

DRAFT

Notice – Corrected Certificates and Other Documents

Effective Date: This Notice is to be effective the date that subsection 40 (1) and sections 104 and 127 of Schedule 6, section 73 of Schedule 7, and section 56 of Schedule 8 to the Cutting Unnecessary Red Tape Act, 2017, comes into force.

1. How to Apply for a Corrected Certificate or Other Document Online
 2. Required Documents and Information
 3. Documents Issued by the Ministry
 4. Confirmation of Correction
 5. General Information
 6. Apply for a Corrected Certificate or Other Document by Mail
-

Corporations (or their directors, shareholders or members, where applicable) subject to the Business Corporations Act (BCA), Extra-Provincial Corporations Act (EPCA), or Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as the NFPCA) may apply for a corrected certificate or other document if the certificate or other document issued under the applicable Act contains an error. Limited partnerships subject to the Limited Partnerships Act (LPA) may also apply for a corrected declaration if a declaration filed under the LPA contains an error.

Social companies and insurers under the Corporations Act (CA) may apply for corrected documents; different filing requirements apply. See below – Social Companies and Insurers.

1. How to Apply for a Corrected Certificate or Other Document Online

You can apply online if you received a company key giving you authority over the corporation (see Notice – Company Key). You can file directly with 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 the 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. Select “make changes” for the entity; then make the selection to apply for a corrected document.

Social companies and insurers under the CA cannot apply using the ServiceOntario online account; for more information, see below – Social Companies and Insurers.

2. Required Documents and Information

To complete your application for a corrected certificate or other document online, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and OCN, or firm name and BIN**, as applicable

DRAFT

2. **Administrative information** (not shown on the public record):
 - Contact information: name, email address
 - An official email address for the corporation or limited partnership, as applicable (if not already provided)
 - A NAICS business activity code, if applicable; see below – NAICS Code (In the case of a limited partnership, the NAICS Code is not administrative information under the LPA)
3. **Explanation of the error you are requesting to be corrected and why it qualifies for correction** Only certain types of errors may be corrected under the Acts (see below – Errors)
4. **Only for corrections to documents filed after this Notice is effective:** Upload a searchable PDF of the corrected articles, authorization, licence, declaration or other document, using the applicable approved form, showing all deletions and additions requested as part of the application for correction. Deletions must be shown as struck out and additions must be shown as underlined. Complete the entire form, which must be signed by the same person(s) who signed the original articles or other document. Set out the name and position of the signatory(ies). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)). Additional steps are required; see below – Confirmation of Correction.
5. **Only for corrections to documents filed before this Notice is effective:** Upload a PDF of the corrected articles, authorization, licence, declaration or other document, using the form that was prescribed or required at the time the original filing was made. The articles or other document to be corrected must be signed by the same person(s) who signed the original articles or other document. Set out the name and position of the signatory(ies). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements). If you do not have a copy of the necessary form, contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.
6. **Certified copy of the authorizing resolution:**
 - Corporations: upload a PDF copy of the resolution of the directors confirmed by the shareholders or members, as applicable
 - Limited Partnerships: upload the PDF resolution signed by all the general partners

The resolution must authorize the application for the corrected certificate or other document, and must state that the corporation or limited partnership, as applicable, waives any right to be heard under the applicable section (section 275 of the BCA, section 13 of the EPCA, section 23.4 of the LPA or section 202 of the ONCA)
7. **A valid credit or debit card ready to pay the filing fee**

Important – Additional Required Documents and Information

After the Ministry has reviewed your application, you may be asked to provide additional supporting documents (e.g. affidavits). See below – Errors.

DRAFT

If the application for a corrected certificate or other document is accepted, the original articles or other documents issued by the Ministry must be surrendered or destroyed.

If the applicant is a corporation, the corporation must keep a properly executed version of the articles, applications, licences or other documents, as applicable, 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 appointed under the BCA, EPCA or ONCA, 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.

If the applicant is a limited partnership, the limited partnership must keep a properly executed version of the declaration, including records related to an electronic signature if signed by electronic signature, in paper or electronic format, at the limited partnership's principal place of business in Ontario, or if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) of the LPA and in the power of attorney executed under subsection 25 (4) of the LPA. If required by notice from the Registrar, the limited partnership must provide a copy of the executed version of the declaration, including any records related to an electronic signature, to the Registrar within the time period set out in the notice.

3. Documents Issued by the Ministry

1. Payment receipt
2. 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 – Apply for a Corrected Certificate or Other Document by Mail.

4. Confirmation of Correction

This section applies to applications for corrected certificates or other documents that were filed after this Notice came into effect.

1. If the application for a corrected certificate or other document is accepted, i.e. the error is capable of correction, the correction(s) will be entered by Ministry staff for review and confirmation.

DRAFT

2. The Ministry will then send an email requesting confirmation that the articles or other document appearing on the public record shows the requested correction(s). The Ministry must be advised within two business days if the public record does not reflect the correction(s). Ensure that you review the entire document, not just the wording being corrected.
3. The corrected certificate or other document with the correction will replace the articles or other document on the public record containing the error. The corporation or other entity, as applicable, will not be emailed a copy. The corrected articles or other document will show the original effective date, unless the correction was made to the effective date.
4. A corrected certificate or other document will not be identified as “corrected”. Instead, a Notice of Correction will be placed on the public record effective the same date as the corrected articles or other document. The Notice of Correction will identify that the correction(s) that have been made.

5. General Information

Errors

An application for a corrected certificate or other document under section 275 of the BCA, section 16 of the CA, section 13 of the EPCA, section 23.4 of the LPA or section 202 of the ONCA may be filed for an error contained in a document filed under the applicable Act in accordance with the applicable Act.

To qualify for correction, the error must be on the face of the document, be a clerical error or provisions in the articles, licence, declaration or other document that do not conform to the applicable Act. Errors must be clearly explained in writing and each application is dealt with on an individual basis. In some cases, affidavits or supporting documentation, such as evidence that there was an error at the time the articles, application, licence or declaration were filed, may be required.

Note that “articles” includes letters patent and supplementary letters patent of not-for-profit corporations subject to the ONCA incorporated prior to proclamation of that Act.

Examples of circumstances that may warrant a correction:

- error in the corporate name (missing a word, does not correspond to the Nuans report, legal ending omitted, etc.)
- error in the jurisdiction set out in a limited partnership declaration
- incorrect Ontario corporation number (number misquoted on Articles)
- typographical errors, obvious spelling errors, words which were clearly omitted from a sentence
- missing pages or clauses (where it is apparent they are missing)
- anything that was clearly intended to be done at the time of the original application (as evidenced by the original resolution)

DRAFT

Examples of circumstances that do not warrant a correction:

- anything that was not intended to be done at the time of the original application
- change in effective date (if no specific date had been requested)
- change from a long-form to a short-form amalgamation
- where the error invalidates the certificate or other document (e.g. no shareholder approval in the case of a corporation)

Note: In the case of a corporation applying for a corrected certificate, the Director may require a corporation to file Restated Articles of Incorporation as a first step if the correction is in respect of Articles of Incorporation, Articles of Amalgamation or Articles of Continuance with an effective date prior to the date that this Notice comes into effect.

No changes or requested corrections may be included in Restated Articles of Incorporation. A separate application will be required for corrected articles after restated articles are filed.

Note that a not-for-profit corporation is not permitted to file Restated Articles of Incorporation unless its articles are in conformity with the ONCA, and any necessary Articles of Amendment have been filed under subsection 207 (5) of the ONCA.

Pre-1992 Errors

If the document you are correcting pre-dates 1992, identify the document you are correcting in the text box provided to explain the error if filing online; otherwise, identify the document in the cover letter to the application.

If the application is accepted, the corrected articles or other document will be placed on the records of the corporation effective June 27, 1992, together with the Notice of Correction, if applicable, identifying the changes, the authorizing resolution, and a Ministry memorandum. This memorandum will note that a correction has been made to a document dated prior to 1992 that does not appear separately on the document list of the corporation. The document list is shown on the profile report.

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.

DRAFT

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.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.

Social Companies and Insurers

Social companies and insurers may apply for corrected letters patent or supplementary letters patent under section 16 of the Corporations Act by mail (see below – Apply for a Corrected Certificate or Other Document by Mail). Upon following the steps set out under that heading, social companies and insurers also have the option of filing the application by email instead of by mail in accordance with filing and payment requirements set out in the Notice – Filing Methods and Requirements.

6. Apply for a Corrected Certificate or Other Document by Mail

To complete your application for a corrected certificate or other document by mail, go online and download the applicable approved form (a different form is applicable for corrections to articles or other documents filed before this Notice came into effect; see below – “Only for corrections to documents filed before this Notice is effective”). You will be required to provide the email addresses noted below. You must complete this form on a computer, print it, and obtain the required signatures, and mail it to the Ministry at the address below with your payment and supporting documents, including a cover letter. You must provide:

1. **Company key** giving you authority over the corporation or limited partnership
2. **Corporate name and OCN, or firm name and BIN**, as applicable
3. **Administrative information** (not shown on the public record)
 - Contact information: name, email address

DRAFT

- An official email address for the corporation or limited partnership, as application (if not already provided)
 - A NAICS business activity code, if applicable; see above – NAICS Code (Note that in the case of a limited partnership, the NAICS Code is not considered administrative information)
4. **Explanation of the error you are requesting to be corrected and why it qualifies for correction** Attach a cover letter providing the information. Only certain types of errors may be corrected (see above – Errors)
 5. **Only for corrections to documents filed after this Notice is effective:** Attach the corrected articles, authorization, licence, declaration or other document, using the applicable approved form, showing all deletions and additions requested as part of the application for correction. Deletions must be shown as struck out and additions must be shown as underlined. Complete the entire form, which must be signed by the same person(s) who signed the original articles or other document. Set out the name and position of the signatory(ies). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements). Additional steps are required; see above – Confirmation of Correction.
 6. **Only for corrections to documents filed before this Notice is effective:** Attach the corrected articles, authorization, licence, declaration or other document, using form that was prescribed or required at the time the original filing was made. The articles or other document to be corrected must be signed by the same person(s) who signed the original articles or other document. Set out the name and position of the signatory(ies). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements). If you do not have a copy of the applicable pre-launch form, contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223
 7. **Certified copy of the authorizing resolution:**
 - Corporations: attach the resolution of the directors confirmed by the shareholders or members, as applicable
 - Limited Partnerships: attach the resolution signed by all the general partners

The resolution must authorize the application for the corrected certificate or other document, and must state that the corporation or limited partnership, as applicable, waives any right to be heard under the applicable Act. For more information, see section 275 of the BCA, section 16 of the CA, section 13 of the EPCA, section 23.4 of the LPA or section 202 of the ONCA.
 8. **Fee** 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

After the Ministry has reviewed your application, you may be asked to provide additional supporting documents (e.g. affidavits). See above – Errors.

DRAFT

The original articles or other documents issued by the Ministry must be surrendered or destroyed.

If the applicant is a corporation, the corporation must keep a properly executed version of the articles, applications, licences or other documents, as applicable, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address (in the case of a corporation subject to the BCA, EPCA or ONCA) or head office (in the case of a corporation subject to the CA) in paper or electronic format and, if required by notice from the Director under the BCA, CA, EPCA or ONCA, provide a copy of the executed version, including any records related to an electronic signature, to the Director (in the case of a corporation subject to the BCA, EPCA or ONCA) or to the Minister (in the case of a corporation subject to the CA) within the time period set out in the notice.

If the applicant is a limited partnership, the limited partnership must keep a properly executed version of the declaration, including records related to an electronic signature if signed by electronic signature, in paper or electronic format, at the limited partnership's principal place of business in Ontario, or if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) of the LPA and in the power of attorney executed under subsection 25 (4) of the LPA. If required by notice from the Registrar, the limited partnership must provide a copy of the executed version of the declaration, including any records related to an electronic signature, to the Registrar within the time period set out in the notice.

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 application 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 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 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

DRAFT

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 applicable Acts 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. In the case of social companies and insurers, if the form is missing required information or has not been properly completed, the Ministry will cease processing the application and will return the application for correction to the applicant.

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

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the BCA, CA, EPCA, LPA and ONCA, and their respective regulations. Requirements of the Director and Registrar are to be established pursuant to:

Business Corporations Act: s. 271.2, 272.2
Corporations Act: s. 326.3, 326.6
Extra-Provincial Corporations Act: s. 24.2, 24.4
Limited Partnerships Act: s. 35.3, 36
Not-for-Profit Corporations Act, 2010: s. 210, 210.2