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Notice – Not-for-Profit Corporations Act, 2010 – Applying for Authorization to Continue out of the ONCA

Effective Date: This Notice is to be effective on the day that section 56 of Schedule 8 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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A corporation under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA) that seeks to continue in a jurisdiction outside Ontario, or under the Co-operative Corporations Act must complete and file an Application for Authorization to Continue out of the ONCA.

Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

An Ontario corporation that wishes to operate in another jurisdiction but remain an Ontario not-for-profit corporation and keep its registered office in Ontario should not complete an Application for Authorization to Continue out of the ONCA. The corporation should instead contact the other jurisdiction for information on operating in that jurisdiction while remaining an Ontario corporation subject to the ONCA.

1. How to File an Application for Authorization to Continue out of the ONCA Online

You can file an Application for Authorization to Continue out of the ONCA online if you received a company key giving you authority over the corporation (see Notice – Company Key). You can file 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 are filed before they expire, and

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that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

To prepare for filing an **Application for Authorization to Continue out of the ONCA**, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
3. **A valid credit or debit card ready to pay the filing fee**
4. **Only required for corporations applying to continue in a jurisdiction outside Ontario**
 - **Be ready to confirm:**
 - If the corporation is applying to continue in another Canadian jurisdiction or a jurisdiction outside Canada
 - The name of that jurisdiction
 - The required statements (see below – Required Statements)
 - The application has been authorized by a special resolution
 - **Legal opinion**, unless the corporation is applying to continue in another Canadian jurisdiction (see below – Legal Opinion)
5. **Only required for corporations applying to continue under the Co-operative Corporations Act:**
 - **Be ready to confirm:**
 - The required statements (see below – Required Statements)
 - The application has been authorized by a special resolution

Important – Additional Required Documents and Information

1. You may also need to obtain consent of the Public Guardian and Trustee (see below – Supporting Documents).
2. During the transaction, you will be prompted to print or save a PDF copy of the application to have it signed by two officers or directors, or an officer and a director, of the corporation 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 application, 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

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in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents.

3. Documents Issued by the Ministry

When the filings are completed, you will receive the following documents by email:

1. The Certificate of Authorization – this is the endorsement of the authorization; the certificate sets out the corporation name, Ontario Corporation Number (OCN), and effective date
2. Application for Authorization to Continue out of the ONCA – this is a copy of your official authorization recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified.

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 by mail, see below – File an Application for Authorization to Continue out of the ONCA by Mail.

4. Supporting Documents – Additional Information

Consents

Written consent of the PGT is required to file the application if the PGT has notified the Director that consent is required under section 26 of the Names and Filings Regulation under the ONCA.

If the PGT’s written consent is required, the PGT may be contacted at (416) 326-1963 or PGT-Charities@ontario.ca. The PGT’s written consent should be obtained prior to filing the application.

For information about the duties and responsibilities of charitable corporations, see the charity bulletins on the PGT’s section of the Ministry of the Attorney General’s website at: <https://www.attorneygeneral.jus.gov.on.ca/english/family/pgt/charities/>

For general information about charities, please contact:

Ministry of the Attorney General

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Office of the Public Guardian and Trustee
Charitable Property Program
595 Bay Street, Suite 800
Toronto ON M5G 2M6
Telephone: (416) 326-1963 or toll-free in Ontario 1-800-366-0335

Legal Opinion

If the corporation is applying to continue in a jurisdiction outside Canada, the Application for Authorization to Continue out of the ONCA must be accompanied by a legal opinion to the effect that the laws of the that jurisdiction meet the requirements set out in subsection 116 (10) of ONCA. The legal opinion must be on letterhead and signed by an individual lawyer (not a law clerk or law firm) qualified to practice in the other jurisdiction. The legal opinion must refer to each clause under subsection 116 (10), specifically stating that the laws of the other jurisdiction provide in effect that:

- the property of the corporation continues to be the property of the body corporate;
- the body corporate continues to be liable for the obligations of the corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- any civil, criminal or administrative, investigative or other action or proceeding pending by or against the corporation may be continued by or against the body corporate; and
- any conviction against, or ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

5. General Information

Signature Requirements

The Application for Authorization to Continue out of the ONCA must be signed by two officers or directors, or an officer and a director, of the corporation. Set out the name and position of the signatory. An electronic signature is permitted (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.

Required Statements

If the corporation is applying for authorization to continue in a jurisdiction outside Ontario, it must confirm:

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- the application has been authorized by a special resolution of the members;
- the corporation is not in default in filing notices and returns under the Corporations Information Act, and all outstanding fees have been paid
- the property of the corporation continues to be the property of the body corporate;
- the body corporate continues to be liable for the obligations of the corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- any civil, criminal or administrative, investigative or other action or proceeding pending by or against the corporation may be continued by or against the body corporate; and
- any conviction against, or ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

If the corporation is applying for authorization to continue under the Co-operative Corporations Act, it must confirm:

- the application has been authorized by a special resolution of the members; and
- the corporation is not in default in filing notices and returns under the Corporations Information Act, and all outstanding fees have been paid.

Authorization by Members

The corporation must obtain the authorization of its members by special resolution before filing an Application for Authorization to Continue out of the ONCA to continue in a jurisdiction outside Ontario under section 116 of the ONCA, or to continue under the Co-operative Corporations Act under section 117 of the ONCA.

Director's Authorization and Expiry

If the Director endorses an Authorization to Continue out of the ONCA, the authorization will be effective on the date set out in the Certificate of Authorization.

The Director's authorization of an Application for Authorization to Continue out of the ONCA expires six months after the date of endorsement, unless within the six-month period, the corporation is continued under the laws of the other jurisdiction or under the Co-operative Corporations Act, as applicable (subsections 116 (6) and 117 (4) of the ONCA).

If the corporation does not continue in the other jurisdiction or under the Co-operative Corporations Act within the six-month period, it remains an Ontario corporation. A new Application for Authorization to Continue out of the ONCA would be required if the corporation still wishes to continue in another jurisdiction or under the Co-operative Corporations Act after the authorization expires.

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Requirements after Continuance

If the corporation continues to another jurisdiction, the corporation is required to file with the Director a copy of the instrument of continuance issued to it by the other jurisdiction within 60 days after its issuance (subsection 116 (7) of ONCA). This is not required if the corporation has continued under the Co-operative Corporations Act.

The corporation will appear on the public record as an ONCA corporation until the corporation files a copy of the instrument of continuance with the Director.

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.lsrso.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. Effective Date

The ONCA ceases to apply to the corporation on the date upon which the corporation is continued under the laws of the other jurisdiction or the Co-operative Corporations Act, as applicable.

7. Operating in Ontario after Continuing in Another Jurisdiction

For information on corporations from other Canadian jurisdictions operating in Ontario, see [Notice – CIA – Filing an Initial Return and Notice of Change – Extra-provincial Corporations](#). For information on foreign extra–provincial corporations operating in Ontario, see [Notice – EPCA – Extra-Provincial Corporations Licences and Filings](#).

8. File an Application for Authorization to Continue out of the ONCA by Mail

To file an application by mail, go online and download the [Application for Authorization to Continue out of the ONCA – Form Number 5275](#). 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:

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1. **Application for Authorization to Continue out of the ONCA** One set in approved form (see above link), signed by two officers or directors, or an officer and a director, of the corporation (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. [Company key](#) giving you authority over the corporation
3. **Corporate name and Ontario Corporation Number (OCN)**
4. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
5. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution
6. **Only required for corporations applying to continue in a jurisdiction outside Ontario**
 - **Be ready to confirm:**
 - If the corporation is applying to continue in another Canadian jurisdiction or a jurisdiction outside Canada
 - The name of that jurisdiction
 - The required statements (see above – Required Statements)
 - The application has been authorized by a special resolution
 - **Legal opinion**, unless the corporation is applying to continue in another Canadian jurisdiction (see above – Legal Opinion)
7. **Only required for corporations applying to continue under the Co-operative Corporations Act:**
 - **Be ready to confirm:**
 - The required statements (see above – Required Statements)
 - The application has been authorized by a special resolution

Important – Additional Required Documents and Information

You may also need to obtain consent of the Public Guardian and Trustee (see above – Supporting Documents).

Note: The corporation must keep a properly executed version of the application, 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.

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Mailing Address:

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

When the filings are complete, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the company key, 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 ONCA 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 ONCA, the regulations and the Director's requirements.

If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

9. Related Legislation

Not-for-Profit Corporations Act, 2010

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the ONCA and regulations made under it. Requirements of the Director are to be established pursuant to sections 210 and 210.2 of the ONCA.