Notice – Business Corporations Act – Incorporating a Business Corporation

Effective Date: This Notice is to be effective on the day that subsection 40 (1) of Schedule 6 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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Articles of Incorporation must be completed and filed to incorporate a business in Ontario under the Business Corporations Act (BCA) in accordance with the requirements of the BCA, regulations and this Notice. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

1. How to Incorporate Online

You can incorporate a business corporation online:

1. Directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at our website www.ontario.ca/businessregistry. You must use a valid and up-to-date ServiceOntario online account to complete and file this application electronically with ServiceOntario. You may save drafts prepared online for up to 90 days before filing; however, it is your responsibility to ensure that time sensitive documents such as Nuans reports are filed before they expire, and that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

OR

- 2. Through private sector service providers under contract with the Ministry. Service providers charge an additional fee. To file through a service provider, visit:
 - ecore by Dye & Durham Corporation
 - ESC Corporate Services Ltd.

2. Required Documents and Information

To prepare for online incorporation using any of the above options, have the following documents and information ready:

- 1. Corporate name
- 2. Administrative information (not shown on public record)
 - Contact information: name, email address
 - An official email address for the corporation
 - A NAICS business activity code (see below NAICS Code)
- 3. An Ontario-biased or weighted Nuans name search report for the proposed name if it is not a number name (see below Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
 - The Nuans report reference number
 - The proposed name searched
 - The date of the report
- 4. **Legal opinion**, **if required for identical name** (see below Legal Opinion)
 - Keep the legal opinion at the corporation's registered office, and you
 will be asked for the lawyer's contact information and confirmation that
 the legal opinion meets the requirements
- 5. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
- 6. Number of directors; director information (see below Directors)
- 7. Incorporator(s)' name(s) and address for service
- 8. Any restrictions on the business the corporation may carry on, or powers the corporations may exercise
- 9. Share structure and any restrictions on share transfers (see below Predefined Text: Faster Incorporation with Pre-Populated Provisions)
- 10. **Other provisions, if any** (see below Predefined Text: Faster Incorporation with Pre-Populated Provisions)
- 11. Date of Articles of Incorporation Articles will be dated the date received by the Ministry in accordance with the applicable requirements unless you request a future date up to 30 days ahead (see below Effective Date)
- 12. A valid credit or debit card ready to pay the filing fee Please note that service providers may charge an additional fee. The filing fee must be paid electronically using the payment options provided

Important – Additional Required Documents and Information

- 1. You may also need to obtain:
 - Consent(s) to act as first director (for first directors who are not incorporators (see below Supporting Documents).
 - Consent(s) to the corporate name if required under the BCA and regulations.

 During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by all incorporator(s) prior to filing (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements).

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the Nuans name search report (if required) and the legal opinion for an identical name (if required).

3. Documents Issued by the Ministry

When Articles of Incorporation are completed, you will receive your documents by email:

- 1. The Certificate of Incorporation this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
- 2. Articles of Incorporation this is a copy of the official articles recorded by the Ministry, endorsed with the above-mentionted certificate
- 3. Payment receipt
- 4. Company key needed for future filings (see Notice Company Key)
- 5. Terms and conditions for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified, except for the company key, which is sent only to the official corporation email address.

Terms and conditions must be agreed to by the person(s) signing or otherwise authorizing the filing, and any person(s) acting on their behalf (the "authorizer(s)") and by the corporation and is a mandatory requirement for filing.

To file Articles of Incorporation by mail, see below – Incorporate by Mail.

4. Supporting Documents – Additional Information

Consent to Act as First Director

This consent is required only for first directors who are not incorporators and are therefore not signing the articles. The <u>Consent to Act as First Director (BCA) – Form Number 5260</u> must be retained at the registered office, and made available as required under section 5 of the BCA.

Other Consents

Consents to a name may be required under the BCA and regulations. The corporation is responsible for obtaining all necessary consents, retaining them at the registered office and providing them in accordance with any notice from the Director.

Nuans Name Search

An Ontario-biased or weighted Nuans name search report is required unless the corporation will have a number name. The Nuans report is a list of existing corporate and business names, as well as trademarks, that are the same or similar to the name being proposed. It is the applicant's responsibility to check the search report for similar or identical names and to obtain any consent that may be required. Otherwise, this may result in a lawsuit or the corporation may be the subject of a hearing under the BCA (see below – Choosing a Name that is not Similar or Identical).

The Nuans report must be obtained from a private name search company. The Ministry does not provide this search. Suppliers of Nuans reports may be found online at www.yellowpages.ca under the heading "Searchers of Records" or you may visit Innovation, Science and Economic Development Canada's Nuans site at www.nuans.com for a list of registered search houses that can assist you with obtaining a Nuans search report and filing your documents. A Canada (federal) biased Nuans name search is not acceptable. The Nuans report cannot be dated more than 90 days prior to the filing of the articles. For example, articles received by the Ministry on November 28th could be supported by a Nuans name search report dated as early as August 30th, but not dated earlier. You may wish to allow for additional time because if the Nuans report expires before the articles are endorsed, a valid Nuans report must be obtained to complete the filing. The proposed name searched, the Nuans reference number and the date of the Nuans report must be filed, and the Ministry will retrieve the report directly.

Legal Opinion

If the corporation is acquiring an identical name in accordance with subsection 5 (2) of the Names and Filings Regulation under the BCA, a legal opinion is required in accordance with sections 18, 27 and 28 of the Names and Filings Regulation (see below – Identical Names).

5. General Information

Signature Requirements

The Articles of Incorporation must be signed by each of the incorporators. If an incorporator is an individual, that individual must sign the Articles of Incorporation. If an incorporator is a corporation, the name of the corporation must be set out along with the name and position of the individual signing on behalf of the corporation (see Notice – Filing Methods and Requirements).

Single Name

If your legal name is a single name (where your culture has a tradition of single names) and you need to enter that single name on a form, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223 for more information.

NAICS Code

The North American Industry Classification System (NAICS) code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the code that best describes the main activity of the corporation or other entity. For example, a code for a hair salon could be "812116 – unisex hair stylist shops". This information is collected for administrative purposes for corporations and may be shared with other government bodies for the purpose of administering their programs under the authority of the Business Regulation Reform Act, 1994; it does not appear on the public record. However, the NAICS code is also required under the Business Names Act and Limited Partnerships Act, in which case the NAICS code does appear on the public record.

If you are filing online, you may type the word associated with the main activity and the electronic business registration system will provide a code that you may select to complete that field. To view a complete list of NAICS codes please visit Statistic Canada's website at: https://www150.statcan.gc.ca/n1/en/catalogue/12-501-X

If you are filing in paper, please refer to the list of activities from NAICS (the above link) that best describes the primary activity and then indicate that primary activity code from the link in the form.

Legal Advice

Please be advised that the Ministry **cannot** give legal advice. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Law Society Referral Service (LSRS). The LSRS is a program of the Law Society of Ontario which offers up to one half-hour of free legal consultation. Information about how to be referred to a lawyer through the LSRS is available at www.lsrs.info.

If you would like to be referred to a lawyer, you may submit a request to the LSRS by completing the online request form at www.lawsocietyreferralservice.ca. Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at www.ontario.ca/laws.

6. Corporate Name

It is the responsibility of the incorporators to ensure the name for an Ontario business corporation complies with the BCA and Names and Filing Regulation. Following are examples of name requirements.

Required Legal Element

The word "Limited", "Limitée", "Incorporated", "Incorporée" or "Corporation" or the corresponding abbreviations "Ltd.", "Ltée", "Inc." or "Corp." must be part of the name of every corporation, but a corporation may be legally designated by either the full or the abbreviated form (subsection 10 (1) of the BCA).

English/French Versions

The name of a corporation may be in an English form only, a French form only, an English and a French form combined, or an English form and a French form which are equivalent but used separately (subsection 10 (2) of the BCA).

When incorporating a corporation with an English and French form of the name, a Nuans name search is required for each form of the name (English and French). If the articles set out an English and a French form for a name, a forward slash (/) is required to separate the two forms of the name (section 16 of the Names and Filings Regulation).

Versions in Languages Other than English

Subect to the BCA and regulations, a corporation may have in its articles a special provision permitting it to set out its name in any language and the corporation may be legally designated by that name (subsection 10 (4) of the BCA). This allows the corporation to legally use a version of its corporate name in the other language for the purposes of conducting business. However, the version in the other language would not be entered into the Ministry's electronic business registration system and, therefore, would not appear on a Certificate of Status produced in respect of the corporation. Despite subsection 10 (4), a corporation must 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 BCA (subsection 10 (5)).

Permitted Characters, Numbers and Marks

Only letters from the Roman alphabet or Arabic numerals, or a combination of them, together with punctuation marks and other marks that are permitted by regulation, may form part of the name of a corporation (subsection 10 (3) of the BCA; Names and Filings Regulation).

The following punctuation and other marks are the only ones permitted in the corporate name:

A corporate name cannot be primarily or only a combination of these marks (Names and Filings Regulation). The following marks may be used only as part of a French character and not separately:

, '` ^ "

The first character of a corporate name must be a letter of the Roman alphabet, an Arabic numeral or one of following marks:

!#@

Prohibited and Restricted Words and Expressions

Certain words and expressions are not permitted to be used in a corporate name under the BCA and regulations. If the proposed corporate name contains a prohibited or restricted word or expression, you may not be able to proceed with filing your articles online, or you may receive a warning message that consent may be required. However, not all prohibited or restricted words may be identified as part of the incorporation process, and the corporation remains responsible for compliance with all name requirements under the BCA and regulations.

Review the Names and Filings Regulation for information on the words and expressions that may not be used in a corporate name (prohibited), or that may be used in a corporate name only with the appropriate consent (restricted). See above – Other Consents.

Identical Names

A corporation is not permitted to acquire a name that is identical to the name or former name of another body corporate, whether the other body corporate is in existence or not, except as set out in sections 5 and 7 of the Names and Filings Regulation.

Subsection 5 (1)

Except as provided in subsection 5 (2) and section 7 of the Names and Filings Regulation, 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 ten years have elapsed since the body corporate was dissolved or changed its name.

Note: Although a federal corporation with an identical name to a proposed Ontario corporate name may not be currently operating or active in Ontario, it may be entitled to commence activities in Ontario at any time in the future. Incorporators who incorporate with the same or similar name to a federal corporation are therefore assuming the risk of an objection to their corporate name, which may result in a name hearing under section 12 of the BCA.

Subsection 5 (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 in accordance with the Names and Filing Regulation. The legal opinion must be on legal letterhead, signed by the individual lawyer (not a law clerk or law firm), and must clearly state that the corporations involved comply with subsection 5 (2) by referring to each clause specifically. The corporation must provide information about the legal opinion, including:

- i. name, address and telephone number of the lawyer providing the legal opinion and name of law firm, if any,
- ii. the name that the corporation is acquiring, and
- iii. confirmation that the legal opinion states the information required by the regulations, is signed by the lawyer providing it, and will be kept at the corporation's registered office.

When filing articles online, if you have chosen a proposed corporate name that is identical to the name of a corporation that has been dissolved or changed its name less than ten years prior to the date of filing, you will be prompted to confirm that you have obtained the required legal opinion described above.

Subsection 7 (1)

Under subsection 7 (1) of the Names and Filings Regulation, 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.

Choosing a Name that is not Similar or Identical

It is the corporation's responsibility to choose a name that is not identical or confusingly similar to the name of another corporation, business name or trademark. Under the BCA, incorporators are responsible for ensuring that articles conform to law. The Ministry does not review proposed corporate names for similarity to any other name.

A corporation that acquires a name similar to that of another corporation may be subject to a names hearing under section 12 of the BCA or a lawsuit.

To avoid acquiring an identical name, the name may be varied by the addition or deletion of words, numerals, or initials, or by substituting one of the other required legal elements or their corresponding abbreviations. The addition or deletion of punctuation marks or other symbols does not make a name different for the purposes of the BCA and regulations (section 6 of the Names and Filings Regulation). A name that is not identical may nonetheless be confusingly similar to the name of another corporation, and remain subject to a hearing under section 12 of the BCA or a lawsuit.

Number Name

If an applicant wishes to incorporate with a number name, a Nuans report is not required. The Ministry will assign a number followed by "Ontario" as part of the corporation's name, and you must select a legal element (see above – Required Legal Element).

Other Business Names

A corporation may carry on its business activities under a name other than its corporate name, provided that the name is registered under the Business Names Act. For more information about registering the operating name, see Notice-BNA-Registering a Business Name.

7. Directors

The following director information is required for Articles of Incorporation: Full name and address for service for each director, and an indication if the director is resident Canadian. The requirement for at least 25 per cent of the directors to be resident Canadian has been eliminated.

Subject to any unanimous shareholder agreement, the directors manage or supervise the management of the business and affairs of the corporation (subsection 115 (1) of the BCA). The board of directors of a corporation must consist of at least one individual, and in the case of an offering corporation, not fewer than three individuals (subsection 115 (2)). The Articles of Incorporation may set out a fixed number of directors or a minimum and maximum number of directors (floating board). Each director must meet the qualifications under the BCA, e.g. at least 18 years of age (subsection 118 (1)).

Please refer to sections 130 and 131 of the BCA for details on directors' liability, section 136 for information on indemnification of directors and officers, and section 138 for information on insider liability. Directors of a corporation are jointly and severally liable to the employees of the corporation for all debts not exceeding six months' wages and up to 12 months' vacation pay (section 131). Every director and officer is required to act honestly and in good faith with a view to the best interests of the corporation when exercising powers and discharging duties to the corporation (subsection 134 (1)). Every director and officer must comply with the BCA and regulations, the corporation's articles and by-laws, and any unanimous shareholder agreement (subsection 134 (2)).

Subject to the articles, the by-laws or any unanimous shareholder agreement, the directors may designate the offices of the corporation, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of the corporation, except, subject to section 184, powers to do anything referred to in subsection 127 (3) of the BCA (section 133). A director may be appointed to any office of the corporation, and two or more offices may be held by the same person (section 133 of the BCA).

8. Shareholders

All business corporations must be authorized to issue shares. Therefore, you must complete the section of the Articles of Incorporation that states: "The classes and any maximum number of shares that the corporation is authorized to issue". If the articles provide for more than one class of shares, you must also set out any rights, privileges, restrictions and conditions attaching to each class of shares. There are certain additional provisions you may wish to consider, for example, if the corporation's shares will not be publicly traded (e.g. not on the stock exchange).

Predefined Text: Faster Incorporation with Pre-Populated Provisions

If you wish, you may choose predefined (prepopulated) text instead of entering your own text to set up one class of common shares and for other provisions, including "private issuer" share structure provisions. These provisions may be used by business corporations that do not offer their shares to the public, and wish to rely on the private issuer exemption from reporting requirements under securities law. Consult with your lawyer if you have questions about private issuer requirements. Articles can be amended after incorporation if needed.

The following prepopulated provisions reflect amendments to section 104 of the BCA regarding resolutions signed in writing by shareholders of a corporation that does not offer its shares to the public:

Description of classes of shares:

The classes and any maximum number of shares that the corporation is authorized to issue (required):

The corporation is authorized to issue an unlimited number of common shares

Restrictions on share transfer:

The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- a) The directors of the Corporation expressed by resolution passed by at least a majority of the votes cast by the directors of the Corporation at a meeting of the board of directors or signed by all the directors of the Corporation entitled to vote on that resolution. OR
- b) The shareholders of the Corporation expressed by resolution passed by at least a majority of the votes cast by the shareholders who voted in respect of the resolution or signed by

the holders of at least a majority of the shares entitled to vote on that resolution.

Other provisions:

Restriction on securities transfer:

The corporation's securities, other than non-convertible debt securities, shall not be transferred without either (i) the sanction of at least a majority of the directors of the corporation, or (ii) the sanction of at least a majority of the shareholders of the corporation, or alternatively (iii) if applicable, the restriction contained in security holders' agreements.

Note: You may also add any other provisions to the articles under "Other Provisions" in accordance with the BCA, for example, provisions related to corporate governance.

 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series:

"Not applicable"

 Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

"None"

9. Effective Date

When Articles of Incorporation are filed with the Ministry, they are endorsed with a certificate and are effective on the date set out in the certificate in accordance with section 273 of the BCA. The date of any certificate issued will be the date the articles, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

10. Ontario Corporation Number (OCN)

Upon incorporation, the Ministry assigns every corporation a number, which is unique to that corporation. It cannot be transferred to another corporation, nor can a corporation ever change its corporation number. When corporations amalgamate, the amalgamated corporation is assigned a new number.

11. Professional Corporations

The BCA allows a number of regulated professionals to incorporate their practices. In accordance with subsection 3.1 (2) of the BCA, where the practice of a profession is

governed by an Act, a professional corporation may practise the profession if, (a) that Act expressly permits the practice of the profession by a corporation and subject to the provisions of that Act; or (b) the profession is governed by an Act named in Schedule 1 of the Regulated Health Professions Act, 1991, one of the following Acts or a prescribed Act:

- 1. Chartered Professional Accountants of Ontario Act, 2017.
- 2. Law Society Act.
- Social Work and Social Service Work Act, 1998.
- 4. Veterinarians Act.

Although framework legislation is in effect, the ability to practice by means of a professional corporation will depend on whether the profession in question has had the necessary regulations and by-laws enacted. It is important that regulated professionals who wish to incorporate their practices consult with their governing body for conditions of incorporation specific to their profession.

Regulated professionals who wish to incorporate their practices have the same filing options listed above and must also meet the requirements outlined above. Professionals should contact their governing body for conditions of incorporation specific to their profession.

The name of the corporation must include the words "Professional Corporation" or société professionnelle" and must comply with the respecting names set out in the regulations or by-laws made under the Act governing the profession (subsection 3.2 (2) of the BCA). Under subsection 3.2 (2.1), a professional corporation that has a name that includes the words "société professionnelle" is not required to include any additional legal element under subsection 10 (1) of the BCA.

12. Reporting Requirements after Incorporation

After incorporation, BCA corporations must comply with filing requirements under the Corporations Information Act.

13. Incorporate by Mail

To incorporate by mail, go online and download the <u>BCA Articles of Incorporation – Form Number 5351</u>. You will be required to provide the email addresses noted below. You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment and supporting documents. You will need:

- Articles of Incorporation One set of completed articles in approved form, signed by all incorporator(s) (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
- 2. Corporate name

- 3. Administrative information (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
 - A NAICS business activity code (see above NAICS Code)
- 4. An Ontario-biased or weighted Nuans name search for a proposed name if it is not a number name (see above Nuans Name Search). Keep the report at the corporation's registered office and file:
 - The Nuans report reference number
 - The proposed name searched
 - The date of the report
- 5. **Legal opinion, if required for identical name** (see above Legal Opinion).
 - Keep the legal opinion at the corporation's registered office, and you
 will be asked for the lawyer's contact information and confirmation that
 the legal opinion meets the requirements
- 6. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
- 7. **Number of directors; director information** (see above Directors)
- 8. Incorporator(s)' name and address for service
- 9. Any restrictions on the business of the corporation, or powers the corporations may exercise
- 10. **Share structure and any restrictions on share transfers** (see above Predefined Text: Faster Incorporation with Pre-Populated Provisions)
- 11. **Other provisions, if any** (see above Predefined Text: Faster Incorporation with Pre-Populated Provisions)
- 12. **Date of Articles of Incorporation** You must select a preferred date; however, the earliest effective date would be the date the application is received by the Ministry in accordance with the applicable requirements. You may choose a future date up to 30 days ahead (see above Effective Date)
- 13. <u>Fee</u> Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable

Important – Additional Required Documents and Information

You may also need to obtain:

- Consent(s) to act as first director (for first directors who are not incorporators (see above – Supporting Documents).
- Consent(s) to the corporate name if required under the BCA and regulations (see above – Supporting Documents).

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting

documents, including any required consents, the Nuans name search report (if required) and the legal opinion for an identical name (if required).

Mailing Address

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

When incorporation is completed, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the required payment or email address, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. Forms must be on 8.5" x 11" letter size paper. If the form is missing any other required information or has not been properly completed, the Ministry will cease processing application and will return the application for correction electronically to the email address provided on the form. A link will be provided to the electronic business registration system, where you must complete the transaction electronically. It is your responsibility to review the entire application, and to ensure that all data is accurate and meets the requirements of the BCA and regulations. You are also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the electronic transaction. This will be considered a new application filed in an electronic format.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are received by the Ministry in accordance with the requirements for filing under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date. If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

14. Related Legislation

Business Names Act Business Corporations Act

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the BCA and regulations made under it. Requirements of the Director are to be established pursuant to sections 271.2 and 272.2 of the BCA.