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## Notice – Extra-Provincial Corporations Act – Extra-Provincial Corporations Licences and Filings

Effective Date: This Notice is to be effective on the day that section 104 of Schedule 6 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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Licences are required under the Extra-Provincial Corporations Act (EPCA) for business corporations incorporated or continued under the laws of a jurisdiction outside of Canada (foreign corporations) to carry on business in Ontario (subsection 4 (2) of the EPCA).

Extra-provincial corporations that do not require a licence remain subject to other provisions of the EPCA and regulations.

Extra-provincial corporations are also subject to the Corporations Information Act (CIA) filing requirements. This includes the requirement to file an Initial Return within 60 days after the date the corporation begins to carry on business in Ontario.

For more information, including information on changing administrative information, see [Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations](#) and [Notice – CIA – Filing an Annual Return](#).

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

### 1. How to Apply Online

You can apply for an Extra-Provincial Licence, Amended Extra-Provincial Licence and Termination of an Extra-Provincial Licence online directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at our website [www.ontario.ca/businessregistry](http://www.ontario.ca/businessregistry). A company key giving you authority over the corporation is needed if you are applying for an Amended Extra-Provincial Licence or a Termination of an Extra-Provincial Licence.

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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. ServiceOntario has no access to your drafts until the application is filed.

## 2. Required Documents and Information

### Application for an Extra-Provincial Licence

To prepare for filing an Application for an Extra-Provincial Licence, have the following documents and information ready (uploads cannot exceed 5MB):

1. **Corporate name and Ontario Corporation Number (OCN), if previously assigned**
2. **An Ontario-biased or weighted Nuans name search report** (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
3. **Administrative Information** (not shown on public record):
  - Contact information: name, email address
  - An official email address for the corporation
4. **NAICS business activity code** (see below – NAICS Code)
5. **Appointment of Agent for Service** in the approved form and duly executed by the corporation. Be ready to upload a PDF copy (see below – Agent for Service)
6. **Certificate of Status** signed by an official of the governing jurisdiction authorized to do so, setting out:
  - The name of the corporation,
  - The date of incorporation or amalgamation,
  - The jurisdiction to which the corporation is subject, and
  - That the corporation is a valid and subsisting corporation.Be ready to upload a PDF copy of the certificate of status when prompted during the transaction (see below – Certificate of Status).
7. **Original date of incorporation or amalgamation**
8. **Governing Jurisdiction**
9. **Registered or head office address** This is the corporation’s physical location. A P.O. box is not acceptable
10. **Date** the corporation was authorized by resolution to make the application
11. **The principal office or place of business in Ontario**, if applicable. This must be a physical location in Ontario. A P.O. box is not acceptable
12. **Chief officer or manager in Ontario**, if applicable
13. **Confirm the required statements** (see below – Required Statements)
14. **A valid credit or debit card ready to pay the filing fee**

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## Important – Additional Required Documents and Information

1. You may also need to obtain consent(s) to the corporate name if required under the EPCA and regulations (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 a director or officer of the corporation (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 in the notice.

The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents and the Nuans name search report (if required).

## Application for an Amended Extra-Provincial Licence

To prepare for filing an Application for an Amended Extra-Provincial Licence, have the following documents and information ready (uploads cannot exceed 5MB):

1. **Corporate name and OCN**
2. **Administrative Information** (not shown on public record):
  - Contact information: name, email address
  - An official email address for the corporation
3. **Certificate of Status**, signed by an official of the governing jurisdiction authorized to do so, setting out:
  - The name of the corporation,
  - The date of incorporation or amalgamation,
  - The jurisdiction to which the corporation is subject, and
  - That the corporation is a valid and subsisting corporation.Be ready to upload a PDF copy of the certificate of status when prompted during the transaction.
4. **If there is a change to the corporate name:**
  - **New corporate name in corporation's governing jurisdiction**
  - **An Ontario-biased or weighted Nuans name search report** (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
5. **If there is a change to the jurisdiction:**

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- **Governing jurisdiction**
- 6. **Date** the corporation was authorized to make the application by resolution
- 7. **A valid credit or debit card ready to pay the filing fee**

## Important – Additional Required Documents and Information

1. You may also need to obtain consent(s) to the corporate name if required under the EPCA and regulations (see below – Supporting Documents).
2. During the transactions, you will be prompted to print or save a PDF copy of the application to have it signed by a director or officer of the corporation (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 in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents and the Nuans name search report (if required).

## Application for Termination of an Extra-Provincial Licence

To prepare for filing an Application for Termination of an Extra-Provincial Licence, have the following documents and information ready:

1. **Corporate name and OCN**
2. **Administrative Information** (not shown on public record):
  - Contact information: name, email address
  - An official email address for the corporation
3. **Be prepared to confirm that the corporation has ceased to carry on business in Ontario** within the meaning of the EPCA

## Important – Additional Required Documents and Information

During the transaction, you will be prompted to print or save a PDF copy of the application to have it signed by a director or officer of the corporation (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 and the Nuans name search report (if required).

## 3. Documents Issued by the Ministry

**When the application is endorsed, you will receive the following documents by email:**

1. Extra-Provincial Licence, Amended Licence or other document as applicable.
2. Registration Information
3. Payment receipt
4. Company key needed for future filings, only for an Application for an Extra-Provincial Licence
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 apply by mail, see below – Applying for an Extra-Provincial Licence, Amended Extra-Provincial Licence and Termination of an Extra-Provincial Licence by Mail.

## 4. Supporting Documents – Additional Information

### Nuans Name Search

An Ontario-biased or weighted Nuans name search report is required.

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 EPCA.

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](http://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](http://www.nuans.com) for a list of registered search houses that can assist you with

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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 application. For example, an application received by the Ministry on November 28th can 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 is required 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.

### **Agent for Service**

Foreign corporations must appoint and ensure the continuing appointment, at all times, of an individual, of the age of eighteen years or older, who is resident in Ontario or a corporation having its head office or registered office in Ontario as its agent for service in Ontario on whom service of process, notices or other proceedings may be made and service on the agent shall be deemed to be service on the corporation (subsection 19 (1) of the EPCA).

The appointment must be in the approved form and must accompany the application for a licence (subsection 19 (2) of the EPCA).

Where the name, address or any other particular set out in the appointment of an agent changes or where an agent is substituted, the corporation must immediately file a Revised Appointment of Agent for Service in the approved form (subsection 19 (3) of the EPCA). The corporation must in those cases immediately file an Initial Return or Notice of Change under the CIA to report the change or substitution (see Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations).

### **Certificate of Status**

A certificate of status is required to be filed together with an application for a licence or amended licence, as applicable (sections 8 to 10 of the General Regulation under the EPCA).

If the Director is not satisfied on the basis of the material filed that the corporation is a valid and subsisting corporation in the jurisdiction in which it purports to be incorporated, including circumstances where the jurisdiction does not issue a Certificate of Status, the corporation must provide a legal opinion from a lawyer authorized to practice in that jurisdiction that the corporation is a valid and subsisting corporation in that jurisdiction (subsection 8 (2) of the General Regulation under the EPCA). A copy of the legal opinion must be filed together with the application, if applicable.

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## Consents

Consents to a corporate name may be required under the EPCA 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.

## 5. General Information

### Signature Requirements

The application must be signed by an officer or director of the corporation. Set out the name and position of the signatory (see Notice – Filing Methods and Requirements).

### 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 your 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 your 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 your primary activity and then indicate your primary activity code from the link in the form.

### Required Statements

A corporation applying for an Extra-Provincial Licence must confirm the required statements:

- The corporate existence of the corporation is not limited in any way by statute or otherwise and the corporation is a valid and subsisting corporation
- The corporation has the capacity to carry on business in Ontario
- The corporation has the capacity to hold land without conditions or limitations

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- The corporation hereby acknowledges that upon the licence being issued that the corporation shall be subject to the provisions of the Extra-Provincial Corporations Act, the Corporations Information Act, the Corporations Tax Act, and to such further and other legislative provisions as the Legislature of Ontario may deem expedient in order to secure the due management of the corporation's affairs and the protection of its creditors within Ontario

### **Extra-Provincial Corporation Name**

An Extra-Provincial Licence will not be issued to a foreign corporation with a name that is identical to a corporate name already in use in Ontario. In the case where the identical name is no longer in use, a licence will only be issued if at least ten years have elapsed since the other body corporate was dissolved or changed its name. Extra-provincial corporations are subject to the restrictions on a corporate name set out in the EPCA and General Regulation under the EPCA, and assume full responsibility for any risk of confusion or legal action, including a lawsuit or name hearing under the EPCA.

### **Business Names**

Foreign corporations can be licensed only under their corporate name. A corporation that has obtained an Extra-Provincial Licence in Ontario may carry on its business activities under a name other than its corporate name (section 9 of the EPCA), provided that the name is registered under the Business Names Act (see [Notice – BNA – Registering a Business Name](#)).

### **EPCA Licence**

Corporations incorporated or continued under the laws of a jurisdiction outside of Canada must obtain an Extra-Provincial Licence in order to conduct their business activities in Ontario, unless the corporation is exempt under the General Regulation under the EPCA (subsection 4 (2) of the EPCA, and sections 15 and 16 of the General Regulation).

### **Amended Extra-Provincial Licence**

A foreign corporation must file an Application for an Amended Licence if it has changed its name, or if it has continued under the laws of another jurisdiction.

### **Termination of an Extra-Provincial Licence**

If a corporation with an Extra-Provincial Licence ceases to carry on business within the province of Ontario, the corporation must file a Notice of Change under the CIA, followed by an Application for Termination of an Extra-Provincial Licence under the EPCA. For information on the Notice of Change, see Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations.



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## Cancelled Extra-Provincial Licence

Where sufficient cause is shown, the Director, after giving a foreign corporation an opportunity to be heard, may by order cancel the licence of the corporation upon such date as is fixed in the order (section 7 of the EPCA). The EPCA does not contain any provisions for “revival” of a cancelled licence. Section 8 of the EPCA provides for appeal.

## 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.

## 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.lsr.info](http://www.lsr.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](http://www.lawsocietyreferralservice.ca). Please refer to the EPCA for details governing not-for-profit corporations in Ontario. The EPCA is available at [www.ontario.ca/laws](http://www.ontario.ca/laws).

## 6. Effective Date

The date issued will be the date the application, other required documents and the required fee are received by the Ministry in accordance with the requirements for filing under the EPCA, the regulations and the Director’s requirements.

## 7. Ontario Corporation Number (OCN)

Upon issuance of an Extra-Provincial Licence, the Ministry assigns an Ontario Corporation Number (OCN), which is unique to that corporation. It cannot be transferred to another corporation, nor can a corporation ever change its corporation number.

## 8. Applying for an Extra-Provincial Licence, Amended Extra-Provincial Licence and Termination of an Extra-Provincial Licence by Mail

### Application for an Extra-Provincial Licence

To file an Application for an Extra-Provincial Licence by mail, go online and download the download the [Application for a Licence for an Extra-Provincial – Corporation – Form Number 5280](#). You will be required to provide the email addresses noted below.

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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. You will need:

1. **Application for Extra-Provincial Licence** One completed application in the approved form, signed by a director or officer of the corporation. Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Corporate name and Ontario Corporation Number (OCN), if previously assigned**
3. **An Ontario-biased or weighted Nuans name search report** (see above – 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. **Administrative Information** (not shown on public record):
  - Contact information: name, email address, telephone number
  - An official email address for the corporation
5. **NAICS business activity code** (see above – NAICS Code)
6. **Appointment of Agent for Service** in the approved form and duly executed by the corporation (see above – Agent for Service)
7. **Certificate of Status**, signed by an official of the governing jurisdiction authorized to do so, setting out:
  - The name of the corporation,
  - The date of incorporation or amalgamation,
  - The jurisdiction to which the corporation is subject, and
  - That the corporation is a valid and subsisting corporation.
8. **Original date of incorporation or amalgamation**
9. **Governing Jurisdiction**
10. **Registered or head office address** This is the corporation’s physical location. A P.O. box is not acceptable
11. **Date** the corporation was authorized by resolution to make the application
12. **The principal office or place of business in Ontario**, if applicable. This must be a physical location in Ontario. A P.O. box is not acceptable
13. **Chief officer or manager in Ontario**, if applicable
14. **Confirm the required statements** (see above – Required Statements)
15. **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

Important – Additional Required Documents and Information

You may also need to obtain consent(s) to the corporate name if required under the EPCA and regulations (see above – Supporting Documents).

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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 and the Nuans name search report (if required).

## **Application for an Amended Extra-Provincial Licence**

To file an Application for an Amended Extra-Provincial Licence by mail, go online and download the [Application for Amended Extra-Provincial Licence - Form Number 5282](#). 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. You will need:

1. **Application for Amended Extra-Provincial Licence** One completed application in the approved form (see above link), signed by a director or officer of the corporation. Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Corporate name and OCN**
3. **Company key** giving you authority over the corporation
4. **Administrative Information** (not shown on public record):
  - Contact information: name, email address, telephone number
  - An official email address for the corporation
5. **Certificate of Status**, signed by an official of the governing jurisdiction authorized to do so, setting out:
  - The name of the corporation,
  - The date of incorporation or amalgamation,
  - The jurisdiction to which the corporation is subject,
  - That the corporation is a valid and subsisting corporation.
6. **If there is a change to the corporate name:**
  - **New corporate name in corporation's governing jurisdiction**
  - **An Ontario-biased or weighted Nuans name search report** (see above – 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
7. **If there is a change to the jurisdiction:**
  - **Governing jurisdiction**
8. **Date** the corporation was authorized to make the application by resolution

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9. **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

You may also need to obtain consent(s) to the corporate name if required under the EPCA and regulations (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 and the Nuans name search report (if required).

### **Application for Termination of an Extra-Provincial Licence**

To file an Application for Termination of an Extra-Provincial Licence by mail, go online and download the [Termination of an Extra Provincial Licence – Form Number 5283](#). 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. You will need:

1. **Application for Termination of an Extra-Provincial Licence** One completed application in the approved form (see above link), signed by a director or officer of the corporation. Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Corporate name and OCN**
3. **Company key** giving you authority over the corporation
4. **Administrative Information** (not shown on public record):
  - Contact information: name, email address, telephone number
  - An official email address for the corporation
5. **Be prepared to confirm that the corporation has ceased to carry on business in Ontario** within the meaning of the EPCA

### Important – Additional Required Documents and Information

You may also need to obtain consent(s) to the corporate name if required under the EPCA and regulations (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

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in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents and the Nuans name search report (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

Once your application has been processed, 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 (where applicable), required payment (where applicable) 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 the 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 EPCA 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 EPCA, 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**

Extra-Provincial 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 EPCA and regulations. Requirements of the Director are to be established pursuant to sections 24.2 and 24.4 of the EPCA.