

Notice ON00229E	Filing an Annual Return	515
Notice ON00230E	Filing an Initial Return and Notice of Change	520
Notice ON00231E	Filing an Initial Return and Notice of Change — Extra-Provincial Corporations	526

EXTRA-PROVINCIAL CORPORATIONS ACT

INTERPRETATION

1	Definitions	533
1.1	Execution of documents	534
2	Classes of extra-provincial corporations	534

ADMINISTRATION

3	Appointment of Director	535
3.1	Delegation of Director's duties and powers	535
3.2	Signature	535
3.3	Agreements with authorized persons	535
3.4	Property of Crown	536

LICENSING

4	Where licence not required	536
5	Application for licence, etc.	536
5.1	Electronic version prevails	538
5.2	Filing by fax	538
6	Where endorsement refused	538
7	Director may cancel licence	538
8	Appeal	539
9	Use of other name	539
10	Where name, etc., likely to deceive	539
11	Where contravention	540

Table of Contents

12	Where change of name or jurisdiction	540
13	Errors in licence	540
GENERAL		
14	Court order	541
15	Notice not deemed	541
16	Certificate	541
16.1	Form of Director's records	541
16.2	Documents may be publicly available	542
16.3	Inability to receive filings in electronic system	542
16.3.1	[Repealed R.S.O. 1990, c. E.27, s. 16.3.1(5).]	542
16.4	Accepting copy of notice or other document	542
16.5	Signatures	543
16.6	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	543
17	[Repealed 2017, c. 20, Sched. 6, s. 100.]	543
18	Verification by affidavit	543
19	Agent for service	543
20	Penalty	544
21	Ability to maintain action	544
22	Power to hold land	545
23	Effect of licence under previous Act	545
24	References in other Acts	545
24.1	Minister's regulations and orders	545
24.2	Forms	547
24.3	Methods of endorsing and issuing	547
24.4	Requirements established by Director	548
24.5	[Repealed R.S.O. 1990, c. E.27, s. 24.5(5).]	549
25	[Repealed 2017, c. 20, Sched. 6, s. 105.]	549

401/21 — GENERAL

PART I — NAMES

1	Application	550
2	Deceptive name	550
3	Contrary to public policy or law	550
4	Prohibited and restricted words	551
5	Connection with government, university or association	551
6	Name already proposed	551
7	Punctuation and other marks	551

PART II — DOCUMENTS AND INFORMATION — FILING, RETENTION AND FORMAT

Supporting Documents

8	Application for licence	554
9	Same, amended licence	554

Supporting Documents and Information — Filing and Retention

10	Documents to be filed	554
11	Documents to be retained; file or give on notice	554
12	Information to be filed	555

Table of Contents

	<i>Format</i>	
13	Paper or electronic format	555
14	Format of supporting documents and information	555
	PART III — EXEMPTIONS	
15	Exemptions from Act	555
16	Exemption from licence requirement	555
	PART IV — MISCELLANEOUS	
17	Public servants who may endorse or sign	556
18	Electronic version prevails	556
	PART V — REVOCATION AND COMMENCEMENT	
19	Revocations	556
20	Commencement	556

EPCA FORMS

EPCA Forms	Table	557
------------	-----------------	-----

EPCA NOTICES

Notice ON00233E	Extra-Provincial Corporations Licences and Filings	559
-----------------	--	-----

LIMITED PARTNERSHIPS ACT

1	Definitions	571
1.1	Execution of documents	571
2	Limited partnership	572
3	Formation of limited partnership	572
4	Record of limited partners	572
4.1	Inability to receive filings in electronic system	573
5	General and limited partners	573
6	Restriction in name of partnership	573
6.1	Firm name and filing declaration	574
7	Contribution of limited partner	575
8	Rights of general partners	575
9	Liability of limited partner	575
10	Rights of limited partner	575
11	Share of profits	576
12	Business dealings by limited partner with partnership	576
13	Limited partner in control of business	576
14	Limited partners' rights as between themselves	576
15	Return of limited partner's contribution	577
16	Limited partner's liability to partnership	577
17	Admission of additional limited partners	578
18	Interest assignable	578
19	Declaration of change	579
20	Ability to sue	579
21	Dissolution of limited partnership	580

Table of Contents

22	Death of limited partner	580
23	Declaration of dissolution	580
23.1	Delivery of notices	580
23.2	Documents may be publicly available	581
23.3	Cancellation of declaration	581
23.4	Errors in declaration	581
24	Settling accounts on dissolution	582
25	Declaration	582
26	Record of limited partners	583
27	Liability of limited partner	584
28	Ability to sue	584
29	Effect of false statement in declaration	585
30	Effect of false statement in record of limited partners	585
31	Liability of person mistakenly believing the person is a limited partner	585
32	Authority to sign	585
32.1	Filing in electronic format	585
33	Access to documents	586
34	Definition	586
35	Offences	587
35.0.1	Agreements with authorized persons	587
35.1	Minister's regulations and orders	588
35.1.1	[Repealed R.S.O. 1990, c. L.16, s. 35.1.1(5).]	590
35.2	Accepting copy of notice or other document	590
35.2.1	Signatures	590
35.2.2	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	590
35.3	Forms	590
36	Requirements established by Registrar	591
37	[Repealed R.S.O. 1990, c. L.16, s. 37(5).]	592

402/21 — GENERAL

PART I — NAMES

General

1	First character	593
2	Punctuation and other marks	593
3	Roman alphabet	595

Prohibited Usage

4	Contrary to public policy	596
5	Prohibited under Act	596
6	Number name	596
7	Form of organization	596

Restrictions

8	Name of individual	596
9	Restricted under Act	596
10	Connected with Crown, etc.	596
11	Post-secondary educational institution	597

Table of Contents

PART II — DOCUMENTS AND INFORMATION — CONTENT, FILING, RETENTION AND FORMAT

Declaration — Content

12	Declaration	597
13	Renewal or change, etc.	598
14	Record of limited partners	598

Supporting Documents — Retention and Filing

15	Required consent	598
16	Consents to be retained; file or give on notice	598

Format

17	Paper or electronic format	599
----	--------------------------------------	-----

Effectiveness of Filing

18	Date assigned by computer system	599
----	--	-----

PART III — REVOCATION AND COMMENCEMENT

19	Revocation	599
20	Commencement	599

406/21 — FORM FOR POWER OF ATTORNEY

1	Power of attorney	600
2	Commencement	600

LPA FORMS

LPA Forms	Table	601
-----------	-----------------	-----

LPA NOTICES

Notice ON00234E	Filings by Limited Partnerships	603
-----------------	---	-----

NOT-FOR-PROFIT CORPORATIONS ACT, 2010

PART I — INTERPRETATION, APPLICATION AND ADMINISTRATION (SS. 1–6)

1	Definitions	613
2	Interpretation re period of days	616
3	Interpretation re corporate relationships	616
4	Application	617
4.1	Execution of documents	617
5	Conflict with other law	617
6	Appointment of Director	618

PART II — INCORPORATION (SS. 7–14)

7	Articles of incorporation	618
8	Form and contents of articles	618
9	Certificate of incorporation	619
10	Assignment of corporation number	619
11	Rules re name of corporation	619

Table of Contents

12	Change of name if objectionable	620
13	Corporate seal	620
14	Registered office	620
	PART III — CAPACITY AND POWERS (SS. 15–20)	
15	Capacity, etc., of a natural person	620
16	By-law not required to confer power	621
17	By-laws	621
18	Default organizational by-laws	621
19	Indoor management rule	621
20	Contract prior to corporate existence	622
	PART IV — DIRECTORS AND OFFICERS (SS. 21–47)	
21	Directors to manage or supervise management of corporation	623
22	Number of directors	623
23	Qualifications of directors	623
24	Election and appointment of directors	623
25	Ceasing to hold office	624
26	Removal of directors	624
27	Statement of director	624
28	Filling vacancy	625
29	Deemed director, if all directors resign or are removed	625
30	Change in number of directors	626
31	Court review of election or appointment of director	626
32	Organizational meeting	626
33	Directors entitled to attend members' meetings	627
34	Directors' meetings	627
35	Resolutions	628
36	Delegation by directors	628
37	Validity of acts despite irregularities, etc.	629
38	Evidence of resolution	629
39	Directors' liability for money or property distributed or paid	629
40	Directors' liability to employees for wages, etc.	629
41	Disclosure: conflict of interest	630
42	Officers	632
43	Duties of directors and officers	632
44	Reasonable diligence defence	632
45	Consent of director at meeting	633
46	Indemnification of directors and officers	633
47	Remuneration of directors, officers and employees	634
	PART V — MEMBERS (SS. 48–62)	
48	Membership	635
49	Issuance of memberships	635
50	Termination of membership	635
51	Power to discipline or terminate a member	635
52	Calling meetings of members	636
53	Place of members' meetings	636
54	Record date	637
55	Notice of members' meetings	637
56	Member's right to submit and discuss proposals	639
57	Quorum for a members' meeting	640

Table of Contents

58	Voting	640
59	Resolution in lieu of meeting	641
60	Members may requisition meeting of members	641
61	Members' meeting called by court	641
62	No waiver of members' rights	642
	PART VI — PROXIES (SS. 63–67)	
63	Definition	642
64	Proxies	642
65	[Repealed 2017, c. 20, Sched. 8, s. 17.]	643
66	Proxyholder	643
67	Voting by mail or by telephonic or electronic means	643
	PART VII — AUDITORS (SS. 68–82)	
68	Appointment of auditor	644
69	Qualifications	644
70	Auditor, person conducting review engagement ceasing to hold position	645
71	Removal of auditor, person appointed to conduct review engagement	645
72	Filling vacancy	645
73	Court-appointed auditor	645
74	Court review of appointment of auditor	645
75	Auditor's right to attend meetings	646
76	Dispensing with audits, etc.	646
77	Annual financial review	647
78	Report on financial statements	647
79	Obligation of directors, etc., to give information	648
80	Audit committee	648
81	Notice of errors in financial statements	648
82	Qualified privilege — defamation	649
	PART VIII — FINANCIAL DISCLOSURE (SS. 83, 84)	
83	Approval of annual financial statements	649
84	Presentation of annual financial statements to members	649
	PART IX — CORPORATE FINANCE (SS. 85–91)	
85	Borrowing powers	649
86	Members' annual contribution or dues	650
87	Ownership of property	650
88	Investments by corporation	650
89	Distribution of property, etc.	650
90	Surrendered memberships	650
91	Non-liability of members	650
	PART X — RECORDS (SS. 92–102)	
92	Corporate records to be kept	651
92.1	Register of interests in land in Ontario	651
93	Location of corporate records	652
94	Directors' access to records	652
95	Members', creditors' access to records	652
96	Members' access to register of members	653

Table of Contents

97	Consents of directors to be kept	654
98	Financial statements to be kept	654
99	Access to records refused — court authorization	655
100	Form of records	655
101	Validity of unsealed documents	655
102	No deemed notice of contents	655
	PART XI — FUNDAMENTAL CHANGES (SS. 103–120)	
103	Amendment of articles	656
104	Proposal to amend	656
105	[Repealed 2006, c. 21, Sched. F, s. 10.1.]	657
106	Articles of amendment to be sent to Director	657
107	Certificate of amendment	657
108	Effect of certificate	657
109	Restated articles	657
110	Amalgamation	657
111	Member approval of amalgamation agreement	658
112	Articles of amalgamation	658
113	Effect of amalgamation	659
114	Continuance from other jurisdictions	659
115	Continuance of other Ontario bodies corporate	661
116	Continuance to other jurisdictions	662
117	Continuance as co-operative corporation	663
118	Extraordinary sale, lease or exchange	664
119	Reorganization	664
120	Arrangement	665
	PART XII — LIQUIDATION AND DISSOLUTION (SS. 121–173)	
121	Definition	666
122	Application of ss. 123 to 134 to voluntary windings up	666
123	Voluntary winding up	666
124	Inspectors	667
125	Vacancy in office of liquidator	667
126	Removal of liquidator	667
127	Commencement of winding up	667
128	Corporation to cease activities	667
129	Proceedings against corporation after voluntary winding up	667
130	List of contributories and calls	667
131	Meetings of members during winding up	668
132	Arrangements with creditors	668
133	Power to compromise with debtors and contributories	668
134	Account of voluntary winding up to be made by liquidator	668
135	Application of ss. 136 to 147 to court-ordered windings up	669
136	Winding up by court	669
137	Who may apply	669
138	Powers of court	669
139	Appointment of liquidator	670
140	Removal of liquidator	670
141	Assessment of costs, etc.	670
142	Commencement of winding up	670
143	Proceedings in winding up after order	670

Table of Contents

144	Orders following winding-up order	670
145	Proceedings against corporation after court winding up	671
146	Provision for discharge and distribution by the court	671
147	Order for dissolution	671
148	Application of ss. 149 to 165 to all windings up	671
149	No liquidator	671
150	Consequences of winding up	672
151	Costs, etc., of winding up	672
152	Powers of liquidators	672
153	Acts by more than one liquidator	673
154	Nature of liability of contributory	673
155	Liability in case of contributory's death	673
156	Deposit of money	674
157	Proving claim	674
158	Application for direction	674
159	Examination of persons as to estate	674
160	Proceedings by members	675
161	Rights conferred under Act are in addition to other powers	675
162	Stay of winding-up proceedings	675
163	Creditor unknown	675
164	Member's whereabouts unknown	675
165	Disposal of records, etc., after winding up	676
166	Voluntary dissolution	676
167	Articles of dissolution	676
168	Certificate of dissolution	678
169	Cancellation of certificate, etc., by Director	678
170	Notice of dissolution, non-filing	678
171	Proceedings after dissolution	680
172	Liability of members to creditors	682
173	Forfeiture of undisposed property	682
	PART XIII — INVESTIGATION (SS. 174–180)	
174	Investigation	683
175	Order to enter a dwelling	684
176	Powers of inspector	684
177	Court directions on investigation	684
178	Right to counsel	685
179	Exchange of information	685
180	Privilege	685
	PART XIV — REMEDIES, OFFENCES AND PENALTIES (SS. 181–194)	
181	Definition	685
182	Complainant	685
183	Derivative actions	685
184	Powers of court in derivative actions	686
185	Stay, dismissal, etc., of derivative action	686
186	Application to court to rectify records	686
187	Rights of dissenting members	687
188	Directions by court to Director	690
188.1	Refusal to endorse if corporation in default	690
189	Notice of refusal by Director	690

Table of Contents

190	Appeal from Director's decision	690
191	Compliance or restraining order	691
192	Appeals	691
193	Offence	691
194	Order to comply	692
	PART XV — GENERAL (SS. 195–210.2)	
195	Definitions	692
196	Notice, etc., given to members and directors	692
197	Notice, etc., given to corporation	692
198	Waiver of notice and abridgement of times	693
199	Corporate certificate	693
200	Search, etc., of documents kept by Director	694
201	Requirements re articles filed with the Director	694
202	Errors in certificates, etc.	695
203	Form of Director's records	695
204	Accepting copy of notice or other document	696
204.0.1	Signatures	697
204.0.2	[Proposed] Documents filed under <i>Alternative Filing Methods for Business Act, 2020</i>	697
204.1	Filing by fax	697
204.2	Electronic version prevails	697
205	Affidavits, etc., required by Director	697
206	Delegation of Director's duties and powers	697
206.1	Director's certificates, etc.	698
206.2	Agreements with authorized persons	698
206.3	Property of Crown	699
207	Transition	699
207.1	LG in C regulations	700
208	Minister's regulations	700
209	Fees	702
210	Forms	702
210.1	Methods of endorsing and issuing	702
210.2	Requirements established by Director	703
	PART XVI — (SS. 211, 212)	
211, 212	[Repealed 2023, c. 9, Sched. 22, s. 17.]	704
	PART XVII — (SS. 213–248)	
213-248	[Repealed 2006, c. 21, Sched. F, s. 10.1; 2017, c. 11, Sched. 6, s. 13(1); 2017, c. 20, Sched. 8, s. 58; 2019, c. 5, Sched. 3, s. 27; 2021, c. 4, Sched. 7, s. 15; 2021, c. 34, Sched. 3, s. 3; 2023, c. 9, Sched. 22, s. 17.]	704
	PART XVIII — COMMENCEMENT AND SHORT TITLE (SS. 249, 250)	
249	Commencement	704
250	Short title	705

Table of Contents

396/21 — CORPORATIONS SOLE — APPLICATION OF ACT AND REGULATIONS

1	Application of Act	707
2	Modifications to Act	708
3	Application of O. Reg. [395/21]	713
4	Application of O. Reg. [394/21]	713
5	Commencement	713

395/21 — GENERAL

1	Restrictions on purposes	714
2	Maximum number of words for proposal and supporting statement	714
3	Form of proxy	714
4	Report on financial statements	715
5	Financial statements	715
6	Corporate registers	715
7	Information in writing	716
8	Dissent of director	717
9	Notice of appointment to auditor, person conducting review engagement	717
10	Notice, etc., to member or director	717
11	Notice, etc., to corporation	718
12	Waiver or consent to notice, etc. under s. 198 of the Act	718
13	Financial disclosure, number of days	718
14	Commencement	718

394/21 — NAMES AND FILINGS

PART I — NAMES

1	Definition	719
2	Prohibited and restricted words and expressions	719
3	Unauthorized use of “Limited”	720
4	Use of “Incorporated”, etc.	720
5	Full name or family name	720
6	Veterans	721
7	Deceptive name	721
8	Trademark or name	721
9	Identical name	722
10	Identical name — addition or deletion of symbols, etc.	722
11	Identical name after amalgamation	722
12	Similar name to another body corporate	722
13	Similar name to trust, association, etc.	723
14	Name already proposed	723
15	Too general, etc.	723
16	Number name	723
17	First character	724
18	Punctuation and other marks	724

Table of Contents

19	Length	726
20	Direct translation	727
21	English and French forms	727
22	Legibility	727
23	Current corporate name	727

PART II — DOCUMENTS AND INFORMATION — CONTENT, FILING, RETENTION AND FORMAT

Articles — Content

24	Articles changing purposes of charitable corporation	727
----	--	-----

Supporting Documents

25	Articles re name of corporation	727
26	Articles or application, charitable property	728
27	Articles changing purposes of charitable corporation	728
28	Articles of amalgamation	728
29	Articles of continuance	728
30	Application for authorization	729
31	Articles of reorganization	729
32	Articles of arrangement	729
33	Articles of revival	729
34	Articles of incorporation, horse racing	730
35	Consent required by another Act or regulation	730

Supporting Documents and Information — Filing and Retention

36	Documents to be filed	730
37	Documents to be retained; file or give on notice	730
38	Information to be filed	731

Format

39	Paper or electronic format	731
40	Format of supporting documents and information	731

PART III — MISCELLANEOUS

41	Seal	731
42	Public servants who may sign	731
43	Notice of dissolution, non-filing	731
44	Electronic version prevails	731

PART IV — AMENDMENT AND COMMENCEMENT

45	[Proposed] Amendment	732
46	Commencement	732

NFPCA FORMS

NFPCA Forms	Table	733
-------------	-----------------	-----

NFPCA NOTICES

Notice ON00206E	Incorporating a Not-for-Profit Corporation	735
Notice ON00207E	Filing Articles of Amendment	752
Notice ON00208E	Filing Articles of Dissolution	761

Table of Contents

Notice ON00209E	Filing Articles of Amalgamation	768
Notice ON00210E	Filing Articles of Continuance	777
Notice ON00211E	Filing Restated Articles of Incorporation	788
Notice ON00212E	Filing Notice Concerning Winding Up	793
Notice ON00213E	Applying for Authorization to Continue out of the ONCA	800
Notice ON00214E	Filing Articles of Reorganization	807
Notice ON00215E	Filing Articles of Revival	815
Notice ON00235E	Filing Articles (Plan) of Arrangement and Notice to the Director	823

PARTNERSHIPS ACT

1	Definitions	833
---	-----------------------	-----

NATURE OF PARTNERSHIP

2	Partnership	833
3	Rules for determining existence of partnership	833
4	Insolvency	834
5	Meaning of “firm”	834

RELATION OF PARTNERS TO PERSONS DEALING WITH THEM

6	Power of partner to bind firm	834
7	Partners bound by acts on behalf of firm	835
8	Partner using credit of firm for private purposes	835
9	Effect of notice that firm not bound by act of partner	835
10	Liability of partners	835
11	Liability of firm for wrongs	836
12	Misapplication of money or property received for or in custody of the firm	836
13	Liability for wrongs joint and several	836
14	Improper employment of trust property for partnership purposes	836
15	Persons liable by “holding out”	836
16	Admissions and representations of partners	837
17	Notice to acting partner to be notice to the firm	837
18	Liability commences with admission to firm	837
19	Revocation of continuing guaranty by change in firm	837

RELATION OF PARTNERS TO ONE ANOTHER

20	Variation by consent of terms of partnership	837
21	Partnership property	837
22	Property bought with partnership money	838
23	Conversion of land bought with partnership money into personalty	838
24	Rules as to interests and duties of partners	838
25	Expulsion of partner	839
26	Retirement from partnership at will	839
27	Presumption of continuance after expiry of term	839
28	Duty as to rendering accounts	839
29	Accountability for private profits	839
30	Duty of partner not to compete with firm	840
31	Rights of assignee of share in partnership	840

Table of Contents

DISSOLUTION OF PARTNERSHIP	
32	Dissolution by expiry of term or notice 840
33	Dissolution by death or insolvency of partner 840
34	By illegality of business 840
35	By the court 840
36	Rights of persons dealing with firm against apparent members . . . 841
37	Right to give notice of dissolution 841
38	Continuing authority of partners for purposes of winding up 841
39	Rights of partners as to application of partnership property 841
40	Apportionment of premium on premature dissolution 842
41	Rights where partnership dissolved for fraud or misrepresentation 842
42	Right of outgoing partner as to share in profits after dissolution 842
43	Retiring or deceased partner's share to be a debt 842
44	Rules for distribution of assets on final settlement of accounts . . . 843
LIMITED LIABILITY PARTNERSHIPS	
44.1	Formation 843
44.2	Limitation on business activity 844
44.3	Business name 844
44.4	Extra-provincial limited liability partnerships 844
GENERAL	
45	Saving as to rules of equity and common law 845
46	Construction 845
OTHER FORMS AND NOTICES	
Appendix	
Notices ON00241E	Filing Methods and Requirements 847
Notice ON00242E	Searching the Public Record 852
Notice ON00243E	Approved Forms 855
Notice ON00244E	Company Key 859
Notice ON00245E	Corrected Certificates and Other Documents 861
Cost and time required to register, change or search for a business name, corporation or not-for-profit 869	
Legislative Index 877	