

CHAPTER 66

The Corporations Information Act, 1976

Assented to December 7th, 1976

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 "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) "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;
- (d) "Minister" means the Minister of Consumer and Commercial Relations or such other member of the Executive Council to whom the administration of this Act may be assigned;
- (e) "Ministry" means the Ministry of the Minister;
- (f) "prescribed" means prescribed by the regulations;
- (g) "regulations" means the regulations made under this Act. 1971, c. 27, s. 1; 1972, c. 1, s. 37, *amended*.

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. Registration
of business
names

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. 1971, c. 27, s. 2 (1, 2).

Form of name

(3) A name or style registered under this section shall not have the word "Limited", "Incorporated", "Corporation" or "Co-operative" or its corresponding abbreviation "Ltd.", "Inc.", "Corp." or "Co-op." or the corresponding version in another language, as the last word thereof.

Use of corporate name

(4) Notwithstanding subsection 1, a corporation shall set out its corporate name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the corporation. *New.*

Rights to name

(5) 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 renewal
1971, c. 27

(6) Every registration made under this section or the predecessor of this section in *The Corporations Information Act, 1971*, expires five years after the registration, unless sooner withdrawn by the corporation, subject to renewal for a further period of five years from time to time. 1971, c. 27, s. 2 (3, 4), *amended.*

Filing of initial notice

3.—(1) Subject to section 4, within sixty days of the later of the date upon which this section comes into force, the date of its amalgamation, incorporation, or continuation, or of the date of establishing its head or other office or carrying on any business activity or service or a part thereof in Ontario, every corporation, unless of a class exempted by the regulations, shall make out, verify and file with the Minister an initial notice setting out as of the date of filing,

- (a) the name of the corporation;
- (b) the date and manner of its incorporation, continuation or amalgamation;
- (c) the jurisdiction under which the corporation was incorporated, continued or amalgamated;
- (d) the names and residence addresses, giving street and number, if any, of the directors and the date on which each became a director and, where the corporation is a corporation with share capital, whether or not,
 - (i) each director is a resident Canadian, and
 - (ii) each director is a director of any other corporation related to the corporation as determined under *The Corporations Tax Act*, 1972, c. 143 1972, and, if so, the name of such related corporation and the jurisdiction of its incorporation;
- (e) the names and residence addresses, giving street and number, if any, of its president, secretary, treasurer and general manager, or the holders of any equivalent offices, and the date on which each became an officer;
- (f) the location of its head office and, if different from the head office, the principal place of business in Ontario, giving street and number, if any, in each case. 1971, c. 27, s. 3 (1), *part*; 1972, c. 139, s. 1 (1), *amended*.

(2) Where a corporation has filed the latest annual return required under *The Corporations Information Act*, 1971 before this section comes into force, the annual return together with any notice of change filed shall be deemed to be the initial notice required by subsection 1. *New*.

Continuation
of previous
filing
1971, c. 27

(3) Every corporation to which subsection 1 applies shall file with the Minister a notice of change for every change under clauses *a* to *f* of subsection 1 or clauses *a* to *c* of subsection 1 or 2 of section 4, whichever is applicable, within ten days after the change or changes took place and the notice shall repeat the information required under the said clauses and shall specify any changes, together with the dates thereof that have taken place. 1971, c. 27, s. 3 (5), *amended*.

Notice of
change

Verification

(4) Every notice filed under subsection 1 or 3 shall be verified by the certificate of an officer or director of the corporation or other individual person having knowledge of the affairs of the corporation. 1971, c. 27, s. 3 (3), *amended*.

Carrying on
business
R.S.O. 1970,
c. 280

(5) A corporation that holds a licence under *The Mortmain and Charitable Uses Act* shall be deemed to be carrying on business in Ontario for the purposes of subsection 1. 1971, c. 27, s. 3 (2).

Availability
of copy at
head office

(6) The corporation shall retain a duplicate of all notices submitted under this Act and shall maintain a copy or copies available for examination by any shareholder, member, director, officer 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. 1971, c. 27, s. 3 (4), *amended*.

Extra-
provincial
corporations
R.S.O. 1970,
c. 89

4.—(1) Notwithstanding clauses *a* to *f* of subsection 1 of section 3, an extra-provincial corporation holding a licence issued under Part IX of *The Corporations Act* shall file the following information only,

- (a) the name and office address of its attorney for service in Ontario;
- (b) the name and office address of its chief officer or manager in Ontario;
- (c) the location of its principal office in Ontario. 1971, c. 27, s. 3 (1), *part*.

Other
corporations

(2) Notwithstanding clauses *a* to *f* of subsection 1 of section 3, a corporation incorporated, continued or amalgamated by or under the authority of an Act of the Parliament of Canada or a corporation prescribed by the regulations shall file the following information only,

- (a) the name of the corporation;
- (b) the date and manner of its incorporation, continuation or amalgamation;
- (c) the jurisdiction under which the corporation was incorporated, continued or amalgamated. *New*.

Further
notice on
request

5. The Minister may at any time by notice in writing, given by prepaid mail or otherwise, require any corporation to file within thirty days after receipt of the notice a notice upon any or all of the matters contained in section 3 or 4. *New*.

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6. The Minister shall cause every notice received in his office under this Act to be endorsed with a memorandum of the date of its receipt and to be recorded. *New.*

Date of receipt

7.—(1) Upon payment of the prescribed fee, any person is entitled to examine the record of any document filed under section 2, 3, 4 or 5 or any predecessor thereof, and to make extracts therefrom.

Examination by public

(2) Upon payment of the prescribed fee, the Minister shall furnish any person with a certified copy of the contents of any document filed with him under section 2, 3, 4 or 5 or any predecessor thereof. 1971, c. 27, s. 4.

Furnishing copies

8.—(1) The Minister may at any time by notice in writing, given by prepaid mail or otherwise, require any corporation to file within the time specified in the notice a return upon any subject connected with its affairs and relevant to the administration or enforcement of this Act, *The Business Corporations Act, The Corporations Act or The Co-operative Corporations Act, 1973.*

Information required by Minister

R.S.O. 1970, cc. 53, 89
1973, c. 101

(2) The Minister or any employee of the Ministry shall 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, The Corporations Act or The Co-operative Corporations Act, 1973* or where disclosure is required by a court for the purposes of an action, prosecution or other proceeding. 1971, c. 27, s. 5, *amended.*

Confidentiality

9. The Minister, with the approval of the Lieutenant Governor in Council, may delegate in writing any of his duties or powers under this Act to any public servant in the Ministry. 1971, c. 27, s. 6.

Delegation by Minister

10.—(1) Every person who makes a statement in any document, 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 \$25,000.

Offence

(2) No person is guilty of an offence under subsection 1 if he did not know the statement was false or misleading

Knowledge as element of offence

and, in the exercise of reasonable diligence, could not have known that the statement was false or misleading.

Respon-
sibility of
directors and
officers

(3) Where a corporation is guilty of an offence under subsection 1, every director or officer of such corporation 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 or to imprisonment for a term of not more than one year, or to both. 1971, c. 27, s. 7.

General
offence

11.—(1) Every person who,

(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, except where such conduct constitutes an offence under section 10, 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 \$25,000.

Respon-
sibility of
directors and
officers

(2) Where a corporation is guilty of an offence under subsection 1, every director or officer of the corporation, and, where the corporation is an extra-provincial corporation, every person acting as his 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. 1971, c. 27, s. 8.

Consent to
prosecute

12.—(1) No proceedings under section 10 or 11 shall be commenced except with the consent of or under the direction of the Minister.

Limitation

(2) No proceedings under section 10 or 11 shall be commenced more than two years after the facts upon which the proceedings are based first came to the knowledge of the Minister as certified by him. 1971, c. 27, s. 9, *amended*.

Order for
compliance

13. Where it appears to the Minister or to any shareholder, member, creditor, director or officer 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 or any 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 requirement and upon such application the court may make such order, or such other order as the court thinks fit. 1971, c. 27, s. 10, *amended*.

14.—(1) Where a corporation has failed to file a notice or register a name or style as required by this Act, the corporation is not capable of maintaining any action or other proceeding in any court in Ontario in respect of any contract made by the corporation. Disability to sue when in default

(2) Where a notice is filed or a name or style is registered, as the case may be, after an action or proceeding is commenced by the corporation, the action or proceeding may be continued as if a notice had been filed or the name or style had been registered in accordance with this Act prior to the institution of the action or proceeding. *New.* Subsequent filing

15. The Minister may issue a certificate certifying, Certificate of Minister

- (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
- (d) that a person named in the certificate on the date or during the period specified in the certificate is shown on the records of the Ministry as a director, officer, manager or attorney for service of the corporation named in the certificate. 1971, c. 27, s. 11.

16.—(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 Ministry as is designated by the regulations. Execution of certificate 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, shall be received in evidence in any action, prosecution or other proceedings as Certificates as evidence

prima facie proof of the facts so certified without personal appearance to prove the seal, the signature or the official position of the person appearing to have signed the certificate. 1971, c. 27, s. 11, *amended*.

Duty of
Minister

17. The Minister may accept the information contained in any notice filed under this Act without making any inquiry as to its completeness or accuracy. *New*.

Regulations

18. The Lieutenant Governor in Council may make regulations,

- (a) exempting any class or classes of corporations from filing notices under section 3 or 4;
- (b) providing for the registration of names and styles under section 2 and for the renewal thereof;
- (c) requiring the payment of fees upon the performance of any official function under this Act and prescribing the amounts thereof;
- (d) designating officers of the Ministry who may sign certificates for the purposes of section 16;
- (e) respecting the form, period of retention, and destruction of any document required to be filed under this Act or a predecessor thereof. 1971, c. 27, s. 17; 1972, c. 139, s. 2, *amended*.

1971, c. 27,
1972, c. 139,
1972, c. 1, s. 37,
repealed

19. *The Corporations Information Act, 1971*, being chapter 27, *The Corporations Information Amendment Act, 1972*, being chapter 139 and section 37 of *The Government Reorganization Act, 1972*, being chapter 1, are repealed.

Commence-
ment

20.—(1) This Act, except subsection 4 of section 2, comes into force on the day it receives Royal Assent.

Idem

(2) Subsection 4 of section 2 comes into force on the 1st day of July, 1977.

Short title

21. This Act may be cited as *The Corporations Information Act, 1976*.