

CHAPTER 27

The Corporations Information Act, 1971

*Assented to June 17th, 1971**Legislature Dissolved September 13th, 1971*

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. In this Act,

Interpre-
tation

- (a) "corporation" means any corporation with or without share capital wherever or however incorporated and includes an extra-provincial corporation;
- (b) "court" means the Supreme Court of Ontario presided over by one of those judges of the High Court who are designated by the Chief Justice of the High Court for the purpose of hearing applications under this Act;
- (c) "debt obligation" means a bond, debenture, note or other similar obligation of a corporation, whether secured or unsecured;
- (d) "Department" means the Department of the Minister;
- (e) "extra-provincial corporation" means a corporation with or without share capital incorporated otherwise than by or under the authority of an Act of the Legislature;
- (f) "Minister" means the Minister of Financial and Commercial Affairs or such other member of the Executive Council to whom the administration of this Act may be assigned;
- (g) "prescribed" means prescribed by the regulations;
- (h) "regulations" means the regulations made under this Act. R.S.O. 1970, c. 90, s. 1, *amended*.

Registration
of business
names

2.—(1) No corporation shall carry on business in Ontario or identify itself to the public in Ontario by a name or style other than its corporate name unless the name or style is first registered with the Minister.

Idem

(2) A corporation may register a name or style referred to in subsection 1 by filing with the Minister a statement setting out,

- (a) the name of the corporation;
- (b) the jurisdiction in which it was incorporated;
- (c) the name or style in which it intends to carry on business or identify itself to the public;
- (d) a brief description of the business, activity or service to be carried on in or identified by the name being registered; and
- (e) the location of its head office giving street and number, if any.

Idem

(3) The registration of a name or style under this section does not confer on the corporation any right to such name or style that it does not otherwise have.

Expiration
and renewals

(4) Every registration made under this section expires in five years after the date of the registration, subject to renewal for a further period of five years from time to time. *New.*

Annual
return

3.—(1) Within two months after each anniversary, following the date upon which this section comes into force, of the date of its incorporation or amalgamation every corporation having its head or other office or carrying on any business, activity or service or a part thereof in Ontario, unless of a class exempted by the regulations, shall make out, verify and file with the Minister a return setting out as of the anniversary of the date of its incorporation or amalgamation,

- (a) the name of the corporation;
- (b) the date and manner of its incorporation or amalgamation;
- (c) the jurisdiction in which the corporation was incorporated;
- (d) whether or not the corporation is in operation;
- (e) generally the actual undertaking of the corporation;

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- (f) the names and residence addresses, giving street and number, if any, of the directors and the date on which each became a director;
- (g) the names and residence addresses, giving street and number, if any, of its president, secretary, treasurer and general manager and the date on which each became an officer;
- (h) the location of its head office, giving street and number, if any;
- (i) the date on which its last annual meeting was held;
- (j) whether or not the corporation is offering its securities to the public within the meaning of subsection 9 of section 1 of *The Business Corporations Act*, R.S.O. 1970, c. 53

and where the corporation is an extra-provincial corporation and is licensed to carry on business in Ontario, in addition,

- (k) the name and office address of its attorney for service in Ontario;
- (l) the name and office address of its chief officer or manager in Ontario;
- (m) the location of its principal office in Ontario,

and where the objects of a corporation are in whole or in part of a social nature, the annual return shall state the address of the premises of the corporation, giving the street and number, if any.

(2) A corporation that holds a licence under Part IX of *The Corporations Act* or a predecessor of that Part or under *The Mortmain and Charitable Uses Act* shall be deemed to be carrying on business in Ontario for the purposes of subsection 1. Carrying on business R.S.O. 1970, cc. 89, 280

(3) The return mentioned in subsection 1 shall be verified by the certificate of the president or a director of the corporation. Verification

(4) The corporation shall retain a duplicate of its latest return made under subsection 1 and shall maintain the duplicate available for examination by any shareholder, member or creditor of the corporation during the normal business hours of the corporation at its head or principal office in Ontario, who may make copies thereof or extracts therefrom. Availability of copy at head office

(5)

Change in
board of
directors

(5) Every corporation to which subsection 1 applies shall file with the Minister a notice of every change in the membership of its board of directors within fifteen days after the change has taken place, and the notice shall specify the date upon which each person became a director or ceased to be a director, as the case may be, and the residence address, giving street and number, if any, of each such person.

Change in
authorized
capital

(6) Where shares of a class are donated to, redeemed, purchased, accepted for surrender or converted by a corporation with share capital incorporated in Ontario, it shall, within thirty days of the date on which the donation, redemption, purchase, surrender or conversion is effected, file with the Minister a notice setting out,

- (a) the number of shares of the class donated, redeemed, purchased, surrendered or converted;
- (b) the number of shares of the class cancelled;
- (c) the number and class or classes of shares into which the shares were converted; and
- (d) the date on which the donation, redemption, purchase, surrender or conversion was effected.

Extension of
time and
exemption
from fee

(7) The Minister may in his discretion enlarge the time for filing any return and may grant an exemption in whole or in part from the payment of the prescribed fee.

Filing not
complete
until fee
paid

(8) Notwithstanding that a corporation has delivered or filed the return mentioned in this section or a predecessor of this section, the corporation shall be deemed to be in default of filing such return until the prescribed fee payable on the delivery or filing of such return has been paid. R.S.O. 1970, c. 90, s. 2, *amended*.

Examination
by public

4.—(1) Upon payment of the prescribed fee, any person is entitled to examine any document filed under section 2 or 3 or any predecessor thereof, and to make extracts therefrom. *New.*

Furnishing
copies

(2) Upon payment of the prescribed fee, the Minister shall furnish any person with a certified copy of any document filed with him under section 2 or 3 or any predecessor thereof. *New.*

Information
required by
Minister

5.—(1) The Minister may at any time by notice require any corporation to file within the time specified in the notice

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a return upon any subject connected with its affairs and relevant to the administration or enforcement of this Act, *The Business Corporations Act*, or *The Corporations Act*. ^{R.S.O. 1970, cc. 53, 89}
R.S.O. 1970, c. 90, s. 3, *amended*.

(2) The Minister or any employee of the Department shall ^{Idem, disclosure of} not disclose any information contained in a return made under subsection 1, except where the disclosure is necessary for the administration or enforcement of this Act, *The Business Corporations Act*, or *The Corporations Act*, or where the disclosure is required by a court for the purposes of an action, prosecution or other proceeding. *New*.

6. The Minister with the approval of the Lieutenant ^{Delegation by Minister} Governor in Council may delegate in writing any of his duties or powers under this Act to any public servant in the Department. *New*.

7.—(1) Every person who makes a statement in any docu- ^{Offence} ment, material, evidence or information submitted or required by or for the purposes of this Act that, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact or that omits to state any material fact, the omission of which makes the statement false or misleading, is guilty of an offence and on summary conviction is liable to a fine of not more than \$2,000 or to imprisonment for a term of not more than one year, or to both, or if such person is a corporation to a fine of not more than \$20,000. R.S.O. 1970, c. 90, s. 2 (10).

(2) No person is guilty of an offence under subsection 1 ^{Knowledge as element of offence} if he did not know that the statement was false or misleading and in the exercise of reasonable diligence could not have known that the statement was false or misleading.

(3) Where a corporation is guilty of an offence under subsection 1, every director or officer of such corporation who ^{Responsibility of directors and officers, etc.} authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a fine of not more than \$2,000 or to imprisonment for a term of not more than one year, or to both. *New*.

8.—(1) Every person who,

^{General penalty}

(a) contravenes this Act or the regulations; or

(b) fails to observe or comply with any order, direction or other requirement made under this Act or the regulations,

is,

is, except where such conduct also constitutes an offence under section 7, guilty of an offence and on summary conviction is liable to a fine of not more than \$2,000 or, if such person is a corporation, to a fine of not more than \$20,000.

Responsi-
bility of
directors,
officers,
etc.

(2) Where a corporation is guilty of an offence under subsection 1, every director or officer of such corporation, and, where the corporation is an extra-provincial corporation, every person acting as its representative in Ontario, who authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a fine of not more than \$2,000. *New.*

Consent to
prosecute

9.—(1) No proceedings under section 7 or 8 shall be commenced except with the consent or under the direction of the Minister.

Limitation

(2) No proceedings under section 7 or 8 shall be commenced more than one year after the facts upon which the proceedings are based first came to the knowledge of the Minister as certified by him. *New.*

Restraining
orders

10. Where it appears to the Minister or to any shareholder or creditor of the corporation that the corporation has not complied with any provision of this Act or the regulations or any order, direction or other requirement made under this Act or the regulations, notwithstanding the imposition of any penalty in respect of such non-compliance and in addition to any other rights he may have, he may apply to the court for an order directing the corporation, director or officer or employee, as the case may be, to comply with such provision, order, direction or other requirement or for an order restraining such person from contravening such provision, order, direction or other requirement and upon such application the court may make such order or such other order as the court thinks fit. *New.*

Certificates
of Minister

11. The Minister may issue a certificate certifying,

- (a) as to the registration or non-registration of a name or style under section 2;
- (b) as to the filing or non-filing of any document or material required or permitted to be filed under this Act;
- (c) as to the time when the facts upon which proceedings are based first came to the knowledge of the Minister; or

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- (d) that any person named in the certificate on the date or during the period specified in the certificate is shown on the records of the Department as a director, officer, manager or attorney for service of the corporation named in the certificate. *New.*

12.—(1) Where this Act requires or authorizes the Minister to issue a certificate or certify any fact, the certificate shall be issued under the seal of the Minister and shall be signed by him or by such officer of the Department as is designated by the regulations. Execution of certificates of Minister

(2) Any certificate purporting to be under the seal of the Minister and signed by a person authorized by or under subsection 1, or any certified copy, is receivable in evidence in any action, prosecution or other proceeding as *prima facie* proof of the facts so certified without proof of the seal or of the signature or the official position of the person appearing to have signed the certificate. *New.* Certificates as evidence

13. The Lieutenant Governor in Council may make regulations, Regulations

- (a) exempting any class or classes of corporations from filing returns under section 3;
- (b) providing for the registration of names and styles under section 2 and for the renewal thereof;
- (c) requiring the payment of fees for any matter required to be done in the administration of this Act and prescribing the amounts thereof;
- (d) designating officers of the Department who may sign certificates for the purposes of section 12;
- (e) respecting the form of any document required to be filed under this Act. R.S.O. 1970, c. 90, s. 4, *amended.*

14. *The Corporations Information Act* is repealed.

R.S.O. 1970,
c. 90,
repealed

15.—(1) This Act, except section 2, comes into force on the 1st day of October, 1971. Commencement

(2) Section 2 comes into force on the 1st day of January, 1972. Idem

16. This Act may be cited as *The Corporations Information Act*, 1971. Short title