



Canada-Ontario Business Service Centre

Ontario Business Incorporation Ministry of Government Services

Last Verified: 2005-10-21

Act: Business Corporations Act

To Whom Does This Apply?

Individuals or groups wishing to incorporate a business in Ontario are required under the **Business Corporations Act** (BCA) to file the appropriate forms with the Companies and Personal Property Security Branch (CPPSB), Ministry of Government Services (MGS).

Summary

1. Filing for Incorporation

There are four service delivery choices available to clients who wish to incorporate a business corporation in Ontario:

- Submit Articles of Incorporation in person at the Companies and Personal Property Security Branch Public Office in Toronto.
- Submit Articles of Incorporation in person at one of the 14 Land Registry Offices (LROs) located across Ontario providing incorporation services.
- Submit Articles of Incorporation to the branch by mail.
- File Articles of Incorporation electronically via the Internet through one of the two Service Providers under contract with the ministry.

Using Paper Forms in person or by mail

If you incorporate using paper forms, you must file the following:

- Articles of Incorporation (Form 1 under the BCA as approved by the Minister) completed in duplicate. Both copies must bear original signatures. **Please note that all business corporations must have shares.** Therefore, Article 6 of the forms **must** be completed, e.g. "unlimited common shares";
- An original Ontario-biased Newly Upgraded Automated Name Search (NUANS) report (not required if incorporating a numbered company);
- A covering letter, identifying the name, return address and telephone number of a contact for the corporation;
- A fee of \$360 (GST does not apply to Companies and Personal Property Security Branch fees), payable to the Minister of Finance. Payments may be made by certified cheque, money order or personal cheque. Personal cheques must include pre-printed name, address, bank transit number and account number. Cash, Visa, MasterCard, AMEX and Interac payments may be made in person;
- Other supporting documents, if required (e.g. Legal opinion). **Please note:** Consent to Act as First Director is no longer required to be filed with the Branch but it must be kept at the corporation's registered office.

Business Incorporation forms may be purchased from legal stationery stores or name search houses, or downloaded from the Internet at the [Company Forms Web site \(http://www.cbs.gov.on.ca/mcbs/english/4VWQQC.htm\)](http://www.cbs.gov.on.ca/mcbs/english/4VWQQC.htm). You can file articles of incorporation and related documents in person at the Companies and Personal Property Security Branch, by mail to the Companies and Personal Property Security Branch and in person at selected Land Registry Offices across the province.

Filing Electronically

If you incorporate electronically you must use the services of one of the primary electronic service providers:

- Cyberbahn <http://www.cyberbahn.ca/cyberbahn/default.aspx>, 416-595-9522, 1-800-806-0003 or
- OnCorp Direct Inc. at <http://www.oncorp.com/home/incorporation.asp>, 416-964-2677, 1-800-461-7772 to complete the online Articles of Incorporation (Form 1 under the BCA as approved by the Minister). **Please note that all business corporations must have shares.** Therefore, Article 6 of the forms must be completed, e.g. "unlimited common shares";
- obtain an Ontario-biased NUANS name search and provide the name searched, the NUANS reservation reference number, and the NUANS date;
- complete the on-line covering letter, identifying the name, return address and telephone number of a contact for the corporation;
- pay a statutory fee of \$300, also each primary electronic service provider charges a fee for its services (payment is made through credit card or by setting up an account with the primary electronic service provider).

Filing an Annual Return

Provincial corporations are also required to complete an Annual Return. For details on filing the Annual Return, contact MGS.

2. Naming Your Corporation and Searching Corporate Names

There are a number of rules and prohibitions on corporate names, including:

The word "Limited", "Limitée", "Incorporated", "Incorporée", "Corporation" (or the corresponding abbreviations "Ltd.", "Ltée", "Inc." or "Corp.") must be part of the name of the corporation.

Section 15 of Regulation 62 under the BCA lists words and expressions that cannot be used in a corporate name, including: association, condominium or any abbreviation or derivation thereof, council or conseil, digits or words that would lead to the inference that the name is a number name or any word or expression that would lead to the inference that the corporation is not a business corporation to which the Act applies.

Please consult the Business Corporations Act and Regulations or the Business Incorporator's Handbook for more details (please see **Publications**, below).

You must obtain an Ontario-biased NUANS name search report (except for numbered companies) prior to filing Articles of Incorporation. The NUANS cannot be dated more than ninety days prior to the submission of the Articles. For example, articles submitted on November 28th could be accompanied by a NUANS dated as early as August 30th, but not dated earlier. A NUANS includes both registered Trade-Marks and Business Names and corporate names (which includes trade-names) and may be obtained from a private search house, listed in phone directories under "Searchers of Records". Visit Industry Canada's NUANS (Newly Upgraded Automated Name Search) Web site for a list of Registered search houses that can assist you with obtaining a NUANS search Report and filing your corporate documents with the Ministry of Government Services (MGS).

A preliminary search of Ontario corporations and existing extra-provincial corporations operating in Ontario may be viewed without charge on the Electronic Corporate Index in the Public Office, Companies and Personal Property Security Branch. The Electronic Corporate Index is also available for a service fee via the Internet through OnCorp Direct Inc. at <http://www.oncorp.com/mccr/NFPI.htm> and Cyberbahn Inc. <http://www.cyberbahn.ca/cyberbahn/default.aspx>. This search provides only basic information such as corporate name, status and date of incorporation; it does not identify corporate directors. This search is not sufficient for filing with Articles of Incorporation.

The name of the corporation cannot be identical to the current name or former name of another corporation operating in Ontario whether active or not, unless:

- the other corporation is incorporated outside of Ontario and has never done business or identified itself in Ontario;
- it has been at least 10 years since the corporation with the identical name dissolved or changed its name at least 10 years before you incorporate your business; or
- the other corporation has changed its name or dissolved and you have a letter of opinion from a lawyer clearly indicating that the corporation(s) involved comply with Regulation 62, subsection 6(2) under the Business Corporations Act. The opinion must be on legal letterhead and must be signed by an individual lawyer. It must also clearly indicate that the corporations involved comply with Subsection 6(2) of Regulation 62 by referring to each clause specifically. (**Note:** a "number name" such as 12345 Ontario Ltd. cannot be duplicated.)

3. Restrictions on Corporate Directors

Directors must be at least eighteen (18) years of age. A majority of the directors must be resident Canadians, unless there are only one or two directors, in which case that director or one of the two directors must be a resident Canadian.

4. Changes to an Ontario Business Corporation

i. Changing an Ontario Business Corporation into a Federally-incorporated Business

If you wish to change the jurisdiction of your Ontario-incorporated business to the federal level, you must submit the following to Companies and Personal Property Security Branch:

- an Application for Authorization to Continue in Another Jurisdiction (Form 7 under the BCA as approved by the Minister). Form 7 can be purchased from most legal stationers and name search houses;
- a consent letter from the Ministry of Finance, Corporations Tax Branch;
- where the corporation is an offering corporation, a consent from the Ontario Securities Commission; and
- the fee of \$330 (GST does not apply to Companies and Personal Property Security Branch fees), payable to the Minister of Finance. Payments may be made by certified cheque, money order or personal cheque. Personal cheques must include pre-printed name, address, bank transit number and account number. Cash, Visa, MasterCard, AMEX and Interac payments may be made in person.

You must also file documents and fees with the federal authorities, including:

- the Federal Continuance (Import) Kit;
- filing fee of \$200.00 payable to the Receiver General of Canada; and
- the original copy of the NUANS report (not required if incorporating under a numbered company).

Copies of the kit may be obtained from Industry Canada's Corporations Directorate (consult the Government of Canada listings in your telephone book for the nearest office) or from the COBSC.

ii. Changes to Business Corporations Information

Ontario business corporations that have changed or wish to change any of their pertinent information must file updated articles or documents with the Companies and Personal Property Security Branch. The following types of changes require filings: corporate name, registered office address, corporate directors, and shares or other components of the Articles of Incorporation. For more information, please see the document [Changes to Ontario Business Corporation Information](http://www.cbcs.org/servlet/ContentServer?pagename=CBSC_ON%2Fdisplay&lang=en&cid=1085667967164&c=Regs) (http://www.cbcs.org/servlet/ContentServer?pagename=CBSC_ON%2Fdisplay&lang=en&cid=1085667967164&c=Regs)

Note: Limited Liability Partnerships (LLPs), a hybrid of some of the characteristics of a partnership and some of a limited company, must register under the **Business Names Act**. Currently in Ontario, only chartered accountants, certified general accountants or lawyers can form LLPs. Extra-Provincial Limited Liability Partnerships (EP LLPs) and Extra-Provincial Limited Liability Companies (EP LLCs) must also register their business name in Ontario under the **Business Names Act**.

5. Publications

Note: Some of these publications originate with organizations that are not subject to the federal **Official Languages Act** or the **French Language Services Act** of Ontario and may not be available in both official languages.

A number of reference books are available at libraries or bookstores, including:

- Ontario Corporations Manual;
- Ontario Corporations Law Guide;
- Canadian Corporate Secretary's Guide;
- Business Incorporator's Handbook
- **Business Corporations Act** (also available online at <http://www.e-laws.gov.on.ca>);
- "Self Counsel Series" for Ontario business corporations (which can be purchased through Publications Ontario at **1-800-668-9938** or **(416) 326-5300** or online at <http://www.publications.gov.on.ca>).

Please be advised that neither the Companies and Personal Property Security Branch nor the COBSC can give legal advice. The following information is intended as a general guide only. For further assistance or legal information, please refer to the publications listed below and/or consult legal counsel.

DISCLAIMER

Information contained in this section is of a general nature only and is not intended to constitute advice for any specific fact situation. For particular questions, the users are invited to contact their lawyer. For additional information, see contact(s) listed below.

Ontario Contact(s):

Ministry of Government Services (MGS)

Land Registry Offices Accepting Articles of Incorporation and Articles of Amendment under the BCA:
Ontario

Ministry of Government Services (MGS)

Court House

114 Worsley Street

Barrie, Ontario L4M 1M1

Telephone: (705) 725-7232

Fax: (705) 725-7246

Registering by internet:

Companies and Personal Property Security Branch

Ministry of Government Services (MGS)

Registration on the Internet:

Name searching cannot be done on this Web site.

Credit card payments only.

Ontario

Web site: <http://www.cbs.gov.on.ca/obc/english/4Tg2aw.htm>

Registering by Mail:

Companies and Personal Property Security Branch

Ministry of Government Services (MGS)

Suite 200

393 University Avenue

Toronto, Ontario M5G 2M2

Telephone: (416) 314-8880

Fax: (416) 314-4852

Toll-free (information): 1-800-361-3223 (in Ontario)

TTY (hearing impaired): (416) 212-1476

Registering in person (processing over the counter):

Companies and Personal Property Security Branch

Ministry of Government Services (MGS)

2nd Floor

375 University Avenue

Toronto, Ontario M5G 2M2

Telephone: (416) 314-8880

Fax: (416) 314-4852

Toll-free (information): 1-800-361-3223 (in Ontario)

TTY (hearing impaired): (416) 212-1476

Ministry of Government Services (MGS)

Unit "J", Ground Floor

80 Dundas Street

London, Ontario N6A 6A7

Telephone: (519) 675-7600

Fax: (519) 675-7611

Ministry of Government Services (MGS)

Court House, Suite 102

700 North Christina Street

P. O. Box 3021

Sarnia, Ontario N7V 3C2

Telephone: (519) 337-2393

Fax: (519) 337-8371

Ministry of Government Services (MGS)

Suite 100

949 McDougall Street

Windsor, Ontario N9A 1L6

Telephone: (519) 971-9980

Fax: (519) 971-9937

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