

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT

ONTARIO REGULATION

to be made under the

BUSINESS CORPORATIONS ACT

NAMES AND FILINGS

**PART I
NAMES**

Prohibited and restricted words and expressions

1. The following words and expressions shall not be used in a corporate name:
 1. “Amalgamated”, “fusionné” or any other related word or expression, unless the corporation is an amalgamated corporation resulting from the amalgamation of two or more corporations.
 2. “Architect”, “architecte”, “architectural”, “d’architecture” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Council of the Ontario Association of Architects.
 3. “Association”.
 4. “College”, “collège”, “institute”, “institut”, “university” or “université”, if the word would lead to the inference that the corporation is a university, college of applied arts and technology or other post-secondary educational institution, except with the written consent of the Ministry of Training, Colleges and Universities.
 5. “Condominium”, “condominial” or any abbreviation or derivation of those words, if the word would lead to the inference that the corporation is a condominium corporation created or continued under the *Condominium Act, 1998*.
 6. “Co-operative”, “coopérative” or any abbreviation or derivation of those words.
 7. “Council” or “conseil”.

8. Digits or words that would lead to the inference that the name is a number name.
9. “Engineer”, “ingénieur”, “engineering”, “génie”, “ingénierie” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Association of Professional Engineers of Ontario.
10. “Veteran”, “ancien combattant” or any abbreviation or derivation of those words, unless there has been continuous use of the name for a period of at least 20 years before the acquisition of the name.
11. Numerals indicating the year of incorporation, unless section 8 applies or it is the year of amalgamation of the corporation.
12. Any word or expression that suggests that a corporation is connected with the Crown, any member of the Royal Family, the Government of Canada, a municipality, any province or territory of Canada or any department, Ministry, branch, bureau, service, board, agency, commission or activity of any such government or municipality, except with the written consent of the appropriate authority.
13. Any word or expression that suggests that a corporation is sponsored or controlled by or is associated or affiliated with a university or an association of accountants, architects, engineers, lawyers, physicians, surgeons or any other professional association recognized by the laws of Canada or a province or territory of Canada, except with the written consent of the university or professional association.
14. Any word or expression that suggests that a corporation carries on the business of a bank, loan company, insurance company, trust company, other financial intermediary or a stock exchange that is regulated by a law of Canada or a province or territory of Canada, except with the written consent of the appropriate authority.
15. Any word or expression that suggests that a corporation is connected with a political party or leader of a political party.
16. Any word, expression or abbreviation, the use of which is prohibited or restricted under an Act or regulation of Canada or a province or territory of Canada, unless the restriction is satisfied.
17. Any word or expression that would lead to the inference that the corporation is not a business corporation to which the Act applies.
18. Any word or expression in any language that is obscene or connotes a business that is scandalous, obscene or immoral or that is otherwise objectionable on any public grounds.

19. Any word or expression that misdescribes, in any language,
- i. the business, goods or services in association with which the corporate name is used,
 - ii. the conditions under which goods or services will be produced or supplied or the persons to be employed in the production or supply of these goods or services, or
 - iii. the place of origin of the goods or services produced or supplied by the corporation.

Full name or family name

2. (1) A corporate name shall not contain a word or expression, an element of which is the full name of an individual or the family name of an individual, whether or not preceded by his or her given name or initials, unless the individual or his or her heir, executor, administrator, assign or guardian consents in writing to the use of the name and the individual has, had or will have a material interest in the business.

(2) Subsection (1) does not apply where the corporation that will use the proposed name is the successor or affiliate of a person other than an individual that has as an element of its name, the full name or family name if,

- (a) the person consents in writing to the use of the name;
- (b) where the proposed name would contravene clause 9 (1) (b) of the Act, the person undertakes in writing to dissolve forthwith or to change its name to a different name that complies with clause 9 (1) (b) of the Act before the corporation proposing to use the name starts to use it; and
- (c) the proposed name does not contravene section 5.

Deceptive name

3. (1) “Name” when used in the expression “if the use of that name would be likely to deceive” in clause 9 (1) (b) of the Act includes,

- (a) a name that would lead to the inference that the business or activities carried on or intended to be carried on by the corporation under the name or proposed name and the business or activities carried on by any other person are one business or one activity, whether or not the nature of the business or activity of each is generally the same;
- (b) a name that would lead to the inference that the corporation bearing the name or proposed name is or would be associated or affiliated with a person if the corporation and the person are not or will not be associated or affiliated; or

- (c) a name whose similarity to the name of a person would lead someone who has an interest in dealing with that person to deal with the corporation bearing the name in the mistaken belief that they are dealing with the person.

(2) In this section,

“person” means a person, whether in existence or not; (“personne”)

“use” means actual use by a person that carries on business in Canada or elsewhere. (“emploi”)

Trade-mark or name

4. (1) For the purposes of section 12 of the Act, the matters the Director may consider when determining whether a name is contrary to section 9 of the Act include,

- (a) the distinctiveness of the whole or any element of any name or trade-mark and the extent to which the name or trade-mark has become known;
- (b) the length of time the trade-mark or name has been in use;
- (c) the nature of the goods or services associated with the trade-mark or the nature of the business carried on under or associated with a name, including the likelihood of any competition among businesses using such a trade-mark or name;
- (d) the nature of the trade with which a trade-mark or name is associated, including the nature of the goods or services and the means by which they are offered or distributed;
- (e) the degree of similarity between the corporate name and any trade-mark or name in appearance or sound or in the ideas suggested by them; and
- (f) the geographic area in Ontario in which the corporate name is likely to be used.

(2) A corporate name containing a word that is the same as or similar to the distinctive element of a trade-mark or name of another body corporate shall not for that reason alone be prohibited if,

- (a) the body corporate consents to the use of the name; and
- (b) the corporate name contains additional words or expressions to differentiate it from the body corporate and other users of the trade-mark or name.

(3) In this section,

“trade-mark” means a trade-mark as defined in the *Trade-marks Act* (Canada).

Identical name

5. (1) Except as provided in subsection (2) and section 7, no corporation may acquire a name identical to the name or former name of another body corporate, whether in existence or not, unless,

- (a) the body corporate was incorporated under the laws of a jurisdiction outside Ontario and has never carried on any activities or identified itself in Ontario; or
- (b) at least 10 years have elapsed since the body corporate was dissolved or changed its name.

(2) A corporation may acquire a name identical to that of another corporation if a person who is authorized to practise law in Ontario provides a legal opinion stating that,

- (a) neither corporation is an offering corporation;
- (b) the corporations are affiliated or associated with one another or are controlled by related persons;
- (c) the corporation that acquires the name is a successor to the business of the other corporation; and
- (d) the other corporation has been dissolved or has changed its name.

Identical name - addition or deletion of symbols, etc.

6. For the purpose of acquisition of a name, the addition or deletion of punctuation marks or other symbols does not make a name different, but a name is not identical for the purposes of section 5 if words, numerals or initials are added, deleted or substituted or the legal element of the name is varied by substituting one of the other legal elements required under subsection 10 (1) of the Act or their corresponding abbreviations.

Identical name after amalgamation

7. (1) The name of a corporation formed by the amalgamation of two or more corporations may be identical to the name of one of its amalgamating corporations, if the name is not a number name.

(2) After the endorsement of articles of amalgamation, the corporation may amend its articles to change its name to a name identical to the name of one of the amalgamating corporations only if the name is not a number name and another corporation has not acquired the name in accordance with the Act and this Regulation.

Similar name to another body corporate

8. (1) A corporation may have a name similar to that of another body corporate where the corporation is affiliated with that body corporate.

(2) A corporation may have a name similar to that of another body corporate where the corporation is not or will not be affiliated with the body corporate if,

- (a) either of the following conditions is satisfied:
 - (i) the corporate name relates to a corporation that is the successor to the business of the body corporate and the body corporate has ceased or will cease to carry on business under that name, or
 - (ii) the body corporate undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name starts to use it; and
- (b) at least one of the following conditions is satisfied:
 - (i) the corporate name sets out in numerals the year of acquisition of the name in parentheses,
 - (ii) words, numerals, or initials are added to, deleted from or substituted in the corporate name, or
 - (iii) the corporate name is varied by substituting one of the legal elements required under subsection 10 (1) of the Act or their corresponding abbreviations.

Similar name to trust, association, etc.

9. A corporation may have a name similar to that of a known trust, association, partnership or sole proprietorship, or a known name under which any of them carries on business or identifies itself if,

- (a) the corporate name relates to a proposed corporation that is the successor to the business carried on under the name and the user of the name has ceased or will cease to carry on business under the name; or
- (b) the known trust, association, partnership or sole proprietor undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name starts to use it.

Name already proposed

10. No name that is identified in a Nuans report referred to in clause 18 (1) (a) as proposed shall be used as a corporate name by a person other than the one who first proposed the name unless a written consent has been obtained from that person.

Too general, etc.

11. Unless a proposed corporate name has been in continuous use for at least 20 years before the date of filing the articles or the proposed corporate name has through use acquired a meaning that renders the name distinctive, a corporate name shall not be,

- (a) too general;
- (b) only descriptive, in any language, of the quality, function or other characteristics of the goods or services in which the corporation deals or intends to deal;
- (c) primarily or only the name or surname of an individual who is living or has died within 30 years before the date of filing the articles; or
- (d) primarily or only a geographic name used alone.

First character

12. The first character of a corporate name shall be,

- (a) a letter of the Roman alphabet;
- (b) an Arabic numeral; or
- (c) one of the following marks permitted under subsection 13 (1):

! # @

Punctuation and other marks

13. (1) For the purposes of subsection 10 (3) of the Act, the following punctuation marks and other marks are the only ones permitted as part of the name of a corporation:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ”

(2) A corporate name shall not be primarily or only a combination of marks permitted under subsection (1).

(3) The following marks permitted under subsection (1) may be used only as part of a French character, and not separately:

ˆ ˘ ˆ ˘

Length

14. The name of a corporation shall not exceed 120 characters in length, including punctuation marks and spaces.

Direct translation

15. A name set out in the articles pursuant to subsection 10 (4) of the Act shall be a direct translation of the corporate name, but changes may be made to ensure that the name is idiomatically correct.

English and French forms

16. If articles set out an English form and a French form for a name of a corporation, the “/” mark shall separate the two forms of the name.

Current corporate name

17. (1) After incorporation, the current corporate name set out in the articles or other documents filed with the Director under the Act or this Regulation shall be identical to,

- (a) the name set out in the certificate of incorporation if the name has not been changed; or
- (b) the name set out in the most recent certificate changing the name otherwise.

(2) For the purposes of subsection (1), a name is not identical if there is any variation in spacing or punctuation marks or other marks.

PART II**DOCUMENTS AND INFORMATION — FILING, RETENTION AND FORMAT****SUPPORTING DOCUMENTS****Articles re name of corporation**

18. (1) Articles containing a proposed name for a corporation or change of corporate name filed with the Director shall be supported by,

- (a) an Ontario biased or weighted search report for the proposed name from the Nuans system owned by Innovation, Science and Economic Development Canada, dated not more than 90 days before the submission of the articles;
- (b) any consent or consent and undertaking related to a name required by the Act or this Regulation; and
- (c) a legal opinion described in subsection 5 (2), when one is required pursuant to that subsection.

(2) If a proposed name is in an English form and a French form, separate Nuans reports referred to in clause (1) (a) are required for the English form and the French form of the name.

Articles of amalgamation

19. Articles of amalgamation under subsection 178 (1) of the Act shall be supported by,

- (a) in the case of an amalgamation under section 175 of the Act, a copy of the signed amalgamation agreement adopted by the shareholders of each amalgamating corporation pursuant to subsection 176 (4) of the Act; and
- (b) in the case of an amalgamation under section 177 of the Act, a copy of the directors' resolutions referred to in that section.

Articles of continuance

20. (1) Articles of continuance under clause 180 (1) (a) of the Act shall be supported by,

- (a) a copy of the incorporating document of the body corporate, together with all amendments to the document, certified by the officer of the incorporating jurisdiction who is authorized to so certify;
- (b) except as provided in subsection (2), a letter of satisfaction, certificate of continuance or other document issued by the proper officer of the incorporating jurisdiction that indicates that the body corporate is authorized under the laws of the jurisdiction in which it was incorporated or continued to apply for articles of continuance; and
- (c) except in the case of a body corporate incorporated or continued under the laws of another Canadian jurisdiction, a legal opinion of a lawyer qualified to practise in the jurisdiction to which the body corporate is subject to the effect that the laws of that jurisdiction authorize the body corporate to apply for articles of continuance.

(2) Articles of continuance referred to in subsection (1) do not have to be supported by any of the documents mentioned in clause (1) (b) if,

- (a) there is no authority under the laws of the incorporating jurisdiction to issue any of the documents; and
- (b) the articles of continuance are supported by a legal opinion of a lawyer qualified to practise in that jurisdiction indicating that there is no such authority.

(3) Articles of continuance under clause 180 (1) (b) of the Act shall be supported by,

- (a) a certified copy of the special resolution referred to in subclause 180 (1) (b) (i) of the Act; or

- (b) a certified copy of the court order referred to in subclause 180 (1) (b) (ii) of the Act, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Application for authorization

21. An application for authorization to continue in another jurisdiction under section 181 of the Act shall be supported by,

- (a) a written consent from the Minister of Finance;
- (b) if the corporation is an offering corporation, a written consent from the Ontario Securities Commission; and
- (c) except in the case of continuance under the laws of another Canadian jurisdiction, a legal opinion of a lawyer qualified to practise in the other jurisdiction to the effect that the laws of that jurisdiction meet the requirements set out in subsection 181 (9) of the Act.

Articles of arrangement

22. Articles of arrangement under section 183 of the Act shall be supported by a copy of the plan of arrangement and a certified copy of the court order referred to in clause 182 (5) (f) of the Act, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Articles of reorganization

23. Articles of reorganization under subsection 186 (4) of the Act shall be supported by a certified copy of the court order made under section 248 of the Act, under the *Bankruptcy and Insolvency Act* (Canada) or under the *Companies' Creditors Arrangement Act* (Canada), as applicable, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Articles of dissolution

24. Articles of dissolution under subsection 238 (1) or (2) of the Act shall be supported by a written consent to the dissolution of the corporation, issued by the Minister of Finance.

Articles of revival

25. (1) Articles of revival under section 241 of the Act shall be supported by a written consent to the revival of the corporation issued by,

- (a) the Minister of Finance, if the corporation was dissolved by an order of the Director upon the corporation's default in compliance with notice given under subsection 241 (1) of the Act or a predecessor of that subsection;

- (b) the Ontario Securities Commission, if the corporation was dissolved by an order of the Director upon the corporation's default in compliance with notice given under subsection 241 (2) of the Act or a predecessor of that subsection;
- (c) the Minister of Finance, if,
 - (i) the corporation was dissolved by an order of the Director upon the corporation's default in compliance with notice given under subsection 241 (3) of the Act or a predecessor of that subsection, and
 - (ii) the Minister of Finance has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival;
- (d) the Minister responsible for the administration of the *Forfeited Corporate Property Act, 2015*, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival;
- (e) the Minister responsible for the administration of the *Environmental Protection Act*, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival;
- (f) the Minister responsible for the administration of the *Mining Act*, except Part IV of that Act, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival; and
- (g) the Public Guardian and Trustee, if he or she has notified the Director that if articles of revival for the corporation are submitted, the consent of the Public Guardian and Trustee to the revival must be obtained before the Director endorses the articles with a certificate of revival.

(2) Section 18 of this Regulation applies to an application for revival under section 241 of the Act if at least 10 years have elapsed since the corporation was dissolved.

(3) The Director may require the name of a corporation to be changed to a number name if the name set out in the articles of revival is not permitted under the Act or this Regulation.

SUPPORTING DOCUMENTS AND INFORMATION — FILING AND RETENTION

Documents to be filed

26. The documents referred to in the following provisions that are required to support articles and applications shall be filed together with the articles or application:

1. Section 19 (re amalgamation).
2. Section 20 (re continuance).
3. Section 21 (re authorization).
4. Section 22 (re arrangement).
5. Section 23 (re reorganization).
6. Section 24 (re dissolution).
7. Clauses 25 (1) (a) and (b) (re revival).

Documents to be retained; file or give on notice

27. (1) Subject to subsection (2), the documents referred to in the following provisions that are required to support articles shall be retained by the corporation at its registered office instead of filed together with the articles:

1. Section 18 (re name).
2. Clauses 25 (1) (c) to (g) (re revival).

(2) If the Director requires any of the documents referred to in the provisions set out in subsection (1) to be filed together with the articles, they shall be so filed, subject to any terms and conditions imposed by the Director.

(3) The corporation shall, upon receipt of and in accordance with written notice from the Director and within the time period set out in the notice, and subject to any terms and conditions imposed by the Director,

- (a) file the documents retained by the corporation pursuant to subsection (1) with the Director; or
- (b) give the documents retained by the corporation pursuant to subsection (1) to any other person specified in the notice.

Information to be filed

28. The following information shall be filed together with articles containing a proposed name for a corporation or change of corporate name:

1. The reference number of the Nuans report referred to in clause 18 (1) (a), the date of the report and the proposed name searched.
2. When a legal opinion is required pursuant to clause 18 (1) (c),
 - i. the name, address and telephone number of the lawyer providing the legal opinion and the name of his or her law firm, if any,
 - ii. the name that the corporation is acquiring, and
 - iii. confirmation that the legal opinion,
 - A. states the information required by clauses 5 (2) (a) to (d),
 - B. is signed by the lawyer providing it, and
 - C. will be kept at the corporation's registered office.

FORMAT**Paper or electronic format**

29. All articles, applications and other documents and information may be filed with the Director in paper or electronic format, in accordance with this Regulation and any applicable Director's requirements.

Format of supporting documents and information

30. All documents and information filed to support articles and applications shall be filed in the same format as the articles or application, unless the Director requires that they be filed in a different format.

**PART III
MISCELLANEOUS**

Exceptions, articles of amalgamation

31. (1) For the purposes of subclause 177 (1) (b) (ii) of the Act, articles of amalgamation may differ from the articles of the amalgamating holding corporation by providing for,

- (a) a different name; or
- (b) a different address where the registered office is to be located.

(2) For the purposes of subclause 177 (2) (b) (ii) of the Act, articles of amalgamation may differ from the articles of the amalgamating subsidiary corporations by providing for,

- (a) a different name;
- (b) a different number or minimum and maximum number of directors;
- (c) a different address where the registered office is to be located; or
- (d) imposition, variation or elimination of any restrictions on the business that the amalgamated corporation may carry on or on the powers that the amalgamated corporation may exercise.

Seal

32. If a corporation has a seal, it may set out the seal on any form in paper format.

Public servants who may sign

33. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may,

- (a) sign a document for the purposes of clause (c) of the definition of “certified copy” in subsection 1 (1) of the Act;
- (b) sign a certificate or a certified copy of a document for the purposes of section 265.3 of the Act.

Electronic version prevails

34. For the purposes of subsection 273.4 (2) of the Act, the following documents are prescribed:

1. The amalgamation agreement referred to in clause 19 (a) of this Regulation, the directors’ statements referred to in subsection 178 (2) of the Act and the directors’ resolutions referred to in clause 19 (b) of this Regulation that are required to support articles of amalgamation, as applicable.
2. The legal opinion referred to in clause 18 (1) (c) that is required to support articles containing a proposed name for a corporation or change of corporate name.
3. The legal opinions referred to in clause 20 (1) (c) and clause 20 (2) (b) and the special resolution referred to in clause 20 (3) (a) that are required to support articles of continuance, as applicable.
4. The legal opinion referred to in clause 21 (c) that is required to support an application for authorization to be continued in another jurisdiction.

5. The notices required be filed with or given to the Director under subsections 193 (4), 205 (2) and 210 (4) of the Act.

**PART IV
AMENDMENTS, REVOCATION AND COMMENCEMENT**

Amendments

35. (1) Subsection 20 (3) of this Regulation is revoked and the following substituted:

(3) Articles of continuance under clause 180 (1) (b) of the Act shall be supported by a certified copy of the special resolution mentioned in that clause.

(2) Paragraph 3 of section 34 of this Regulation is amended by striking out “clause 20 (3) (a)” and substituting “subsection 20 (3)”.

Revocation

36. Ontario Regulation 289/00, made under the Act, is revoked.

Commencement

37. [Commencement]

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CONSULTATION DRAFT

ONTARIO REGULATION

to be made under the

BUSINESS CORPORATIONS ACT

Amending Reg. 62 of R.R.O. 1990

(GENERAL)

1. Sections 1 to 18, 20 to 22.1 and 24 to 25 of Regulation 62 of the Revised Regulations of Ontario, 1990 are revoked.

2. Section 43 of the Regulation is revoked and the following substituted:

43. For the purposes of subsection 54 (5) of the Act, the maximum fee a corporation may charge for a security certificate issued in respect of a transfer is \$3.

Commencement

3. [Commencement]

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CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

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PART I
NAMES

GENERAL

First character

1. The first character of a name shown in a registration shall be,

- (a) a letter of the Roman alphabet;
- (b) an Arabic numeral; or
- (c) one of the following marks permitted under subsection 2 (1):

! # @

Punctuation and other marks

2. (1) For the purposes of subsection 4 (3) of the Act, the following are prescribed as the punctuation marks and other marks that may form part of a registered name:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ”

(2) A name shown in a registration shall not be primarily or only a combination of marks permitted under subsection (1).

(3) The following marks permitted under subsection (1) may be used only as part of a French character, and not separately:

, ^ ` ^ ”

Roman alphabet

3. If a name contains characters from an alphabet other than the Roman alphabet, the name shown in the registration shall consist of a translation of the name into a language that contains only letters from the Roman alphabet.

PROHIBITED USAGE

Contrary to public policy

4. (1) A name shown in a registration shall not include, in any language, a word or expression that is contrary to public policy, including a word or expression that is scandalous, obscene or immoral.

(2) A name shown in a registration shall not use a word or expression that would suggest that the registrant is engaged in an activity that is contrary to public policy.

Prohibited under Act

5. A name shown in a registration shall not include a word, expression or abbreviation the use of which is prohibited under an Act or regulation of Canada or Ontario.

Number name

6. A name shown in a registration shall not use Arabic numerals or a word or expression that would suggest that the name is a corporate number name.

Form of organization

7. A name shown in a registration shall not use a word or expression that would suggest that the registrant is a form of organization that the registrant is not.

RESTRICTIONS

Name of individual

8. (1) A name shown in a registration shall not include the name of a specific individual unless,

- (a) at any time before or during the period of the registration of the name, the individual has or had a material interest in the business or activity carried on by the registrant; and
- (b) the individual consents in writing to the use of his or her name.

(2) For the purpose of clause (1) (b), if the individual is deceased and his or her death occurred within 30 years before the name is registered, the heir, executor or administrator of the individual may consent in writing to the use of the individual's name.

(3) This section does not apply if the individual is deceased and his or her death occurred 30 years or more before the name is registered.

Restricted under Act

9. A name shown in a registration shall not include a word, expression or abbreviation the use of which is restricted under an Act or regulation of Canada or Ontario unless the registrant satisfies the restriction.

Connected with Crown, etc.

10. (1) Subject to subsection (2), a name shown in a registration shall not include a word or expression that suggests that the business or activity of the registrant is connected with,

- (a) the Crown in right of Canada or in right of a province;
- (b) the Government of Canada or of a territory or province;
- (c) a municipality; or
- (d) an agency of the Crown or of a government or municipality.

(2) If the registrant obtains the written consent of the applicable Crown, government, municipality or agency, a name shown in a registration may include a word or expression described in subsection (1).

Post-secondary educational institution

11. A name shown in a registration shall not include, in any language, the word “college”, “institute” or “university”, if the use of the word would suggest that the registrant is a post-secondary educational institution, unless the Minister of Training, Colleges and Universities gives written consent to the use of the word.

EXCEPTIONS

Exceptions

12. (1) Sections 1, 2, 3, 6, 7, 8, 10 and 11 do not apply with respect to a name shown in a registration if, on April 30, 1991,

- (a) the registrant was using the name; and
- (b) the registrant was not required to file a declaration under the *Partnerships Registration Act* (R.S.O. 1980, c. 371) respecting the name.

(2) Sections 1, 2, 3, 6, 7, 8, 10 and 11 do not apply with respect to a name shown in a registration,

- (a) if the registrant was using the name on April 30, 1991; and
- (b) if the registrant was required, on April 30, 1991, to file a declaration under the *Partnerships Registration Act* (R.S.O. 1980, c. 371) respecting the name before July 1, 1991.

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

Definitions

13. In this Part,

“extra-provincial limited liability partnership” has the same meaning as in subsection 1 (1) of the *Partnerships Act*; (“société à responsabilité limitée extraprovinciale”)

“limited liability partnership” has the same meaning as in subsection 1 (1) of the *Partnerships Act*. (“société à responsabilité limitée”)

FORMS FOR REGISTRATION — CONTENT

Individual

14. (1) To register a name under the Act, an individual shall set out the following information on a form approved by the Registrar:

1. The name to which the form relates.
2. An indication that the form is for a new registration.
3. If the individual has a place of business in Ontario, the address of the principal place of business of the individual in Ontario, including the municipality, street and number, if any, and postal code.
4. If the individual does not have a place of business in Ontario, the address of the principal place of business of the individual outside Ontario, including the municipality, street and number, if any, and postal code.
5. A code from the North American Industry Classification System, as amended from time to time, indicating a description of the activity being carried out under the name.
6. An indication that the individual is carrying out the activity in sole proprietorship.
7. The name of the individual in full.
8. The address for service of the individual, including the municipality, street and number, if any, and postal code.
9. If submission of the form is approved by the individual, an indication that it is the individual named under paragraph 7.

10. If submission of the form is approved on behalf of the individual by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(2) To amend, renew or cancel a registration of a name, an individual shall set out the following information on a form approved by the Registrar:

1. The business identification number assigned by the Registrar to the registration.
2. The name to which the form relates.
3. An indication whether the form is for a renewal, amendment or cancellation of a registration.
4. Any changes to the information set out in the registration, if the form is for an amendment of a registration.
5. The name of the individual in full.
6. If submission of the form is approved by the individual, an indication that it is the individual named under paragraph 5.
7. If submission of the form is approved on behalf of the individual by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(3) The submission of a form mentioned in subsection (1) or (2) can be approved on behalf of the individual by an attorney acting under a power of attorney.

Partnership

15. (1) To register the firm name of a partnership, the persons associated in the partnership shall set out the following information on a form approved by the Registrar:

1. The firm name followed by,
 - i. if the partnership is a limited liability partnership governed under the laws of Ontario, the words “limited liability partnership” or “société à responsabilité limitée” or the abbreviations “LLP”, “L.L.P.” or “s.r.l.” as required by subsection 44.3 (3) of the *Partnerships Act*, or
 - ii. if the partnership is an extra-provincial limited liability partnership, the words or abbreviations, if any, that identify the partnership as a limited liability

partnership and that are required by the laws of the jurisdiction under which the partnership is governed.

2. An indication that the form is for a new registration.
3. If the partnership has a place of business in Ontario, the address of the principal place of business of the partnership in Ontario, including the municipality, street and number, if any, and postal code.
4. If the partnership does not have a place of business in Ontario, the address of the principal place of business of the partnership outside Ontario, including the municipality, street and number, if any, and postal code.
5. A code from the North American Industry Classification System, as amended from time to time, indicating a description of the activity being carried out under the firm name and, if the partnership is a limited liability partnership or extra-provincial limited liability partnership, the code from the System that indicates the practice of a profession governed by an Act in accordance with section 44.2 of the *Partnerships Act*.
6. The number of partners.
7. For each partner that is an individual or an entity other than an entity mentioned in paragraph 8 or 9, the partner's full name and address for service, including the municipality, street and number, if any, and postal code.
8. For each partner that is a corporation, the corporate name, the Ontario corporation number, and an acknowledgement that the address of the corporation's registered or head office shown in the records maintained by the Ministry will form part of the registration.
9. For each partner that is a partnership that has been assigned a business identification number, the number assigned to the partnership, the firm name and an acknowledgement that the address of the principal place of business of the partnership shown in the records maintained under subsection 1.1 (3) of the Act will form part of the registration.
10. If submission of the form is approved on behalf of the partnership by a partner, an indication as to which partner named under paragraph 7, 8 or 9 and, if the partner is not an individual, the full name and position of the individual representing the partner.
11. If submission of the form is approved on behalf of the partnership by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not

an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

12. In the case of a limited liability partnership, an indication whether it is a limited liability partnership governed under the laws of Ontario or an extra-provincial limited liability partnership and, in the case of an extra-provincial limited liability partnership, the jurisdiction under whose laws the partnership is governed.

(2) To amend, renew or cancel a registration of the firm name of a partnership, the persons associated in the partnership shall set out the following information on a form approved by the Registrar:

1. The business identification number assigned by the Registrar to the registration.
2. The firm name.
3. An indication whether the form is for a renewal, amendment or cancellation of a registration.
4. Any changes to the information set out in the registration, if the form is for an amendment of a registration.
5. If submission of the form is approved on behalf of the partnership by a partner, the full name of that partner and, if the partner is not an individual, the full name and position of the individual representing the partner.
6. If submission of the form is approved on behalf of the partnership by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(3) If a registration sets out an English form and a French form for the firm name of a limited liability partnership governed under the laws of Ontario, the “/” mark shall separate the two forms of the firm name.

(4) The submission of a form mentioned in subsection (1) or (2) can be approved on behalf of the partnership by one of the partners or by an attorney acting under a power of attorney.

Designated partner

16. (1) A partner who approves the submission of a form mentioned in subsection 15 (1) or (2) on behalf of a partnership shall be known as a designated partner if more than 10 persons are associated in the partnership and either the partnership has a principal place of business in Ontario or the partner has an address for service in Ontario.

(2) A designated partner may omit from the form the information required by paragraphs 7, 8 and 9 of subsection 15 (1) for persons who are associated in the partnership other than the designated partner if the requirements of subsections (3) to (8) are met.

(3) Subject to subsection (4), a designated partner shall maintain at the principal place of business of the partnership in Ontario,

(a) a record showing,

- (i) the persons associated in the partnership who carry out the business of the partnership in Ontario,
- (ii) the information required by paragraphs 7, 8 and 9 of subsection 15 (1) respecting each of them, and
- (iii) the date on which each of them became associated in the partnership; and

(b) a record showing,

- (i) the persons who were associated in the partnership on or after May 1, 1991, who carried out the business of the partnership in Ontario and who subsequently left the partnership, and
- (ii) the period during which each person was associated in the partnership.

(4) If the partnership does not have a principal place of business in Ontario, the designated partner shall maintain the records mentioned in clauses (3) (a) and (b) at the designated partner's address for service in Ontario.

(5) A designated partner may delete from the records information concerning a person who has left the partnership once six years have elapsed after the departure.

(6) Upon request and without charge, any partner shall permit a person to inspect the records during the normal business hours of the partnership or, if applicable, of the designated partner's address for service in Ontario and to make copies or take extracts from them.

(7) Upon request and without charge, any partner shall provide a person with a copy of the records.

(8) Upon delivery of a written notice from the Registrar, any partner shall provide a copy of the records, within the time period set out in the notice, to the Registrar or to such other person as the notice specifies.

(9) If a copy of the records is not provided in accordance with subsection (8), the Registrar may give notice to the registrant under subsection 4 (5) of the Act requiring that the information required by paragraphs 7, 8 and 9 of subsection 15 (1) respecting each partner associated in the partnership be set out in an amended registration within the time period set out in the notice.

Partnership, non-firm name

17. (1) To register a name other than the firm name of a partnership, the persons associated in the partnership shall set out the following information on a form approved by the Registrar:

1. The name to which the form relates.
2. An indication that the form is for a new registration.
3. If the partnership has a place of business in Ontario where it uses the name, the address of a place of business that the partnership has in Ontario where it uses the name, including the municipality, street and number, if any, and postal code.
4. A code from the North American Industry Classification System, as amended from time to time, indicating a description of the activity being carried out under the name.
5. An indication as to the type of partnership.
6. The firm name.
7. The business identification number assigned by the Registrar to the registration of the firm name.
8. If submission of the form is approved on behalf of the partnership by a partner, the full name of that partner and, if the partner is not an individual, the full name and position of the individual representing the partner.
9. If submission of the form is approved on behalf of the partnership by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(2) To amend, renew or cancel a registration of a name other than the firm name of a partnership, the persons associated in the partnership shall set out the following information on a form approved by the Registrar:

1. The name to which the form relates.
2. The business identification number assigned by the Registrar to the registration of the name to which the form relates.

3. An indication whether the form is for a renewal, amendment or cancellation of a registration.
4. Any changes to the information set out in the registration, if the form is for an amendment of a registration.
5. The firm name.
6. The business identification number assigned by the Registrar to the registration of the firm name.
7. If submission of the form is approved on behalf of the partnership by a partner, the full name of that partner and, if the partner is not an individual, the full name and position of the individual representing the partner.
8. If submission of the form is approved on behalf of the partnership by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(3) The submission of a form mentioned in subsection (1) or (2) can be approved on behalf of the partnership by,

- (a) one of the partners, other than a limited partner in a limited partnership; or
- (b) an attorney acting under a power of attorney.

Corporation

18. (1) To register a name under the Act, a corporation shall set out the following information on a form approved by the Registrar:

1. The name to which the form relates.
2. An indication that the form is for a new registration.
3. If the corporation has a place of business in Ontario, the address of the principal place of business of the corporation in Ontario, including the municipality, street and number, if any, and postal code.
4. If the corporation does not have a place of business in Ontario, the address of the principal place of business of the corporation outside Ontario, including the municipality, street and number, if any, and postal code.

5. A code from the North American Industry Classification System, as amended from time to time, indicating a description of the activity being carried out under the name.
6. The name of the corporation.
7. The Ontario corporation number.
8. If submission of the form is approved on behalf of the corporation by a director or officer of the corporation, the full name of that individual and an acknowledgement that the address for service of that individual shown in the records maintained by the Ministry will form part of the registration.
9. If submission of the form is approved on behalf of the corporation by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(2) To amend, renew or cancel a registration of a name, a corporation shall set out the following information on a form approved by the Registrar:

1. The business identification number assigned by the Registrar to the registration.
2. The name to which the form relates.
3. An indication whether the form is for a renewal, amendment or cancellation of a registration.
4. Any changes to the information set out in the registration, if the form is for an amendment of a registration.
5. The name of the corporation.
6. The Ontario corporation number.
7. If submission of the form is approved on behalf of the corporation by an officer or director of the corporation, the full name of that individual and an acknowledgement that the address for service of that individual shown in the records maintained by the Ministry will form part of the registration.
8. If submission of the form is approved on behalf of the corporation by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(3) The submission of a form mentioned in subsection (1) or (2) can be approved on behalf of the corporation by,

- (a) an officer or director of the corporation; or
- (b) an attorney acting under a power of attorney.

Extra-provincial limited liability company

19. (1) To register its company name under the Act, an extra-provincial limited liability company as defined in subsection 2.1 (1) of the Act shall set out the following information on a form approved by the Registrar:

1. The name of the company for registration, including the words or abbreviations identifying the company as a limited liability company as required by the laws of the jurisdiction under which the company is governed.
2. An indication that the form is for a new registration.
3. If the company has a place of business in Ontario, the address of the principal place of business of the company in Ontario, including the municipality, street and number, if any, and postal code.
4. If the company does not have a place of business in Ontario, the address of the principal place of business of the company outside Ontario, including the municipality, street and number, if any, and postal code.
5. A code from the North American Industry Classification System, as amended from time to time, indicating a description of the activity being carried out under the name.
6. An indication that the company is an extra-provincial limited liability company.
7. The jurisdiction under whose laws the company is governed.
8. If submission of the form is approved on behalf of the company by a general manager or representative of the company, the full name and address for service of that individual, or if the representative is not an individual, the full name and position of the individual representing the entity.
9. If submission of the form is approved on behalf of the company by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(2) To amend, renew or cancel a registration of a name, an extra-provincial limited liability company described in subsection (1) shall set out the following information on a form approved by the Registrar:

1. The business identification number assigned by the Registrar to the registration.
2. The name of the company.
3. An indication whether the form is for a renewal, amendment or cancellation of a registration.
4. Any changes to the information set out in the registration, if the form is for an amendment of a registration.
5. If submission of the form is approved on behalf of the company by a general manager or representative of the company, the full name and address for service of that individual, or if the representative is not an individual, the full name and position of the individual representing the entity.
6. If submission of the form is approved on behalf of the company by an attorney, the full name and address for service in Ontario of the attorney and, if the attorney is not an individual, the Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

(3) The submission of a form mentioned in subsection (1) or (2) can be approved on behalf of the company by,

- (a) a general manager or representative of the company; or
- (b) an attorney acting under a power of attorney.

SUPPORTING DOCUMENTS — RETENTION AND FILING

Required consent

20. A form filed for registration under section 4 of the Act shall be supported by any consent related to the registration that is required by this Regulation.

Consents to be retained; file or give on notice

21. (1) Subject to subsection (2), the consents referred to in section 20 shall be retained by the registrant, instead of filed together with the form, as follows:

1. In the case of a registrant that is an individual or an entity other than an entity mentioned in paragraph 2 or 3, at the principal place of business in Ontario or, where

there is not a principal place of business in Ontario, at the principal place of business outside Ontario.

2. In the case of a registrant that is a partnership that does not have a principal place of business in Ontario but does have a designated partner under section 16, at the designated partner's address for service in Ontario.
3. In the case of a registrant that is a corporation with a registered or head office in Ontario, at the registered or head office address.

(2) If the Registrar requires any of the consents referred to in section 20 to be filed together with the form, they shall be so filed, subject to any terms and conditions imposed by the Registrar.

(3) The registrant shall, upon receipt of and in accordance with written notice from the Registrar and within the time period set out in the notice, and subject to any terms and conditions imposed by the Registrar,

- (a) file the consents retained by the registrant pursuant to subsection (1) with the Registrar; or
- (b) give the consents retained by the registrant pursuant to subsection (1) to any other person specified in the notice.

FORMAT

Paper or electronic format

22. All forms filed for registration and other documents and information may be filed with the Registrar in paper or electronic format, in accordance with this Regulation and any applicable Registrar's requirements.

Format of supporting documents and information

23. All documents and information filed to support forms filed for registration shall be filed in the same format as the form, unless the Registrar requires that they be filed in a different format.

EFFECTIVENESS OF REGISTRATION

Date assigned by computer system

24. For the purposes of subsection 4 (1.1) of the Act, a registration is accepted for registration by the Registrar on the date assigned by the computer system that the Registrar has established for registrations.

**PART III
EXEMPTION FROM SECTION 2 OF THE ACT**

Exemption

25. (1) Subsection 2 (6) of the Act does not apply with respect to corporations carrying on business in Ontario, or identifying themselves to the public in Ontario, in any form of partnership or business association, if,

- (a) the partnership or association consists of at least two corporations;
- (b) the name of the partnership or association is registered under the Act; and
- (c) the partnership or association complies with subsection (2).

(2) The name of the partnership or business association, together with the words “Registered Name”, “nom enregistré”, “Reg’d Name” or “nom enr.” shall be set out in all contracts, invoices, negotiable instruments and orders involving goods or services issued or made by the partnership or association.

**PART IV
MISCELLANEOUS**

Duties of Registrar, names

26. Upon payment of the applicable fee and receipt of the applicable form filed in accordance with the Act, this Regulation and any applicable Registrar’s requirements, the Registrar shall register a name, or amend, renew or cancel the registration of a name.

Duties of Registrar, certificates etc.

27. (1) Upon payment of the applicable fee, the Registrar shall issue to any person who makes a request a certificate stating that a name is not registered.

(2) Upon payment of the applicable fee, the Registrar shall issue to any person who makes a request a certified copy of the record with respect to any name registered.

Retention and destruction of records

28. (1) This section applies with respect to records maintained under the Act and records maintained by the Registrar for declarations filed under the *Limited Partnerships Act*.

(2) The Registrar may authorize the destruction of documents that form the record with respect to a name registered if the Registrar has entered the registration information in the computer system that the Registrar has established for registrations.

(3) Despite the revocation of Ontario Regulation 121/91 (General) made under the Act, section 9 of that Regulation continues to apply in respect of documents that the Registrar microfilmed before the revocation.

Public servants who may sign

29. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may sign a certificate or certified copy for the purposes of subsection 8 (2) of the Act.

**PART V
REVOCATION AND COMMENCEMENT**

Revocation

30. Ontario Regulation 121/91 and Ontario Regulation 122/91, made under the Act, are revoked.

Commencement

31. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the content, structure, form and wording of the consultation draft are subject to change, and to editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT

[Bilingual]

ONTARIO REGULATION

to be made under the

BUSINESS NAMES ACT

Revoking O. Reg. 18/07

(REFUND OF FEE FOR ELECTRONIC APPLICATION FOR NEW REGISTRATION)

Revocation

- 1. Ontario Regulation 18/07 is revoked.**

[Commencement]

- 2. [Commencement]**

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

CORPORATIONS ACT**FILINGS****PART I****DOCUMENTS — CONTENT, FILING, RETENTION AND FORMAT****APPLICATIONS — CONTENT****Supplementary letters patent**

1. (1) Where an application for supplementary letters patent is made under clause 34 (1) (b) or 131 (1) (b) of the Act, the application shall contain a statement that the corporation is not insolvent within the meaning of subsection (3) of this section.

(2) Where the application is one to which section 35 of the Act applies, the application shall contain a statement that the corporation is not insolvent and, after the issue of the supplementary letters patent, will not be insolvent within the meaning of subsection (3) of this section.

(3) For the purposes of this section, a corporation is insolvent if its liabilities exceed the realizable value of its assets or if the corporation is unable to pay its debts as they become due.

Surrender of charter or termination of existence

2. An application for an order accepting the surrender of a charter of a corporation under subsection 319 (1) of the Act or for an order terminating the existence of a corporation under section 320 of the Act shall, if either of the following circumstances exist, include a statement to that effect:

1. A shareholder or member is unknown or the shareholder's or member's whereabouts is unknown and the corporation, pursuant to subsection 319 (3) or section 320 of the Act, has delivered or conveyed the shareholder's or member's share of the property to the Public Guardian and Trustee to be held in trust for the shareholder or member.

2. A creditor is unknown or his, her or its whereabouts is unknown and the corporation, pursuant to subsection 319 (4) or section 320 of the Act, has paid to the Public Guardian and Trustee an amount equal to the amount of the debt due to the creditor to be held in trust for the creditor.

SUPPORTING DOCUMENTS

Letters patent or supplementary letters patent, name of corporation

3. (1) An application for letters patent or supplementary letters patent containing a proposed name for a corporation or change of corporate name filed with the Minister shall be supported by,
 - (a) an Ontario biased or weighted search report for the proposed name from the Nuans system owned by Innovation, Science and Economic Development Canada, dated not more than 90 days before the submission of the application; and
 - (b) any consent or consent and undertaking related to a name required by the Act or Regulation 181 of the Revised Regulations of Ontario, 1990 (General) made under the Act.
- (2) If a proposed name is in an English form and a French form, separate Nuans reports referred to in clause (1) (a) are required for the English form and the French form of the name.

Supplementary letters patent, arrangement

4. An application for supplementary letters patent in respect of an arrangement under section 112 of the Act shall be supported by a copy of the plan of arrangement and a certified copy of the court order referred to in subsection 112 (4) of the Act, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Letters patent of amalgamation

5. An application for letters patent of amalgamation under subsection 113 (4) of the Act shall be supported by a copy of the signed amalgamation agreement, certified by the secretary of each of the amalgamating corporations in accordance with subsection 113 (3) of the Act.

Letters patent of continuation

6. (1) An application for letters patent of continuation under subsection 312 (1) of the Act shall be supported by,
 - (a) a copy of the incorporating document of the corporation, together with all amendments to the document, which, in the case of a document other than an Act, have been certified by the officer who is authorized to so certify; and

- (b) a certified copy of the resolution of the shareholders or members or of an extract from the minutes of a general meeting of the shareholders or members indicating,
 - (i) approval of the application by special resolution, and
 - (ii) where applicable, cancellation of all shares of the corporation upon issuance of the letters patent of continuation.

(2) An application for letters patent of continuation under subsection 312 (3) of the Act shall be supported by,

- (a) a copy of the incorporating document of the corporation, together with all amendments to the document, certified by the officer of the incorporating jurisdiction who is authorized to so certify;
- (b) except as provided in subsection (3), a letter of satisfaction, certificate of continuance or other document issued by the proper officer of the incorporating jurisdiction that indicates that the corporation is authorized under the laws of the jurisdiction in which it was incorporated or continued to apply for letters patent of continuation; and
- (c) except in the case of a corporation incorporated or continued under the laws of another Canadian jurisdiction, a legal opinion of a lawyer qualified to practise in the jurisdiction to which the corporation is subject to the effect that the laws of that jurisdiction authorize the corporation to apply for letters patent of continuation.

(3) An application for letters patent of continuation referred to in subsection (2) does not have to be supported by any of the documents mentioned in clause (2) (b) if,

- (a) there is no authority under the laws of the incorporating jurisdiction to issue any of the documents; and
- (b) the application is supported by a legal opinion of a lawyer qualified to practise in that jurisdiction indicating that there is no such authority.

Application for authorization

7. Except in the case of continuation under the laws of another Canadian jurisdiction, an application for authorization to be continued in another jurisdiction under subsection 313 (1) of the Act shall be supported by a legal opinion of a lawyer qualified to practise in the other jurisdiction to the effect that the laws of that jurisdiction provide that,

- (a) the corporation's property continues as its property;
- (b) the corporation continues to be liable for its obligations;

- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) the corporation may continue to prosecute or defend a civil, criminal or administrative action or proceeding being prosecuted by or against it; and
- (e) a conviction, ruling, order or judgment against the corporation may be enforced against it and a ruling, order or judgment in favour of the corporation may be enforced by it.

Order of revival

8. (1) An application for an order of revival under subsection 317 (14) of the Act shall be supported by a written consent to the revival of the corporation issued by,

- (a) the Minister responsible for the administration of the *Forfeited Corporate Property Act, 2015*, if that Minister has notified the Minister as defined in section 1 of the *Corporations Act* that if an application for an order to revive the corporation is submitted, the consent of the Minister responsible for the administration of the *Forfeited Corporate Property Act, 2015* to the revival must be obtained before the order is issued;
- (b) the Minister responsible for the administration of the *Environmental Protection Act*, if that Minister has notified the Minister as defined in section 1 of the *Corporations Act* that if an application for an order to revive the corporation is submitted, the consent of the Minister responsible for the administration of the *Environmental Protection Act* to the revival must be obtained before the order is issued;
- (c) the Minister responsible for the administration of the *Mining Act*, except Part IV of that Act, if that Minister has notified the Minister as defined in section 1 of the *Corporations Act* that if an application for an order to revive the corporation is submitted, the consent of the Minister responsible for the administration of the *Mining Act*, except Part IV of that Act, to the revival must be obtained before the order is issued;
- (d) the Public Guardian and Trustee, if he or she has notified the Minister as defined in section 1 of the *Corporations Act* that if an application for an order to revive the corporation is submitted, the consent of the Public Guardian and Trustee to the revival must be obtained before the order is issued; and
- (e) the Minister of Finance, if the corporation is a company.

(2) If at least 10 years have elapsed since a corporation was dissolved, an application for an order to revive the corporation under subsection 317 (14) of the Act shall be supported by,

- (a) a Nuans report referred to in clause 3 (1) (a) of this Regulation; and

(b) a consent or consent and undertaking referred to in clause 3 (1) (b) of this Regulation.

(3) The Minister may require the name of a corporation to be changed to a number name if the name set out in the application for an order to revive the corporation is not permitted under the Act or Regulation 181 of the Revised Regulations of Ontario, 1990 (General) made under the Act.

Order re surrender of charter or termination of existence

9. An application for an order accepting the surrender of a charter of a corporation under subsection 319 (1) of the Act or for an order terminating the existence of a corporation under section 320 of the Act shall be supported by,

- (a) in the case of a company, a written consent from the Ministry of Finance; and
- (b) in the case of a company that is a reporting issuer under the *Securities Act*, a written consent from the Ontario Securities Commission.

Consent required by another Act or regulation

10. An application filed with the Minister shall be supported by any approval or consent, in writing, that may be required by another Act or a regulation made under that Act.

SUPPORTING DOCUMENTS — FILING AND RETENTION

Documents to be filed

11. The documents referred to in the following provisions that are required to support applications shall be filed together with the application:

1. Clause 3 (1) (a) (re name of corporation).
2. Section 4 (re arrangement).
3. Section 5 (re amalgamation).
4. Section 6 (re continuation).
5. Section 7 (re authorization).
6. Clause 8 (1) (e) (re revival).
7. Section 9 (re surrender of charter or termination of existence).

Documents to be retained; file or give on notice

12. (1) Subject to subsection (2), the documents referred to in the following provisions that are required to support applications shall be retained by the corporation at its registered office instead of filed together with the application:

1. Clause 3 (1) (b) (re name of corporation).
2. Clauses 8 (1) (a) to (d) (re revival).
3. Section 10 (approval or consent required under another Act or regulation).

(2) If the Director requires any of the documents referred to in the provisions set out in subsection (1) to be filed together with the application, they shall be so filed, subject to any terms and conditions imposed by the Director.

(3) The corporation shall, upon receipt of and in accordance with written notice from the Director and within the time period set out in the notice, and subject to any terms and conditions imposed by the Director,

- (a) file the documents retained by the corporation pursuant to subsection (1) with the Minister; or
- (b) give the documents retained by the corporation pursuant to subsection (1) to any other person specified in the notice.

FORMAT

Paper format, exception

13. All applications and other documents and information filed with the Minister shall, in accordance with the Regulations and any applicable Director's requirements, be filed in paper format unless the Director requires them to be filed in an electronic format approved by the Director.

PART II MISCELLANEOUS

Seal

14. If a corporation has a seal, it may set out the seal on any form in paper format.

Public servants who may sign, etc.

15. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may,

- (a) sign letters patent, supplementary letters patent, orders, certificates or certified copies for the purposes of subsection 2.5 (1) of the Act;

- (b) certify a report reproduced from the records maintained by the Minister for the purposes of clause 6 (2) (b) of the Act; and
- (c) take evidence under oath for the purposes of section 8 of the Act.

PART III
REVOCATION AND COMMENCEMENT

Revocation

16. Ontario Regulation 244/05, made under the Act, is revoked.

Commencement

17. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the content, structure, form and wording of the consultation draft are subject to change, and to editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**[Bilingual]****ONTARIO REGULATION**

to be made under the

CORPORATIONS ACT

Amending Reg. 181 of R.R.O. 1990

(GENERAL)

1. Section 1 of Regulation 181 of the Revised Regulations of Ontario, 1990 is revoked.

2. Section 2 of the Regulation is revoked and the following substituted:

2. No name that is identified in a Nuans report referred to in clause 3 (1) (a) of Ontario Regulation **[insert O. Reg. # for [CA Filings Regulation] on filing of this regulation]** (Filings) made under the Act as proposed shall be used as a corporate name by a person other than the one who first proposed the name unless a written consent has been obtained from that person.

3. (1) Paragraph 1 of subsection 3 (1) of the Regulation is amended by striking out “in French”.

(2) Paragraphs 3 and 4 of subsection 3 (1) of the Regulation are revoked and the following substituted:

3. “College”, “collège”, “institute”, “institut”, “university” or “université”, if the word would lead to the inference that the corporation is a university, college of applied arts and technology or other post-secondary educational institution, except with the written consent of the Ministry of Training, Colleges and Universities.
4. “Engineer”, “ingénieur”, “engineering”, “génie” or “ingénierie” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Association of Professional Engineers of Ontario.

(3) Paragraph 6 of subsection 3 (1) of the Regulation is amended by striking out “the Secretary of State” at the end and substituting “the Government of Canada”.

4. Section 4 of the Regulation is amended by adding the following subsection:

(2) After the issuance of letters patent of amalgamation, the corporation may amend its letters patent to change its name to a name identical to the name of one of the amalgamating corporations only if another corporation has not acquired the name in accordance with the Act and this Regulation.

5. Section 8 of the Regulation is revoked and the following substituted:

8. (1) Only letters from the Roman alphabet or Arabic numerals or a combination of them, and punctuation marks and other marks permitted under subsection (2), may form part of the name of a corporation.

(2) The following punctuation marks and other marks are the only ones permitted as part of the name of a corporation:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ..

(3) A corporate name shall not be primarily or only a combination of marks permitted under subsection (2).

(4) The following marks permitted under subsection (2) may be used only as part of a French character, and not separately:

, ^ ^ ..

8.1 The first character of a corporate name shall be,

- (a) a letter of the Roman alphabet;
- (b) an Arabic numeral; or
- (c) one of the following marks permitted under subsection 8 (2):

! # @

6. Section 9 of the Regulation is revoked and the following substituted:

9. The name of a corporation shall not exceed 120 characters in length, including punctuation marks and spaces.

9.1 A name set out in the letters patent or supplementary letters patent of a corporation pursuant to section 22 of the Act shall be a direct translation of the corporate name, but changes may be made to ensure that the name is idiomatically correct.

9.2 If letters patent or supplementary letters patent set out an English form and a French form for a name of a corporation, the “/” mark shall separate the two forms of the name.

9.3 (1) After incorporation, the current corporate name set out in the letters patent, supplementary letters patent or other documents filed with the Minister under the Act or the Regulations shall be identical to,

- (a) the name set out in the letters patent if the name has not been changed; or
- (b) the name set out in the most recent letters patent or supplementary letters patent changing the name.

(2) For the purposes of subsection (1), a name is not identical if there is any variation in spacing or punctuation marks or other marks.

7. Section 12 of the Regulation is revoked and the following substituted:

12. The proposed objects of a corporation shall not include dog racing, but may include the breeding of racing dogs.

8. Subsections 15 (2), (3) and (5), sections 16 and 16.1, subsections 19 (2), (3) and (4), subsections 23 (1) and (3), section 24, subsection 27 (2) and section 33 of the Regulation are revoked.

[Commencement]

9. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

CORPORATIONS INFORMATION ACT**GENERAL**

RETURNS AND NOTICES

Initial return, s. 2 (1) of the Act

1. (1) An initial return under subsection 2 (1) of the Act shall set out the following information in respect of a corporation:

1. The name of the corporation.
2. The Ontario corporation number of the corporation.
3. The date of the corporation's incorporation or amalgamation, whichever is the most recent.
4. The names and addresses for service of the corporation's directors, including municipality, street and number, if any, and postal code.
5. The date on which each director became a director and, where applicable, the date on which a director ceased to be a director.
6. If the corporation is a corporation with share capital, a statement as to whether each director is or is not a resident Canadian.
7. The names and addresses for service, including municipality, street and number, if any, and postal code, of the corporation's five most senior officers.
8. The date on which each person referred to in paragraph 7 became a senior officer, and, where applicable, the date on which a person ceased to be a senior officer.

9. The address of the corporation's head or registered office, including municipality, street and number, if any, and postal code.

(2) For the purposes of paragraph 3 of subsection (1), the date of incorporation of a corporation that has been continued in Ontario from another jurisdiction is the date of its incorporation in its original jurisdiction.

Initial return, s. 3 (1) of the Act

2. An initial return under subsection 3 (1) of the Act shall set out the following information in respect of an extra-provincial corporation:

1. The name of the corporation.
2. The Ontario corporation number of the corporation, if any.
3. The date of the corporation's incorporation or amalgamation, whichever is the most recent.
4. The name of the jurisdiction in which the corporation was incorporated, continued or amalgamated, whichever is the most recent.
5. The address of the corporation's head or registered office, including municipality, street and number, if any, and postal code.
6. An indication as to whether the corporation is a corporation with or without share capital.
7. The date on which the corporation commenced activities in Ontario, and, where applicable, the date on which it ceased activities in Ontario.
8. The name and address for service of the corporation's chief officer or manager in Ontario, if any, including municipality, street and number, if any, and postal code.
9. The address of the corporation's principal place of business in Ontario, if any, including municipality, street and number, if any, and postal code.
10. If the corporation is required by law to have an agent for service in Ontario, the name and address in Ontario of its agent, including municipality, street and number, if any, and postal code, and the Ontario corporation number of the agent, if the agent is a corporation.

Annual return, s. 3.1 of the Act

3. (1) A corporation that is required to file an annual return under section 3.1 of the Act shall deliver the return to the person or entity within the time specified in this section and in the

manner specified in this section and, for greater certainty, in accordance with section 8 of this Regulation.

(2) A corporation that is required to file a tax return under section 150 of the *Income Tax Act* (Canada) or an information return under subsection 149.1 (14) of the *Income Tax Act* (Canada) shall deliver the annual return to the Minister.

(3) A corporation that is required to file a tax return under section 150 of the *Income Tax Act* (Canada) shall deliver the annual return within the time period for delivery of its tax return for its last completed taxation year.

(4) A corporation that is required to file an information return under subsection 149.1 (14) of the *Income Tax Act* (Canada) shall deliver the annual return within the time period for delivery of its information return for its last completed taxation year.

(5) A corporation that is required to file both a tax return under section 150 of the *Income Tax Act* (Canada) and an information return under subsection 149.1 (14) of the *Income Tax Act* (Canada) in a year, or more than one tax return or information return in a year, is required to file the annual return only within the time period that it is required to file its first tax return or information return during the year.

(6) In this section,

“information return” means an information return for a taxation year that subsection 149.1 (14) of the *Income Tax Act* (Canada) requires a corporation to file with the Minister of National Revenue; (“déclaration de renseignements”)

“tax return” means a return for a taxation year that section 150 of the *Income Tax Act* (Canada) requires a corporation to file with the Minister of National Revenue. (“déclaration de revenu”)

Information in annual return

4. An annual return delivered under section 3 shall set out the following information in respect of the corporation as of the date of delivery:

1. The year of the return.
2. The name of the corporation.
3. The Ontario corporation number of the corporation.
4. An indication as to whether there has been a change in the information set out in the return or notice that the corporation most recently filed under the Act and, if applicable, all changes in the information.

Notice of change

5. For the purposes of subsection 4 (2) of the Act, the notice of change shall set out:

1. The name of the corporation.
2. The Ontario corporation number of the corporation.
3. Any changes in the information set out in the return or notice that the corporation most recently filed under the Act.

Special filing

6. (1) The Minister may, at any time, send the notice required for a special filing under section 6 of the Act by prepaid mail or otherwise.

(2) The corporation to which the notice is sent shall make the special filing within 30 days after the day the notice is sent.

Information sharing

7. (1) The following jurisdictions are prescribed for the purposes of section 8.1 of the Act:

1. Canada.
2. Every province and territory of Canada other than Ontario.

(2) The information referred to in paragraphs 1, 3, 4, 5, and 6 of section 2 is prescribed for the purposes of subsection 8.1 (5) of the Act.

FORMAT**Paper or electronic format**

8. All returns, notices and other documents and information may be filed in paper or electronic format, in accordance with this Regulation and any applicable Director's requirements.

Format of supporting documents and information

9. All documents and information that are filed to support returns and notices shall be filed in the same format as the return or notice, unless the Director requires that they be filed in a different format.

EFFECTIVE DATE

Effective date

10. For the purposes of subsection 8 (2) of the Act, the effective date of filing for every return and notice received under the Act shall be the date assigned by the computer system that the Ministry has established for filings.

EXEMPTIONS

Exemptions from filing, exceptions

11. (1) The following classes of corporation are exempt from filing under sections 2 and 3 of the Act:

1. Corporations subject to the *Bank Act* (Canada).
2. Corporations that operate railways or carry on the business of a railway express company or the business of leasing or hiring railway sleeping, parlour or dining cars in Ontario.
3. The International Bank for Reconstruction and Development approved by the *Bretton Woods and Related Agreements Act* (Canada).
4. Municipalities within the meaning of the *Municipal Affairs Act*.

(2) All corporations are exempt from filing under section 3.1 of the Act except for the following classes:

1. Corporations subject to the *Business Corporations Act*.
2. Corporations subject to the *Corporations Act*.
3. Foreign corporations that have a licence endorsed under the *Extra-Provincial Corporations Act*.
4. Corporations subject to the *Not-for-Profit Corporations Act, 2010*.

(3) Despite subsection (2), a corporation is exempt from filing under section 3.1 of the Act in a year if the corporation is required to file a tax return under section 150 of the *Income Tax Act* (Canada) but is not required to file a tax return in that year.

MISCELLANEOUS

Public servants who may sign

12. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may sign a certificate or a certified copy for the purposes of section 20 of the Act.

Prescribed persons or entities, corporations information agreement

13. The following persons or entities are prescribed for the purposes of section 21.2 of the Act:

1. The Minister of Finance.
2. The Canada Revenue Agency.

REVOCATION AND COMMENCEMENT**Revocation**

14. Regulation 182 of the Revised Regulations of Ontario, 1990 is revoked.

Commencement

15. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

EXTRA-PROVINCIAL CORPORATIONS ACT**GENERAL****CONTENTS****PART I**
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1. Application
2. Deceptive name
3. Contrary to public policy or law
4. Prohibited and restricted words
5. Connection with government, university or association
6. Name already proposed
7. Punctuation and other marks

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8. Application for licence
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- SUPPORTING DOCUMENTS AND INFORMATION — FILING AND RETENTION**
10. Documents to be filed
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16. Exemptions from Act
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18. Public servants who may endorse or sign
19. Electronic version prevails

PART V**REVOCATION AND COMMENCEMENT**

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PART I NAMES

Application

1. Sections 2 to 7 apply only to extra-provincial corporations within class 1 and class 3.

Deceptive name

2. (1) “Name” when used in the expression “if the use of that name would be likely to deceive” in clause 10 (1) (b) of the Act includes,

- (a) a name that would lead to the inference that the business or activities carried on or intended to be carried on by the extra-provincial corporation under the name or proposed name and the business or activities carried on by any other person are one business or one activity, whether or not the nature of the business or activity of each is generally the same;
- (b) a name that would lead to the inference that the extra-provincial corporation bearing the name or proposed name is or would be associated or affiliated with a person if the extra-provincial corporation and the person are not or will not be associated or affiliated; or
- (c) a name whose similarity to the name of a person would lead someone who has an interest in dealing with that person to deal with the extra-provincial corporation bearing the name in the mistaken belief that they are dealing with the person.

(2) For the purposes of subsection (1),

“person” means a known body corporate, trust, association, partnership, sole proprietorship or individual, whether in existence or not, and includes the known name or known trade-mark under which any of them carry on business or identify themselves; (“personne”)

“use” means actual use by a person that carries on business or an activity in Canada or elsewhere. (“emploi”)

Contrary to public policy or law

3. An extra-provincial corporation shall not use or identify itself by a name in Ontario that contains any word or expression, or abbreviation of a word or expression, in any language,

- (a) that is obscene or connotes a business or activity that is scandalous, obscene or immoral or that is otherwise objectionable on any public grounds;
- (b) that describes in a misleading manner the business or activity in association with which the name is proposed to be used; or

- (c) the use of which is prohibited or restricted under an Act or regulation of Canada or a province or territory of Canada, unless the restriction is satisfied.

Prohibited and restricted words

4. An extra-provincial corporation shall not use or identify itself in Ontario by a name that contains the following words:

1. “Amalgamated”, “fusionné” or any other related word or expression, unless the extra-provincial corporation is an amalgamated corporation resulting from the amalgamation of two or more corporations.
2. “Architect”, “architecte”, “architectural”, “d’architecture” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Council of the Ontario Association of Architects.
3. “Condominium”, “condominial” or any abbreviation or derivation of those words, if the word would lead to the inference that the extra-provincial corporation is a condominium corporation created or continued under the *Condominium Act, 1998*.
4. “Co-operative”, “coopérative” or any abbreviation or derivation of those words, except with the written consent of the Minister responsible for the *Co-operative Corporations Act*.
5. “Engineer”, “ingénieur”, “engineering”, “génie”, “ingénierie” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Association of Professional Engineers of Ontario.
6. “Royal”, where the use suggests that the extra-provincial corporation is sponsored by or connected with the Crown, except with the written consent of the Crown, obtained through the Government of Canada.

Connection with government, university or association

5. (1) No word or expression that suggests that an extra-provincial corporation is connected with the Government of Canada, the government of a province or a territory of Canada or a municipal government or any department, ministry, branch, bureau, service, board, agency, commission or activity of any of them shall be used by an extra-provincial corporation in its name without the written consent of the appropriate authority.

(2) No word or expression that suggests that an extra-provincial corporation is sponsored or controlled by or is associated or affiliated with a university or an association of accountants, architects, engineers, lawyers, physicians, surgeons or any other professional association recognized by the laws of Canada or a province or territory of Canada shall be used by an extra-provincial corporation in its name without the written consent of the university or professional association.

Name already proposed

6. No name that is identified in a Nuans report referred to in clause 8 (1) (a) as proposed shall be used by an extra-provincial corporation unless a written consent has been obtained from the person who first proposed the name.

Punctuation and other marks

7. (1) The following punctuation marks and other marks are the only ones permitted as part of the name of an extra-provincial corporation:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ”

(2) The following marks permitted under subsection (1) may be used only as part of a French character, and not separately:

, ^ ` ^ ”

PART II
DOCUMENTS AND INFORMATION — FILING, RETENTION AND FORMAT

SUPPORTING DOCUMENTS

Application for licence

8. (1) An application for a licence by an extra-provincial corporation within class 3 filed with the Director shall be supported by,

- (a) an Ontario biased or weighted search report for the name of the corporation from the Nuans system owned by Innovation, Science and Economic Development Canada, dated not more than 90 days before the submission of the application;
- (b) any consent related to a name required by this Regulation;
- (c) a certificate of status, signed by an official of the governing jurisdiction who is authorized to so certify, setting out,
 - (i) the name of the corporation,
 - (ii) the date of its incorporation or amalgamation,
 - (iii) the jurisdiction to which the corporation is subject, and
 - (iv) that the corporation is a valid and subsisting corporation; and
- (d) an appointment of an agent for service in the approved form and duly executed by the corporation.

(2) Where the Director is not satisfied on the basis of the material filed under clause (1) (c) that the extra-provincial corporation is a valid and subsisting corporation in the jurisdiction in which it purports to be incorporated, the corporation shall provide the Director with a legal opinion from a lawyer qualified to practise in that jurisdiction that the corporation is a valid and subsisting corporation in that jurisdiction.

Same, amended licence

9. Where an extra-provincial corporation within class 3 applies for an amended licence, the application shall be supported by the documents referred to in clauses 8 (1) (a) to (c) and subsection 8 (2) that are relevant to the application.

SUPPORTING DOCUMENTS AND INFORMATION — FILING AND RETENTION

Documents to be filed

10. The documents referred to in clauses 8 (1) (c) and (d) and subsection 8 (2) that are required to support applications for a licence, or an amended licence as applicable, shall be filed together with the application.

Documents to be retained; file or give on notice

11. (1) Subject to subsection (2), the documents referred to in clauses 8 (1) (a) and (b) that are required to support applications for a licence, or an amended licence as applicable, shall be retained by the extra-provincial corporation at its registered office instead of filed together with the application.

(2) If the Director requires any of the documents referred to in subsection (1) to be filed together with the application, they shall be so filed, subject to any terms and conditions imposed by the Director.

(3) The extra-provincial corporation shall, upon receipt of and in accordance with written notice from the Director and within the time period set out in the notice, and subject to any terms and conditions imposed by the Director,

- (a) file the documents retained by the corporation pursuant to subsection (1) with the Director; or
- (b) give the documents retained by the corporation pursuant to subsection (1) to any other person specified in the notice.

Information to be filed

12. The extra-provincial corporation shall file the reference number of the Nuans report referred to in clause 8 (1) (a), the date of the report and the proposed name searched together with an application for a licence or with an application for an amended licence containing a change of name.

OTHER DOCUMENTS — FILING AND RETENTION

Revised appointment for service

13. (1) The Director may require that a revised appointment of an agent for service required by subsection 19 (3) of the Act to be filed with the Director instead be retained by the extra-provincial corporation at its registered office, subject to any terms and conditions imposed by the Director.

(2) The extra-provincial corporation shall, upon receipt of and in accordance with written notice from the Director and within the time period set out in the notice, and subject to any terms and conditions imposed by the Director,

- (a) file a revised appointment that was retained by the corporation pursuant to subsection (1) with the Director; or
- (b) give a revised appointment that was retained by the corporation pursuant to subsection (1) to any other person specified in the notice.

FORMAT

Paper or electronic format

14. All applications and other documents and information may be filed with the Director in paper or electronic format, in accordance with this Regulation and any applicable Director's requirements.

Format of supporting documents and information

15. All documents and information that are filed to support applications shall be filed in the same format as the application, unless the Director requires that they be filed in a different format.

**PART III
EXEMPTIONS****Exemptions from Act**

16. The following classes of extra-provincial corporations are exempt from the Act:

1. Corporations licensed or registered under the *Insurance Act* or the *Loan and Trust Corporations Act*.
2. Corporations incorporated for the purpose of operating,
 - i. a banking business or the business of a savings bank,
 - ii. a railway,

- iii. the business of an express company over a railway, or
 - iv. the business of leasing or hiring sleeping, parlour or dining cars run on a railway.
3. Corporations engaged in the brewing, distilling or the making of wine that are licensed under the *Liquor Licence Act*.

Exemption from licence requirement

17. An extra-provincial corporation within class 3 that does not have gain for any of its objects is exempt from the requirement for a licence under subsection 4 (2) of the Act.

PART IV MISCELLANEOUS

Public servants who may endorse or sign

18. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may endorse a licence or sign a certificate or a certified copy of a document for the purposes of section 3.2 of the Act.

Electronic version prevails

19. For the purposes of subsection 5.1 (2) of the Act, the following documents are prescribed:

1. The appointment of an agent for service referred to in clause 8 (1) (d) that is required to support an application for a licence.
2. The legal opinion referred to in subsection 8 (2), if required to support an application for a licence or an amended licence, as applicable.

PART V REVOCATION AND COMMENCEMENT

Revocation

20. Regulation 365 of the Revised Regulations of Ontario, 1990 and Ontario Regulation 245/05, made under the Act, are revoked.

Commencement

21. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

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18. Date assigned by computer system

PART III**REVOCATION AND COMMENCEMENT**

19. Revocation
20. Commencement

PART I NAMES

GENERAL

First character

1. The first character of a name shown in a declaration shall be,
 - (a) a letter of the Roman alphabet;
 - (b) an Arabic numeral; or
 - (c) one of the following marks permitted under subsection 2 (1):

! # @

Punctuation and other marks

2. (1) For the purposes of subsection 6 (6) of the Act, the following punctuation marks and other marks are the only ones permitted as part of a name shown in a declaration:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ”

 (2) A name shown in a declaration shall not be primarily or only a combination of marks permitted under subsection (1).

(3) The following marks permitted under subsection (1) may be used only as part of a French character and not separately:

, ^ ` ^ ”

Roman alphabet

3. If a name contains characters from an alphabet other than the Roman alphabet, the name shown in the declaration shall consist of a translation of the name into a language that contains only letters from the Roman alphabet.

PROHIBITED USAGE

Contrary to public policy

4. (1) A name shown in a declaration shall not include, in any language, a word or expression that is contrary to public policy, including a word or expression that is scandalous, obscene or immoral.

(2) A name shown in a declaration shall not use a word or expression that would suggest that the limited partnership is engaged in an activity that is contrary to public policy.

Prohibited under Act

5. A name shown in a declaration shall not include a word, expression or abbreviation the use of which is prohibited under an Act or regulation of Canada or Ontario.

Number name

6. A name shown in a declaration shall not use Arabic numerals or a word or expression that would suggest that the name is a corporate number name, except in accordance with section 6 of the Act.

Form of organization

7. A name shown in a declaration shall not use a word or expression that would suggest that the limited partnership is a form of organization other than a limited partnership.

RESTRICTIONS**Name of individual**

8. (1) A name shown in a declaration shall not include the name of a specific individual unless,

- (a) at any time before or during the period that the declaration showing the name appears in the records maintained by the Registrar, the individual has or had a material interest in the business or activity carried on by the limited partnership; and
- (b) the individual consents in writing to the use of his or her name.

(2) For the purpose of clause (1) (b), if the individual is deceased and his or her death occurred within 30 years before the declaration showing the name is filed under the Act, the heir, executor or administrator of the individual may consent in writing to the use of the individual's name.

(3) This section does not apply if the individual is deceased and his or her death occurred 30 years or more before the name is shown in a declaration.

Restricted under Act

9. A name shown in a declaration shall not include a word, expression or abbreviation the use of which is restricted under an Act or regulation of Canada or Ontario unless the limited partnership satisfies the restriction.

Connected with Crown, etc.

10. (1) Subject to subsection (2), a name shown in a declaration shall not include a word or expression that suggests that the business or activity of the limited partnership is connected with,

- (a) the Crown in right of Canada or in right of a province;

- (b) the Government of Canada or of a territory or province;
- (c) a municipality; or
- (d) an agency of the Crown or of a government or municipality.

(2) If the limited partnership obtains the written consent of the applicable Crown, government, municipality or agency, a name shown in a declaration may include a word or expression described in subsection (1).

Post-secondary educational institution

11. A name shown in a declaration shall not include, in any language, the word “college”, “institute” or “university”, if the use of the word would suggest that the limited partnership is a post-secondary educational institution, unless the Minister of Training, Colleges and Universities gives written consent to the use of the word.

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

DECLARATION – CONTENT

Declaration

12. A declaration filed under subsection 3 (1) or 25 (1) of the Act shall set out the following information:

1. The firm name under which the limited partnership is to be conducted.
2. A code from the North American Industry Classification System, as amended from time to time, indicating the general nature of the business of the limited partnership.
3. The number of general partners.
4. For each general partner that is an individual or an entity other than an entity mentioned in paragraph 5 or 6, the general partner’s full name and address for service, including the municipality, street and number, if any, and postal code.
5. For each general partner that is a corporation, the corporate name, the Ontario corporation number, and an acknowledgment that the corporation’s registered or head office shown in the records maintained by the Ministry will form part of the declaration.
6. For each general partner that is a partnership that has been assigned a business identification number, the partnership firm name, the business identification number and an acknowledgement that the address of the principal place of business of the

partnership shown in the records maintained under subsection 1.1 (3) of the *Business Names Act* will form part of the declaration.

7. The address of the limited partnership's principal place of business in Ontario, including the municipality, street and number, if any, and postal code, or, in the case of an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of a principal place of business outside Ontario.
8. In the case of an extra-provincial limited partnership, an indication that there is a power of attorney, unless the extra-provincial limited partnership is exempt from the requirement to have an attorney under subsection 25 (6.2) of the Act.
9. For the attorney of an extra-provincial limited partnership who is an individual, the attorney's full name and address for service in Ontario, including the municipality, street and number, if any, and postal code.
10. For the attorney of an extra-provincial limited partnership that is not an individual, the attorney's name and address for service in Ontario, including the municipality, street and number, if any, and postal code, and the attorney's Ontario corporation number or business identification number, if any, and the full name and position of the individual representing the attorney.

Renewal or change, etc.

13. A renewal of a declaration, a declaration of change, a declaration of dissolution or a declaration of withdrawal filed under the Act shall set out the following information:

1. The business identification number assigned by the Registrar to the declaration.
2. The firm name of the limited partnership.
3. An indication whether the declaration is for a renewal, change, dissolution or withdrawal.
4. If the declaration is a declaration of change, any changes to the information set out in the declaration previously filed.

Record of limited partners

14. A record of limited partners required by subsection 4 (1) or 26 (1) of the Act shall set out the following information for each limited partner:

1. If the partner is an individual, the partner's full name and residential address or address for service, including the municipality, street and number, if any, and postal code.

2. If the partner is not an individual, the partner's name and address or address for service, including the municipality, street and number, if any, and postal code, and the partner's Ontario corporation number, if any.
3. The amount of money and the value of other property contributed or to be contributed by the partner to the limited partnership.

SUPPORTING DOCUMENTS — RETENTION AND FILING

Required consent

15. A declaration filed under the Act shall be supported by any consent related to the declaration that is required by this Regulation.

Consents to be retained; file or give on notice

16. (1) Subject to subsection (2), the consents referred to in section 15 shall be retained by the limited partnership, instead of filed together with the declaration, at,

- (a) the limited partnership's principal place of business in Ontario; or
- (b) if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) of the Act and in the power of attorney executed under subsection 25 (4) of the Act.

(2) If the Registrar requires any of the consents referred to in section 15 to be filed together with the declaration, they shall be so filed, subject to any terms and conditions imposed by the Registrar.

(3) The limited partnership shall, upon receipt of and in accordance with written notice from the Registrar and within the time period set out in the notice, and subject to any terms and conditions imposed by the Registrar,

- (a) file the consents retained by the limited partnership pursuant to subsection (1) with the Registrar; or
- (b) give the consents retained by the limited partnership pursuant to subsection (1) to any other person specified in the notice.

FORMAT

Paper or electronic format

17. All declarations and other documents and information may be filed with the Registrar in paper or electronic format, in accordance with this Regulation and any applicable Registrar's requirements.

EFFECTIVENESS OF FILING

Date assigned by computer system

18. For the purposes of subsection 3 (1) of the Act, a declaration is accepted for filing by the Registrar on the date assigned by the computer system that the Registrar has established for filings.

**PART III
REVOCATION AND COMMENCEMENT****Revocation**

19. Regulation 713 of the Revised Regulations of Ontario, 1990, made under the Act, is revoked.

Commencement

20. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the content, structure, form and wording of the consultation draft are subject to change, and to editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**[Bilingual]****ONTARIO REGULATION**

To be made under the

LIMITED PARTNERSHIPS ACT**FORM FOR POWER OF ATTORNEY****Power of attorney**

1. power of attorney referred to in subsection 25 (4) of the Act shall be in the form entitled “Power of Attorney - The Limited Partnerships Act / Procuration - Loi sur les Sociétés en commandite”, as amended from time to time, that is available on the website of the Government of Ontario Central Forms Repository.

Commencement

2. [Commencement]

Caution:

This consultation draft is intended to facilitate dialogue concerning its contents. Should the decision be made to proceed with the proposal, the comments received during consultation will be considered during the final preparation of the regulation. The content, structure, form and wording of the consultation draft are subject to change as a result of the consultation process and as a result of review, editing and correction by the Office of Legislative Counsel.

CONSULTATION DRAFT**ONTARIO REGULATION**

to be made under the

NOT-FOR-PROFIT CORPORATIONS ACT, 2010**NAMES AND FILINGS****CONTENTS****PART I**
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PART I NAMES

Definition

1. In this Part,

“number name” means the name of a corporation that consists only of its corporation number followed by the words “Ontario Non-Profit” and one of the words or abbreviations provided for in section 4.

Prohibited and restricted words and expressions

2. The following words and expressions shall not be used in a corporate name:

1. “Amalgamated”, “fusionné” or any other related word or expression, unless the corporation is an amalgamated corporation resulting from the amalgamation of two or more corporations.
2. “College”, “collège”, “institute”, “institut”, “university” or “université”, if the word would lead to the inference that the corporation is a university, college of applied arts and technology or other post-secondary educational institution, except with the written consent of the Ministry of Training, Colleges and Universities.
3. “Engineer”, “ingénieur”, “engineering”, “génie” or “ingénierie” or any variation of those words, if the word suggests the practice of the profession, except with the written consent of the Association of Professional Engineers of Ontario.
4. “Condominium”, “condominial” or any abbreviation or derivation of those words, if the word would lead to the inference that the corporation is a condominium corporation created or continued under the *Condominium Act, 1998*.

5. “Co-operative”, “coopérative” or any abbreviation or derivation of those words.
6. Digits or words that would lead to the inference that the name is a number name.
7. “Foundation” or “fondation”, if the word suggests that the corporation is a charity, except with the written consent of the Public Guardian and Trustee.
8. “Charity”, “organisme de bienfaisance”, “charitable”, “caritative” or any variation of those words, except with the written consent of the Public Guardian and Trustee.
9. “United Nations”, “Nations Unies” or any abbreviation or derivation of those words, if the word suggests a relationship with the United Nations.
10. “Royal”, where used as an adjective, except with the written consent of the Crown, obtained through the Government of Canada.
11. Numerals indicating the year of incorporation, unless section 10 applies or it is the year of amalgamation of the corporation.
12. Any word or expression that suggests that a corporation is connected with the Crown, any member of the Royal Family, the Government of Canada, a municipality, any province or territory of Canada or any department, Ministry, branch, bureau, service, board, agency, commission or activity of any such government or municipality, except with the written consent of the appropriate authority.
13. Any word or expression that suggests that a corporation is sponsored or controlled by or is associated or affiliated with a university or an association of accountants, architects, engineers, lawyers, physicians, surgeons or any other professional association recognized by the laws of Canada or a province or territory of Canada, except with the written consent of the university or professional association.
14. Any word or expression that would lead to the inference that the corporation is not a not-for-profit corporation to which the Act applies.
15. Any word or expression that suggests that a corporation is connected with a political party or leader of a political party.
16. Any word or expression in any language that is obscene or connotes an activity that is scandalous, obscene or immoral or that is otherwise objectionable on any public grounds.
17. Any word or expression that describes in a misleading manner the activities or services in association with which the corporate name is proposed to be used.

18. Any word, expression or abbreviation, the use of which is prohibited or restricted under an Act or regulation of Canada or a province or territory of Canada, unless the restriction is satisfied.

Unauthorized use of “Limited”

3. The words “Limited” or “Limitée” or the corresponding abbreviations “Ltd.” or “Ltée” shall not be used as the legal element in the name of a corporation.

Use of “Incorporated”, etc.

4. The word “Incorporated”, “Incorporée” or “Corporation” or the corresponding abbreviations “Inc.” or “Corp.” may be part, in addition to any use in a figurative or descriptive sense, of the name of a corporation, and a corporation may be legally designated by either the full or the abbreviated form.

Full name or family name

5. (1) A corporate name shall not contain a word or expression, an element of which is the full name of an individual or the family name of an individual, whether or not preceded by his or her given name or initials, unless the individual or his or her heir, executor, administrator, assign or guardian consents in writing to the use of the name and the individual has, had or will have a personal or other material connection to the corporation.

(2) Subsection (1) does not apply where the corporation that will use the proposed name is the successor or affiliate of another corporation that has, as an element of its name, the full name or family name if,

- (a) the other corporation consents in writing to the use of the name;
- (b) where the proposed name would contravene clause 11 (1) (b) of the Act, the other corporation undertakes in writing to dissolve forthwith or to change its name to a different name that complies with clause 11 (1) (b) of the Act before the corporation proposing to use the name starts to use it; and
- (c) the proposed name does not contravene section 9.

(3) Subsection (1) does not apply where,

- (a) the required consent cannot be obtained; and
- (b) the full name or family name is of historic or patriotic significance and has a connection with the purposes of the corporation.

Veterans

6. (1) If the name of a corporation includes the word “veteran”, “ancien combattant” or any abbreviation or derivation of those words, the articles of the corporation shall provide that at all

times at least 95 per cent of the members of the corporation shall be composed of war veterans or their spouses or children, unless the name has been in continuous use for at least 20 years before the date of filing the articles.

(2) In subsection (1),

“spouse” means,

- (a) a spouse as defined in section 1 of the *Family Law Act*, or
- (b) either of two persons who live together in a conjugal relationship outside marriage; (“conjoint”)

“war veteran” means a person who served in the armed forces of any country while that country was in a state of war. (“ancien combattant”)

Deceptive name

7. (1) “Name” when used in the expression “if the use of that name would be likely to deceive” in clause 11 (1) (b) of the Act includes,

- (a) a name that would lead to the inference that the activities carried on or intended to be carried on by the corporation under the name or proposed name and the activities carried on by any other person are one activity, whether or not the nature of the activity of each is generally the same;
- (b) a name that would lead to the inference that the corporation bearing the name or proposed name is or would be associated or affiliated with a person if the corporation and the person are not or will not be associated or affiliated; or
- (c) a name whose similarity to the name of a person would lead someone who has an interest in dealing with that person to deal with the corporation bearing the name in the mistaken belief that they are dealing with the person.

(2) In this section,

“person” means a person, whether in existence or not; (“personne”)

“use” means actual use by a person that carries on activities in Canada or elsewhere. (“emploi”)

Trade-mark or name

8. (1) For the purposes of section 12 of the Act, the matters the Director may consider when determining whether a name is contrary to section 11 of the Act include,

- (a) the distinctiveness of the whole or any element of any name or trade-mark and the extent to which the name or trade-mark has become known;
- (b) the length of time the trade-mark or name has been in use;
- (c) the nature of the activities, goods or services associated with the trade-mark or the nature of the activities or business carried on under or associated with a name, including the likelihood of any competition among persons using the trade-mark or name;
- (d) the nature of the trade with which a trade-mark or name is associated, including the nature of the goods or services and the means by which they are offered or distributed;
- (e) the degree of similarity between the corporate name and any trade-mark or name in appearance or sound or in the ideas suggested by them; and
- (f) the geographic area in Ontario in which the corporate name is likely to be used.

(2) A corporate name containing a word that is the same as or similar to the distinctive element of a trade-mark or name of another body corporate shall not for that reason alone be prohibited if,

- (a) the body corporate consents to the use of the name; and
- (b) the corporate name contains additional words or expressions to differentiate it from the body corporate and other users of the trade-mark or name.

(3) In this section,

“trade-mark” means a trade-mark as defined in the *Trade-marks Act* (Canada).

Identical name

9. Except as provided in section 11, no corporation may acquire a name identical to the name or former name of another body corporate, whether in existence or not, unless,

- (a) the body corporate was incorporated under the laws of a jurisdiction outside Ontario and has never carried on any activities or identified itself in Ontario; or
- (b) at least 10 years have elapsed since the body corporate was dissolved or changed its name.

Identical name — addition or deletion of symbols, etc.

10. For the purpose of acquisition of a name, the addition or deletion of punctuation marks or other symbols does not make a name different, but a name is not identical for the purposes of

section 9 if words, numerals or initials are added, deleted or substituted or the legal element of the name is varied by substituting one of the other legal elements permitted under section 4 or their corresponding abbreviations.

Identical name after amalgamation

11. (1) The name of a corporation formed by the amalgamation of two or more corporations may be identical to the name of one of its amalgamating corporations, if the name is not a number name.

(2) After the endorsement of articles of amalgamation, the corporation may amend its articles to change its name to a name identical to the name of one of the amalgamating corporations only if the name is not a number name and another corporation has not acquired the name in accordance with the Act and this Regulation.

Similar name to another body corporate

12. (1) A corporation may have a name similar to that of another body corporate where the corporation is affiliated with that body corporate.

(2) A corporation may have a name similar to that of another body corporate where the corporation is not or will not be affiliated with the body corporate if,

(a) either of the following conditions is satisfied:

- (i) the corporate name relates to a corporation that is the successor to the activities of the body corporate and the body corporate has ceased or will cease to carry on its activities under that name, or
- (ii) the body corporate undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name starts to use it; and

(b) at least one of the following conditions is satisfied:

- (i) the corporate name sets out in numerals the year of acquisition of the name in parentheses,
- (ii) words, numerals or initials are added to, deleted from or substituted in the corporate name, or
- (iii) the corporate name is varied by substituting one of the legal elements permitted by section 4 or their corresponding abbreviations.

Similar name to trust, association, etc.

13. A corporation may have a name similar to that of a known trust, association, partnership or sole proprietorship, or a known name under which any of them carries on business or identifies itself if,

- (a) the corporate name relates to a proposed corporation that is the successor to the activities carried on under the name and the user of the name has ceased or will cease to carry on its activities under the name; or
- (b) the known trust, association, partnership or sole proprietor undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name starts to use it.

Name already proposed

14. No name that is identified in a Nuans report referred to in clause 26 (1) (a) as proposed shall be used as a corporate name by a person other than the one who first proposed the name unless a written consent has been obtained from that person.

Too general, etc.

15. Unless a proposed corporate name has been in continuous use for at least 20 years before the date of filing the articles or the proposed corporate name has through use acquired a meaning that renders the name distinctive, a corporate name shall not be,

- (a) too general;
- (b) only descriptive, in any language, of the quality, function or other characteristics of the activities or services provided by the corporation;
- (c) primarily or only a given name or surname of an individual who is living or has died within 30 years before the date of filing the articles; or
- (d) primarily or only a geographic name used alone.

Number name

16. The name of a corporation shall not be a number name unless,

- (a) the name is in a certificate of amendment issued by the Director in accordance with section 12 of the Act; or
- (b) the name is in a certificate of revival issued under subsection 170 (5) of the Act if the Director has required the name to be changed under subsection 34 (3) of this Regulation.

First character

17. The first character of a corporate name shall be,

- (a) a letter of the Roman alphabet;
- (b) an Arabic numeral; or
- (c) one of the following marks permitted under subsection 18 (1):

! # @

Punctuation and other marks

18. (1) For the purposes of subsection 11 (4) of the Act, the following punctuation marks and other marks are the only ones permitted as part of the name of a corporation:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ' ` ^ ”

(2) A corporate name shall not be primarily or only a combination of marks permitted under subsection (1).

(3) The following marks permitted under subsection (1) may be used only as part of a French character, and not separately:

, ^ ` ^ ”

Length

19. The name of a corporation shall not exceed 120 characters in length, including punctuation marks and spaces.

Direct translation

20. A name set out in the articles pursuant to subsection 11 (6) of the Act shall be a direct translation of the corporate name, but changes may be made to ensure that the name is idiomatically correct.

English and French forms

21. If articles set out an English form and a French form for a name of a corporation, the “/” mark shall separate the two forms of the name.

Legibility

22. Despite subsection 11 (6) of the Act, a corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the corporation and in all documents sent to the Director under the Act or this Regulation.

Current corporate name

23. (1) After incorporation, the current corporate name set out in the articles or other documents filed with the Director under the Act or this Regulation shall be identical to,

- (a) the name set out in the certificate of incorporation if the name has not been changed; or
- (b) the name set out in the most recent certificate changing the name.

(2) For the purposes of subsection (1), a name is not identical if there is any variation in spacing or punctuation marks or other marks.

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

ARTICLES — CONTENT

Articles changing purposes of charitable corporation

24. (1) Subject to subsection (2), where articles are filed changing the purposes of a charitable corporation, the articles shall contain a statement that all funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective.

(2) Subsection (1) does not apply if the corporation has obtained the consent of the Public Guardian and Trustee referred to in section 28.

Articles of dissolution

25. For the purposes of subsections 167 (2) and (3) of the Act, where a corporation has paid to the Public Guardian and Trustee an amount to be held in trust for a creditor, or has delivered or conveyed to the Public Guardian and Trustee a member's share of the property of the corporation to be held in trust for the member, the articles of dissolution shall set out a statement to that effect.

SUPPORTING DOCUMENTS

Articles re name of corporation

26. (1) Articles containing a proposed name for a corporation or change of corporate name filed with the Director shall be supported by,

- (a) an Ontario biased or weighted search report for the proposed name from the Nuans system owned by Innovation, Science and Economic Development Canada, dated not more than 90 days before the submission of the articles; and
- (b) any consent related to a name required by the Act or this Regulation.

(2) If a proposed name is in an English form and a French form, separate Nuans reports referred to in clause (1) (a) are required for the English form and the French form of the name.

Articles or application, charitable property

27. Articles or applications filed with the Director shall be supported by the written consent of the Charitable Property Program of the Office of the Public Guardian and Trustee, if the Public Guardian and Trustee has notified the Director that the consent must be obtained before the Director endorses the articles or application.

Articles changing purposes of charitable corporation

28. Articles changing the purposes of a charitable corporation filed with the Director shall be supported by the written consent of the Public Guardian and Trustee, if the articles do not contain the statement referred to in subsection 24 (1).

Articles of amalgamation

29. Articles of amalgamation under subsection 112 (1) of the Act shall be supported by a copy of the signed amalgamation agreement adopted by the members of each amalgamating corporation pursuant to subsection 111 (5) of the Act.

Articles of continuance

30. (1) Articles of continuance under subsection 114 (4) of the Act shall be supported by,

- (a) a copy of the incorporating document of the body corporate, together with all amendments to the document, certified by the officer of the incorporating jurisdiction who is authorized to so certify;
- (b) except as provided in subsection (2), a letter of satisfaction, certificate of continuance or other document issued by the proper officer of the incorporating jurisdiction that indicates that the body corporate is authorized under the laws of the jurisdiction in which it was incorporated or continued to apply for articles of continuance; and
- (c) except in the case of a body corporate incorporated or continued under the laws of another Canadian jurisdiction, a legal opinion of a lawyer qualified to practise in the jurisdiction to which the body corporate is subject to the effect that the laws of that jurisdiction authorize the body corporate to apply for articles of continuance.

(2) Articles of continuance referred to in subsection (1) do not have to be supported by any of the documents mentioned in clause (1) (b) if,

- (a) there is no authority under the laws of the incorporating jurisdiction to issue any of the documents; and
 - (b) the articles of continuance are supported by a legal opinion of a lawyer qualified to practise in that jurisdiction indicating that there is no such authority.
- (3) Articles of continuance under subsection 115 (8) of the Act shall be supported by,
- (a) a copy of the incorporating document of the body corporate, together with all amendments to the document, which, in the case of a document other than an Act, have been certified by the officer who is authorized to so certify; and
 - (b) either,
 - (i) a certified copy of the special resolution required under subsection 115 (2) of the Act, or
 - (ii) if applicable, a certified copy of the court order described in subsection 2.1 (7) of the *Corporations Act*, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Application for authorization

31. Except in the case of continuance under the laws of another Canadian jurisdiction, an application for authorization to be continued in another jurisdiction under subsection 116 (4) of the Act shall be supported by a legal opinion of a lawyer qualified to practise in the other jurisdiction to the effect that the laws of that jurisdiction meet the requirements set out in subsection 116 (10) of the Act.

Articles of reorganization

32. Articles of reorganization under subsection 119 (4) of the Act shall be supported by a certified copy of the court order referred to in subsection 119 (1) of the Act, under the *Bankruptcy and Insolvency Act* (Canada) or under the *Companies' Creditors Arrangement Act* (Canada), as applicable, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Articles of arrangement

33. Articles of arrangement under subsection 120 (6) of the Act shall be supported by a copy of the plan of arrangement and a certified copy of the court order referred to in clause 120 (5) (d) of the Act, a notarial copy of the certified copy, or any other type of copy of the order permitted by the Director.

Articles of revival

34. (1) Articles of revival under section 170 of the Act shall be supported by a written consent to the revival of the corporation issued by,

- (a) the Minister responsible for the administration of the *Forfeited Corporate Property Act, 2015*, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival;
- (b) the Minister responsible for the administration of the *Environmental Protection Act*, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival;
- (c) the Minister responsible for the administration of the *Mining Act*, except Part IV of that Act, if that Minister has notified the Director that if articles of revival for the corporation are submitted, the consent of that Minister to the revival must be obtained before the Director endorses the articles with a certificate of revival; and
- (d) the Public Guardian and Trustee, if he or she has notified the Director that if articles of revival for the corporation are submitted, the consent of the Public Guardian and Trustee to the revival must be obtained before the Director endorses the articles with a certificate of revival.

(2) Section 26 of this Regulation applies to an application for revival under section 170 of the Act if at least 10 years have elapsed since the corporation was dissolved.

(3) The Director may require the name of a corporation to be changed to a number name if the name set out in the articles of revival is not permitted under the Act or this Regulation.

Articles of incorporation, horse racing

35. If the proposed purposes of a corporation include horse racing, the articles of incorporation or articles of amendment shall be supported by the written consent of the Alcohol and Gaming Commission of Ontario.

Consent required by another Act or regulation

36. Articles filed with the Director shall be supported by any approval or consent, in writing, that may be required by another Act or a regulation made under that Act.

SUPPORTING DOCUMENTS AND INFORMATION — FILING AND RETENTION

Documents to be filed

37. The documents referred to in the following sections that are required to support articles and applications shall be filed together with the articles or application:

1. Section 29 (re amalgamation).
2. Section 30 (re continuance).
3. Section 31 (re authorization).
4. Section 32 (re reorganization).
5. Section 33 (re arrangement).

Documents to be retained; file or give on notice

38. (1) Subject to subsection (2), the documents referred to in the following provisions that are required to support articles and applications shall be retained by the corporation at its registered office instead of filed together with the articles or application:

1. Section 26 (re name).
2. Section 27 (re charitable property).
3. Section 28 (re changing purposes of charitable corporation).
4. Subsection 34 (1) (re revival).
5. Section 35 (re horse racing).
6. Section 36 (approval or consent required under another Act or regulation).

(2) If the Director requires any of the documents referred to in the provisions set out in subsection (1) to be filed together with the articles or application, they shall be so filed, subject to any terms and conditions imposed by the Director.

(3) The corporation shall, upon receipt of and in accordance with written notice from the Director and within the time period set out in the notice, and subject to any terms and conditions imposed by the Director,

- (a) file the documents retained by the corporation pursuant to subsection (1) with the Director; or
- (b) give the documents retained by the corporation pursuant to subsection (1) to any other person specified in the notice.

Information to be filed

39. The corporation shall file the reference number of the Nuans report referred to in clause 26 (1) (a), the date of the report and the proposed name searched, together with articles containing a proposed name for a corporation or change of corporate name.

FORMAT

Paper or electronic format

40. All articles, applications and other documents and information may be filed with the Director in paper or electronic format, in accordance with this Regulation and any applicable Director's requirements.

Format of supporting documents and information

41. All documents and information filed to support articles and applications shall be filed in the same format as the articles or application, unless the Director requires that they be filed in a different format.

**PART III
MISCELLANEOUS**

Seal

42. If a corporation has a seal, it may set out the seal on any form in paper format.

Public servants who may sign

43. A director or manager of the Ministry whose duties relate to the administration of the Act are designated as public servants who may,

- (a) sign a document for the purposes of clause (c) of the definition of "certified copy" in subsection 1 (1) of the Act; and
- (b) sign a certificate or a certified copy of a document for the purposes of section 206.1 of the Act.

Electronic version prevails

44. For the purposes of subsection 204.2 (2) of the Act, the following documents are prescribed:

1. The amalgamation agreement referred to in section 29 of this Regulation and the statements referred to in subsection 112 (2) of the Act that are required to support articles of amalgamation.
2. The legal opinions referred to in clauses 30 (1) (c) and 30 (2) (b) that are required to support articles of continuance, as applicable.

3. The legal opinion referred to in section 31 that is required to support an application for authorization to be continued in another jurisdiction.
4. The notices required be filed with or given to the Director under subsections 123 (4), 134 (2) and 139 (4) of the Act.

**PART IV
AMENDMENT AND COMMENCEMENT**

Amendment

45. Clause 30 (3) (b) of this Regulation is revoked and the following substituted:

- (b) a certified copy of the special resolution required under subsection 115 (2) of the Act.

Commencement

46. (1) [Commencement]