

# Notice – Business Corporations Act – Applying for Authorization to Continue out of the BCA

Effective Date: This Notice is effective on October 19, 2021.

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A corporation under Business Corporations Act (BCA) that seeks to continue in a jurisdiction outside Ontario, or under the Co-operative Corporations Act must complete and file an Application for Authorization to Continue out of the BCA.

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

An Ontario corporation that wishes to operate in another jurisdiction but remain an Ontario business corporation with its registered office in Ontario should not complete an Application for Authorization to Continue out of the BCA. The corporation should instead contact the other jurisdiction for information on operating in that jurisdiction while remaining an Ontario corporation subject to the BCA.

## 1. How to File an Application for Authorization to Continue Online

You can file an Application for Authorization to Continue out of the BCA online if you received a company key giving you authority over the corporation (see [Notice – Company Key](#)).

You can file directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at [www.ontario.ca/businessregistry](http://www.ontario.ca/businessregistry).

You must use a valid and up-to-date ServiceOntario [online account](#) to complete and file this application electronically with ServiceOntario.

You may save drafts prepared online for up to 90 days before filing; however, it is your responsibility to ensure that time sensitive documents are filed before they expire, and that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

## 2. Required Documents and Information

To prepare for filing an Application for Authorization to Continue out of the BCA, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
  - Contact information: name, email address
3. **A valid credit or debit card ready to pay the filing [fee](#)**
4. **Only required for corporations applying to continue in a jurisdiction outside Ontario:**
  - **Be ready to confirm:**
    - If the corporation is applying to continue in another Canadian jurisdiction or a jurisdiction outside Canada
    - The name of that jurisdiction
    - The required statements (see below – Required Statements)
    - The application has been authorized by a special resolution
    - If the corporation is offering securities to the public within the meaning of subsection 1 (6) of the BCA
  - **Legal opinion**, unless the corporation is applying to continue in another Canadian jurisdiction (see below – Supporting Documents)
  - **Consents:**
    - **Minister of Finance consent** Minister of Finance consent is required to continue in another jurisdiction. A request for consent will be forwarded automatically to the Ministry of Finance (see below – Supporting Documents)
    - **Ontario Securities Commission consent, if the corporation is an offering corporation** (see below – Supporting Documents)
5. **Only required for corporations applying to continue under the Co-operative Corporations Act:**
  - **Be ready to confirm:**
    - The required statements (see below – Required Statements)
    - The application has been authorized by a special resolution

### Important – Additional Required Documents and Information

During the transaction, you will be prompted to print or save a PDF copy of the application to have it signed by an officer or director of the corporation prior to filing (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)).

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 registered office address 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 Director within the time period set out in the notice.

### **3. Documents Issued by the Ministry**

**When the filings are complete, you will receive the following documents by email:**

1. The Certificate of Authorization – this is the endorsement of the authorization; the certificate sets out the corporation name, Ontario Corporation Number (OCN), and effective date
2. Application for Authorization to Continue out of the BCA – this is a copy of the official authorization recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. [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 – File an Application for Authorization to Continue out of the BCA by Mail.

### **4. Supporting Documents – Additional Information**

#### **Consents**

##### Minister of Finance Consent

An application for authorization to continue in another jurisdiction must be supported by written consent from the Minister of Finance. A request for consent will be forwarded automatically to the Ministry of Finance. If you are interested in more information about Ministry of Finance consent prior to filing, you may contact:

Ministry of Finance  
Account Management and Collections Branch  
33 King Street West  
P.O. Box 622  
Oshawa, Ontario L1H 8H5

Phone: 1-866-668-8297 (1-866-ONT-TAXS)  
Email: taxroll.management@ontario.ca

## Ontario Securities Commission Consent

If the corporation is an offering corporation, the Application for Authorization to Continue out of the BCA must be accompanied by written consent from the Ontario Securities Commission (OSC) if the corporation is applying to continue in another Canadian jurisdiction or a jurisdiction out of Canada. The OSC can be contacted at:

Ontario Securities Commission  
20 Queen Street West, Suite 1903  
Toronto, Ontario M5H 3S8  
Local telephone number: 416-593-8314  
Toll-free telephone number: 1-877-785-1555  
Email: inquiries@osc.gov.on.ca

If the application is made online, the Ministry will provide information on how to submit this consent. If the application is mailed, submit the consent together with your application.

## Legal Opinion

If the corporation is applying to continue in a jurisdiction outside Canada, the Application for Authorization to Continue out of the BCA must be accompanied by a legal opinion to the effect that the laws of that jurisdiction meet the requirements set out in subsection 181 (9) of the BCA.

The legal opinion must be on letterhead and signed by an individual lawyer (not a law clerk or law firm) qualified to practice in the other jurisdiction.

The legal opinion must refer to each clause under subsection 181 (9), specifically stating that the laws of the other jurisdiction provide in effect that:

- the property of the corporation continues to be the property of the body corporate;
- the body corporate continues to be liable for the obligations of the corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
- a conviction against the corporation may be enforced against the body corporate or a ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

## **5. General Information**

### **Signature Requirements**

The Application for Authorization to Continue out of the BCA must be signed by an officer or director of the corporation.

Set out the name and position of the signatory (see Notice – Filing Methods and Requirements).

### **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.

### **Required Statements**

If the corporation is applying for authorization to continue in a jurisdiction outside Ontario:

- the application has been authorized by a special resolution of the shareholders;
- the corporation is not in default in filing notices and returns under the Corporations Information Act, and all outstanding fees have been paid
- the property of the corporation continues to be the property of the body corporate;
- the body corporate continues to be liable for the obligations of the corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
- a conviction against the corporation may be enforced against the body corporate or a ruling, order or judgment in favour of or against the corporation may be enforced by or against the body corporate.

If the corporation is applying for authorization to continue under the Co-operative Corporations Act:

- the application has been authorized by a special resolution of the shareholders; and
- the corporation is not in default in filing notices and returns under the Corporations Information Act, and all outstanding fees have been paid.

## **Authorization by Shareholders**

The corporation must obtain authorization from its shareholders by special resolution before filing an Application for Authorization to Continue out of the BCA to be continued under the laws of another jurisdiction under section 181 of the BCA or to continue under the Co-operative Corporations Act under 181.1 of the BCA.

## **Director's Authorization and Expiry**

If the Director endorses an Authorization to Continue out of the BCA, the authorization will be effective on the date set out in the Certificate of Authorization. The Director's authorization of an Application for Authorization to Continue out of the BCA expires six months after the date of endorsement, unless within the six-month period, the corporation is continued under the laws of the other jurisdiction or under the Co-operative Corporations Act, as applicable (subsections 181 (6) and 181.1 (5) of the BCA). If the corporation does not continue in the other jurisdiction or under the Co-operative Corporations Act within the six-month period, it remains an Ontario corporation. A new Application for Authorization to Continue out of the BCA would be required if the corporation still wishes to continue in another jurisdiction or under the Co-operative Corporations Act after the authorization expires.

## **Requirements after Continuance**

If the corporation continues to another jurisdiction, the corporation is required to file with the Director a copy of the instrument of continuance issued to it by the other jurisdiction within 60 days after its issuance (subsection 181 (7) of the BCA). This is not required if the corporation has continued under the Co-operative Corporations Act.

The corporation will appear on the public record as an Ontario corporation until the corporation files a copy of the instrument of continuance with the Director.

## **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](http://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](http://www.lawsocietyreferralservice.ca). Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at [www.ontario.ca/laws](http://www.ontario.ca/laws).

## 6. Effective Date

The BCA ceases to apply to the corporation on the date upon which the corporation is continued under the laws of the other jurisdiction or the Co-operative Corporations Act, as applicable.

## 7. Operating in Ontario after Continuing in Another Jurisdiction

For information on corporations from other Canadian jurisdictions operating in Ontario, see [Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations](#). For information on foreign extra–provincial corporations operating in Ontario, see [Notice – EPCA – Extra-Provincial Corporation Licences and Filings](#).

## 8. File an Application for Authorization to Continue out of the BCA by Mail

To file an application by mail, go online and download the [Application for Authorization to Continue out of the BCA – Form Number 5265](#). You will be required to provide the email addresses noted below.

You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment. You will need:

1. **Application for Authorization to continue out of the BCA:** One set in approved form (see above link), signed by an officer or director of the corporation (see above – Signature Requirements). Original signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key** giving you authority over the corporation
3. **Corporate name and Ontario Corporation Number (OCN)**
4. **Administrative information** (not shown on public record):
  - Contact information: name, email address, telephone number
  - An official email address for the corporation
5. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution
6. **Only required for corporations applying to continue in a jurisdiction outside Ontario:**
  - **Be ready to confirm:**
    - If the corporation is applying to continue in another Canadian jurisdiction or a jurisdiction outside Canada
    - The name of that jurisdiction
    - The required statements (see above – Required Statements)

- The application has been authorized by a special resolution
  - If the corporation is offering securities to the public
  - **Legal opinion**, unless the corporation is applying to continue in another Canadian jurisdiction (see above – Supporting Documents)
  - **Consents:**
    - **Minister of Finance consent** Minister of Finance consent is required to continue in another jurisdiction. A request for consent will be forwarded automatically to the Ministry of Finance (see above – Supporting Documents)
    - **Ontario Securities Commission consent, if the corporation is an offering corporation** (see above – Supporting Documents)
7. **Only required for corporations applying to continue under the Co-operative Corporations Act:**
- **Be ready to confirm:**
    - The required statements (see above – Required Statements)
    - The application has been authorized by a special resolution

### **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 registered office address 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 Director 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

While the filings are complete, you will receive a record of the information filed 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 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 BCA 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.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are received by the Ministry in accordance with the requirements for filing under the BCA, the regulations and the Director's requirements.

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

## **9. Related Legislation**

Business Corporations Act

Note: This Notice is subject to change or revocation by further Notice. This Notice is made pursuant to the BCA and regulations. Requirements of the Director are established pursuant to sections 271.2 and 272.2 of the BCA.

Approved:  
Director, BCA

Notice – BCA 8-001