

Notice - Filing Methods and Requirements

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

Notice MR – 001 is revoked effective the date that this Notice comes into force.

In accordance with the requirements set out in this Notice, businesses and not-for-profits are permitted to file documents signed by electronic signature, file copies of documents and, in the circumstances specified in this notice, to file documents by email that are otherwise required or permitted to be filed by another method, including another electronic method, under a business statute listed below. This Notice of Filing Methods and Requirements is made by the Director and Registrar under the Alternative Filing Methods for Business Act, 2020 (the “AFMBA”) and under the following business statutes (the “business statutes”):

1. Business Corporations Act
2. Business Names Act
3. Co-operative Corporations Act
4. Corporations Act
5. Corporations Information Act
6. Extra-Provincial Corporations Act
7. Limited Partnerships Act
8. Not-for-Profit Corporations Act, 2010

In this Notice, “document” means any document, including any articles, notice, declaration, application or any accompanying document under any of the business statutes. The requirements in this Notice apply to documents required or permitted under the business statutes to be filed in paper or electronic format, including documents permitted by this Notice to be filed by email, with the Minister, Director or Registrar in accordance with this Notice.

Signature Requirements

If a document is a prescribed, required or approved form that is required to be signed under a requirement of a business statute (including a Notice made under a business statute), and it is filed in paper or electronic format, including by email in accordance with this Notice, it may be signed by manual or electronic signature in accordance with the requirements in this Notice. Supporting documents signed by electronic signature are also acceptable unless otherwise prohibited by law.

Electronic Signatures:

“Electronic signature” is defined under the business statutes and for the purposes of this Notice as follows:

- “electronic signature” means an identifying mark or process that is,
- (a) created or communicated using telephonic or electronic means,

- (b) attached to or associated with a document or other information, and
- (c) made or adopted by a person to associate the person with the document or other information, as the case may be.

The documents signed by electronic signature must also meet the following requirements:

- The full name and position of the signatory must be set out legibly in the document on, beside or below the signature line. If it is not possible for any reason to set out the full name and position on the signature line, the full name and position may be set out in another field, together with the required information for that field
- The document must indicate that it has been signed by electronic signature.
NOTE: A copy of a manual signature does not require this indication.

The following are examples of acceptable ways to set out the full name of the signatory on the document, and to indicate that it has been signed by electronic signature:

- Jane Doe by electronic signature
- Jane Doe by e-signature
- “Jane Doe” by electronic signature
- “Jane Doe” by e-signature
- In the above examples, in place of Jane Doe or “Jane Doe”, a font that appears to be hand-written (cursive) or a computer-generated electronic signature is acceptable if the full name of the signatory (Jane Doe) is also set out on the signature page of the document
- Alternatively, a cover letter to a document (if filed by mail or email where permitted under this Notice), may state that the document has been signed by electronic signature if the full name of the signatory is set out on the signature page of the document

NOTE: Any records that may exist related to an electronic signature (e.g. an email) should not be filed with the document. However, the individual, corporation or other entity, as applicable, filing the document must meet the requirements set out in the applicable Notice issued under a business statute related to keeping a properly executed version, including records related to an electronic signature, and to providing a copy on notice from the Director or Registrar.

Manual Signatures:

If a document is signed by manual signature, the full name and position of the signatory must be set out legibly in the document on, beside or below the signature line. If it is not possible for any reason to set out the full name and position on the signature line, the full name and position may be set out in another field, together with the required information for that field.

NOTE: Documents signed by manual signature must meet the requirements set in the applicable Notice issued under a business statute related to keeping a properly executed version, and to providing a copy on notice from the Director or Registrar.

Copies of Documents

If any document is required to be filed with the Minister, Director or Registrar under a business statute, a legible copy is permitted to be filed. For greater certainty, this includes legible copies of articles, applications (including applications for letters patent and supplementary letters patent and declarations) and other documents instead of originals, where originals are required under the business statutes.

If such a document is filed by an electronic method, the document must be a legible electronic copy.

For example, the following copies are permitted:

- legible copies of signed documents, whether signed by electronic signature or manually (filed by mail)
- legible PDF copies of signed documents, whether signed by electronic signature or manually (filed by an electronic method)
- legible copies of documents not requiring signatures (filed by mail)
- legible PDF copies of documents not requiring signatures (filed by an electronic method)

NOTE: Also acceptable are original documents, whether signed by electronic signature or manually (filed by mail).

Court Orders

If a court order is required as an accompanying document, the Minister, Director or Registrar, as applicable, will accept legible copies of certified copies of court orders, or notarial copies of certified copies of court orders (filed by mail or an electronic method).

Filing Methods

Filing Methods and Search requests – Requirements

Documents may be filed by mail or by an electronic method that is permitted under the Notices made under the business statutes or the AFMBA. Search requests may be made by a method permitted under the [Notice – Searching the Public Record](#).

Unless otherwise specifically permitted in a Notice made under a business statute or AFMBA, documents, including search requests, are permitted to be filed by email only by a qualified intermediary as set out below or in the exceptional circumstances set out below, and in accordance with the requirements in this Notice. If a Notice made under a

business statute permits documents to be filed by email in other circumstances, the filings must be made in accordance with the requirements of this Notice.

Documents are not permitted to be filed by fax.

Filing Methods and Search Requests – Qualified Intermediaries

Documents, including the required Notice to the Director under subsection 182 (5.1) of the Business Corporations Act and subsection 120 (4.1) of the Not-for-Profit Corporations Act, 2010, are permitted to be filed by email in accordance with the requirements of this Notice by qualified intermediaries who include a cover letter on their business letterhead. The document must be a legible PDF copy. Qualified intermediaries are:

- Lawyers and paralegals governed by the Law Society of Ontario
- Chartered Professional Accountants governed by the Chartered Professional Accountants of Ontario
- Law clerks filing under the direction and guidance of a lawyer governed by the Law Society of Ontario
- Members of OAPSOR (Ontario Association of Professional Searches of Records) who regularly file with the Ministry on behalf of corporations and other entities, law firms and accounting firms

Filing Methods and Search Requests – Exceptional Circumstances

Documents are permitted to be filed by email under this Notice in the following exceptional circumstances: If it has been indicated on a website maintained by the Ministry that the-Director or Registrar is of the opinion that it is not possible, for any reason, to receive documents and information in an electronic format in the electronic system maintained under the business statutes, a person or entity must instead file the document by mail or by email in accordance with this Notice until such time that it is possible for the Director or Registrar to receive documents in an electronic format in the electronic system maintained under the business statutes. At such time, email filings will no longer be accepted, except from qualified intermediaries as set out in this Notice, unless otherwise specified in a Notice under a business statute and filed in accordance with the requirements of this Notice. The document must be a legible PDF copy.

Requirements for Filing by Email, where Permitted

Where email is permitted under this Notice or under another Notice under a business statute, legible PDF electronic copies of documents may be emailed as follows:

- Corporations Act and Co-operative Corporations Act filings (including filings by qualified intermediaries): ca-ccafilings@ontario.ca
- Filings under other Acts by qualified intermediaries: companiesfilings@ontario.ca

Duplicate copies are not required. The prescribed, required or approved form under the applicable business statute for filing by mail must be used, and the prescribed or required accompanying documents must be included, together with the fee (in the form of contact information as set out below to permit fee collection). No specific form is required for a search request. For your security and protection, credit card information cannot be provided by email. Please provide a daytime contact phone number as part of your cover letter. After your email is received, Ministry staff will contact you by telephone at the number set out in the cover letter to collect credit card information (e.g. cardholder name, number, expiry date, etc.) and payment will be processed at that time.

Do not include credit card information in an email. Any email containing credit card information will be deleted to protect your information and maintain compliance with credit card industry protocols. Your application will not be processed and you will need to email it again without the credit card information.

There will not be immediate fulfillment. All emailed documents will be handled the same as mailed in documents and service standards for mailed in documents will apply. The business statutes continue to govern in all respects, including effective dates. A cover letter should include the contact name, return address, daytime telephone number and a future date (up to 30 days ahead) if requested for corporate documents. The total number of pages contained in the attached document should be indicated in the cover letter. The cover letters for filings by qualified intermediaries must be set out on their business letterhead (see above - Filing Methods and Search Requests – Qualified Intermediaries)

Documents filed by mail or email must be received together with all other required documents executed as required and the required fee by the Ministry during business hours (Monday – Friday, 8:30 am to 5:00 pm, except holidays), on or prior to the requested effective date. Documents and fees received outside these times are deemed received on the next business day. The business statutes, regulations and any other requirements established by the Director or Registrar, including Notices made under the business statutes or AFMBA, continue to apply except as set out in this Notice. Documents filed by mail include documents delivered to a drop box at 375 University Avenue, 2nd Floor, Toronto ON.

NOTE: This Notice is subject to change or revocation by further Notice.

This Notice - Filing Methods and Requirements is made pursuant to:

Alternative Filing Methods for Business Act, 2020: s. 3, 7

Business Corporations Act: s. 271.2, 272.2, 273.5

Business Names Act: s. 9.5, 10.2, 10.4

Co-operative Corporations Act: s. 185.2, 187

Corporations Act: s. 6 (4), (5), 326.3, 326.6

Corporations Information Act: s. 10.2, 21.3, 21.4

Extra-Provincial Corporations Act: s. 16.3, 24.2, 24.4

Limited Partnerships Act: s. 4.1, 35.3, 36

Not-for-Profit Corporations Act, 2010: s. 203 (5)-(7), 210, 210.2

Approved:

Director and Registrar
Business Statutes

Notice – MR 32-002