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Notice – Corporations Act – Filings by Insurers and Social Companies

Effective Date: This Notice is to be effective on the day that section 73 of Schedule 7 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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The Corporations Act (CA) applies to social companies and to corporations that are insurers within the meaning of subsection 141 (1) of the CA.

Social companies must continue out of the CA no later than the fifth anniversary of the day subsection 4 (1) of Schedule 7 to the Cutting Unnecessary Red Tape Act, 2017 (CURTA) comes into force. Filings by social companies to continue out of the CA are not made under the CA; instead, they must be made under one of the following three Acts: the Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA), the Co-operative Corporations Act (CCA) or the Business Corporations Act (BCA). A social company that does not continue out of the CA will be dissolved. For more information, see below – Social Companies.

Filings by social companies and insurers that are permitted or required to be filed with the Ministry of Government and Consumer Services (Ministry) under the CA must be made in accordance with the requirements of the CA, the regulations and this Notice (see below – 1. How to File Applications by Email or Mail and 2. Required Documents and Information). However, applications by social companies and insurers for corrected letters patent or supplementary letters patent under section 16 of the CA must be made in accordance with the Notice – Corrected Certificates and Other Documents.

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

1. How to File by Email or Mail

Filings may be made electronically under the CA only by email in accordance with this Notice and the [Notice – Filing Methods and Requirements](#). Such email filings are permitted under the CA generally and are not limited to the exceptional circumstances set out in the Notice – Filing Methods and Requirements. A valid credit card is required. For information on filing by email and paying the required fee, see Notice – Filing Methods and Requirements.

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Filings under the CA are also permitted to be made by mail. If filing by mail, a cheque payable to the Minister of Finance is required to pay the filing fee. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution. The completed form, payment and supporting documents must be mailed to the Ministry at the following address:

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

2. Required Documents and Information

Approved Form and Supporting Documents

Filings by email or mail must be made with the approved form (see [Notice – Approved Forms](#)), and filed in accordance with this Notice and the Notice – Filing Methods and Requirements.

To file by email or mail, go online and download the approved form. You must complete this form on a computer and obtain the appropriate signatures.

You must also file a cover letter setting out the required administrative information listed on the instructions to the approved form.

The approved form must be filed together with the supporting documents that are required under the CA and section 11 of the Filings Regulation under the CA, as indicated on the applicable approved form and instructions.

Supporting documents set out under section 12 of the Filings Regulation must be retained instead of filed; these supporting documents must be given on notice from the Director. These include consents to the corporate name, specified consents in respect of an application for an order for revival, and approval or consents required under another Act or regulation.

Signature Requirements

All approved forms filed under the CA must be signed by two officers or directors, or an officer and a director, of the corporation, with the following exceptions: an application for an order to revive a dissolved corporation under subsection 317 (10) of the CA must be signed by an interested person. An application for incorporation must be signed by all the applicants.

Set out the name and position of the signatories. Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements).

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Important – Additional Required Documents and Information

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 head office 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 Minister within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents.

3. Documents Issued by the Ministry

When the application is issued, you will receive the following documents:

1. An issued letters patent, supplementary letters patent or an order or an authorization, as applicable
2. Payment receipt
3. Company key needed for future filings, if not already issued (see Notice – Company Key)

4. Reporting Requirements

CA corporations must comply with filing requirements under the Corporations Information Act (CIA). See [Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations](#), and [Notice – CIA – Filing an Annual Return](#).

5. General Information

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 instructions to the approved form will indicate whether the North American Industry Classification System (NAICS) business activity code is required. The NAICS code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the primary code that best describes the main activity of your corporation or other entity. For example, a code for providing community services could be “812117 – community outreach”. 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

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required under the Business Names Act and Limited Partnerships Act, in which case the NAICS code does appear on the public record.

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>

The applicable form will indicate whether the NAICS code is required.

Social Companies

The term "social company" means a company that has objects (purposes) in whole or in part of a social nature (section 1 of the CA). Other terms commonly used to refer to social companies include "social club," "social club with share" and "share capital social club."

A social company that was incorporated or continued under the CA must, no later than the fifth anniversary of the day subsection 4 (1) of Schedule 7 to the CURTA comes into force, apply, pursuant to a special resolution, to be continued under one of three Acts: the Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA), the Co-operative Corporations Act (CCA) or the Business Corporations Act (BCA) (subsections 2.1 (1) and (4) of the CA). Filings to continue out of the CA are not made under the CA; instead, they must be made under the ONCA, CCA or BCA. A social company that does not continue under the ONCA, CCA or BCA will be dissolved after the fifth anniversary of the day subsection 4 (1) of Schedule 7 to the CURTA comes into force (subsection 2.1 (2) of the CA).

Social companies are not permitted to file an Application for Supplementary Letters Patent to amend their Letters Patent in order to bring them into compliance with the ONCA, CCA or BCA (subsection 2.1 (6) of the CA).

For information on continuing under the ONCA, BCA or CCA, please see the [Notice – ONCA – Filing Articles of Continuance](#), [Notice – BCA – Filing Articles of Continuance](#), and the [Notice – CCA – Filings by Co-operative Corporations](#). The Minister's authorization or consent is not required under the CA for a social company applying to be continued under the ONCA, CCA or BCA (subsection 2.1 (5) of the CA).

See section 2.1 of the CA 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

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LSRS is available at 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. Please refer to the CA for details governing social companies and insurers in Ontario. The CA is available at www.ontario.ca/laws.

6. Effective Date

Upon receipt of an application, the Minister may issue letters patent, supplementary letters patent or an order or an authorization, as applicable, with a certificate effective on the date set out in accordance with subsection 12 (2) and 12 (3) of the CA. The date of any certificate issued will be the date the application, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the CA, the regulations and the Director's requirements.

7. Related Legislation

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 CA and regulations made under it. Requirements of the Director are to be established pursuant to sections 326.3 and 326.6 of the CA.