

## Notice – Business Corporations Act – Filing Articles of Continuance

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

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Articles of Continuance under the Business Corporations Act (BCA) must be completed and filed to continue an extra-provincial corporation into Ontario under the BCA (transfer out of the original jurisdiction). These articles are also required to continue a social company (as defined in the Corporations Act) under the BCA. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director. Upon continuance, the corporation becomes a business corporation subject to the BCA and regulations.

An extra-provincial corporation that wishes only to operate in Ontario (as opposed to continuing/transferring from another jurisdiction to Ontario) does not apply for Articles of Continuance. For more information on registration requirements for extra-provincial corporations seeking to operate or carry on business and other activities in Ontario, see [Notice – EPCA – Extra-Provincial Corporations Licences and Filings](#).

### 1. How to File Articles of Continuance Online

You can file Articles of Continuance online directly with the Ministry through ServiceOntario at our website [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 such as Nuans reports 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 Articles of Continuance online, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**, if previously assigned (see below – Ontario Corporation Number)
2. **Administrative information** (not shown on public record):
  - Contact information: name, email address
  - An official email address for the corporation, unless previously provided
  - A NAICS business activity code (see below – NAICS Code)
3. **An Ontario-biased or weighted Nuans name search for the proposed name if it is not a number name** (see below – Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
  - The Nuans report reference number
  - The proposed name searched
  - The date of the report
4. **Legal opinion, if required for identical name** (see below – Legal Opinion – Identical Name)
  - Keep the legal opinion at the corporation's registered office, and you will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements
5. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
6. **Number of directors; director information** (see below –Directors)
7. **Any restrictions on the business of the corporation, or powers the corporation may exercise**
8. **Share structure and any restrictions on share transfers** (see below – Shareholders)
9. **Other provisions, if any** (see below – Other Provisions)
10. **Date of Articles of Continuance** Articles will be dated the date received by the Ministry in accordance with the applicable requirements unless you request a future date up to 30 days ahead (see below – Effective Date)
11. **A valid credit or debit card ready to pay the filing [fee](#)**
12. **Extra-provincial corporations also require:**
  - **Copy of the incorporating document**, together with all amendments to the document, certified by the appropriate official of the incorporating jurisdiction (see below – Certified Copy of the Incorporating Document)
  - **Authorization to Continue** issued by the appropriate officer of the incorporating jurisdiction that indicates that the corporation is authorized under the laws of that jurisdiction to apply for Articles of Continuance in Ontario (see below – Letter of Satisfaction, Certificate of Continuance or Other Document)

- **Legal opinion if the corporation is applying from a jurisdiction outside Canada**, to the effect that the laws of the jurisdiction to which the corporation is subject authorize the corporation to apply for continuance (see below – Legal Opinion – Extra-Provincial Corporations from Outside Canada)
- **Governing jurisdiction** This is the name of the jurisdiction that the corporation is leaving
- **Original date of incorporation or amalgamation**, if the corporation was not previously assigned an Ontario Corporation Number (OCN)
- **Authorization date** This is the date that the continuation was properly authorized to continue under the laws of the other jurisdiction
- **Confirmation of the required statements** (see below – Required Statements)

13. **Social companies also require:**

- **Certified copy of special resolution or court order** You must upload a copy of the special resolution authorizing the directors of the social company to apply for a Certificate of Continuance, or a certified copy (or notarial copy of the certified copy) of the court order waiving the requirement for a special resolution (see below – Certified Copy of Special Resolution or Court Order)
- **Authorization date** This is the date of the special resolution or court order

Note: Social companies that are dissolved may apply for Articles of Continuance only by email in accordance with the [Notice – Filing Methods and Requirements](#) or by mail in accordance with the requirements in this Notice; see below – File Articles of Continuance by Mail.

**Important – Additional Required Documents and Information**

1. You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations (see below – Supporting Documents).
2. During the transaction, you will be prompted to print or save a PDF copy of the articles 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 articles, 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. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report.

### 3. Documents Issued by the Ministry

**When Articles of Continuance are completed, you will receive your documents by email:**

1. The Certificate of Continuance – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Continuance – this is a copy of your official articles recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. Company key needed for future filings (see [Notice – Company Key](#))
5. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified, except for the company key which is sent only to the official corporation email address.

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 Articles of Continuance by Mail.

### 4. Supporting Documents – Additional Information

#### Nuans Name Search

An Ontario-biased or weighted Nuans name search report is required unless the corporation will have a number name. The Nuans report is a list of existing corporate and business names, as well as trademarks, that are the same or similar to the name being proposed. It is the applicant’s responsibility to check the search report for similar or identical names and to obtain any consent that may be required. Otherwise, this may result in a lawsuit or the corporation may be the subject of a hearing under the BCA (see [Notice – BCA – Incorporating a Business Corporation](#)).

The Nuans report must be obtained from a private name search company. The Ministry does not provide this search. Suppliers of Nuans reports may be found online at [www.yellowpages.ca](http://www.yellowpages.ca) under the heading “Searchers of Records” or you may visit Innovation, Science and Economic Development Canada’s Nuans site at [www.nuans.com](http://www.nuans.com) for a list of registered search houses that can assist you with obtaining a Nuans search report and filing your documents. A Canada (federal) biased Nuans name search is not acceptable. The Nuans report cannot be dated more than 90 days prior to the filing of the articles. For example, articles received by the Ministry on November 28th could be supported by a Nuans name search report dated as early as August 30th, but not dated earlier. You may wish to allow additional time because if the

Nuans report expires before the articles are endorsed, a valid Nuans report must be obtained to complete the filing. The proposed name searched, the Nuans reference number and the date of the Nuans report must be filed, and the Ministry will retrieve the report directly.

### **Legal Opinion – Identical Name**

If the corporation is acquiring an identical name in accordance with subsection 5 (2) of the Names and Filings Regulation under the BCA, a legal opinion is required. For more information, see Notice – BCA – Incorporating a Business Corporation.

### **Consents**

Consents to a name may be required under the BCA and regulations. The corporation is responsible for obtaining all necessary consents, retaining them at the registered office and providing them in accordance with any notice from the Director.

### **Additional Supporting Documents Required for Extra-Provincial Corporations**

#### **Legal Opinion – Extra-Provincial Corporation from Outside Canada**

Articles of Continuance filed by an extra-provincial corporation from outside Canada must be accompanied by a legal opinion to the effect that the laws of the non-Canadian jurisdiction authorize the corporation to apply for continuance. The legal opinion must be from an individual lawyer (not a law clerk or law firm) qualified to practice in the non-Canadian jurisdiction, and it must be on letterhead paper, signed the lawyer. If the corporation is incorporated or continued under the laws of another Canadian jurisdiction, it does not need to obtain this legal opinion.

#### **Certified Copy of the Incorporating Document**

Articles of Continuance filed by an extra-provincial corporation must be supported by a copy of the incorporating document, together with all amendments to the document, certified by the officer of the incorporating jurisdiction who is authorized to do so.

#### **Letter of Satisfaction, Certificate of Continuance or Other Document**

Articles of Continuance filed by an extra-provincial corporation must be supported by a letter of satisfaction, certificate of continuance or other document (e.g. authorization to continue) issued by the proper officer of the jurisdiction in which the corporation is currently incorporated or continued, indicating that corporation is authorized under the laws of the jurisdiction to apply for Articles of Continuance in Ontario. Articles of Continuance do not have to be supported a letter of satisfaction, certificate of continuance or other document if there is no authority under the laws of the incorporating jurisdiction to issue any of the documents, and if the Articles of

Continuance are supported by a legal opinion of a lawyer qualified to practice in that jurisdiction indicating that there is no such authority.

### **Additional Supporting Documents Required for Social Companies**

Certified Copy of Special Resolution or Court Order

Articles of Continuance filed by a social company as defined in the Corporations Act must be supported by a certified copy of the special resolution authorizing the directors of the corporation to apply for a Certificate of Continuance, or a certified copy of a court order, or a notarial copy of that certified copy of court order, waiving the requirement for a special resolution (see section 2.1 of the Corporations Act). Social company” means a company that has objects (purposes) in whole or in part of a social nature (section 1 of the Corporations Act). Other terms commonly used to refer to social companies include “social club” and “social club with share.” A social company that does not continue under the BCA, the Not-for-Profit Corporations Act, 2010, or the Co-operative Corporations Act by the fifth anniversary of the day section 2.1 of the Corporations Act comes into force, will be dissolved on the day after that fifth anniversary.

## **5. General Information**

### **Signature Requirements**

The Articles of Continuance 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.

### **NAICS Code**

The North American Industry Classification System (NAICS) code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the code that best describes the main activity of your corporation or other entity. For example, a code for a hair salon could be “812116 – unisex hair stylist shops”. This information is collected for administrative purposes for corporations and may be shared with other government bodies for the purpose of administering their programs under the authority of the Business Regulation Reform Act, 1994; it does not appear on the public record. However, the NAICS code is also required under the Business Names Act and Limited Partnerships Act, in which case the NAICS code does appear on the public record.

If you are filing online, you may type the word associated with your main activity and the electronic business registration system will provide a code that you may select to complete that field. To view a complete list of NAICS codes please visit Statistic Canada's website at: <https://www150.statcan.gc.ca/n1/en/catalogue/12-501-X>

If you are filing in paper, please refer to the list of primary activities from NAICS (the above link) that best describes the primary activity and then indicate your primary activity code from the link in the form.

### **Required Statements**

The corporation is required to confirm that it is to be continued under the BCA to the same extent as if it had been incorporated under the BCA.

The corporation must also confirm that it has complied with subsection 180 (3) of the BCA.

### **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. Corporate Name**

It is the responsibility of the corporation to ensure the name for an Ontario business corporation complies with the BCA and Name and Filings Regulation. For more information regarding name requirements, see Notice – BCA – Incorporating a Business Corporation.

If the corporation has ever operated in Ontario, before filing the Articles of Continuance, please ensure that you update any corporate name change by filing an amended licence under the Extra-Provincial Corporations Act or a Notice of Change under the Corporations Information Act, as applicable. For more information, see Notice – EPCA – Extra-Provincial Corporations Licences and Filings, or [Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations](#).

## **7. Directors**

The following director information is required for Articles of Continuance: full name and address for service for each director, and an indication if the director is resident Canadian. The requirement for at least 25 per cent of the directors to be resident Canadian has been eliminated.

Subject to any unanimous shareholder agreement, the directors manage or supervise the management of the business and affairs of the corporation (subsection 115 (1) of the BCA). The board of directors of a corporation must consist of at least one individual, and in the case of an offering corporation, not fewer than three individuals (subsection 115 (2) of the BCA). The Articles of Continuance may set out a fixed number of directors or a minimum and maximum of directors (floating board). Each director must meet the qualifications under the BCA. For more information, please see Notice – BCA – Incorporating a Business Corporation.

## **8. Shareholders**

All business corporations must be authorized to issue shares, and these sections must be completed in the Articles. There are certain provisions you may wish to consider if the corporation's shares will not be publicly traded. For more information regarding commonly used provisions, please see Notice – BCA – Incorporating a Business Corporation.

## **9. Other Provisions**

You may add any other provisions needed for the Articles of Continuance under this heading in accordance with the BCA (e.g. provisions related to restrictions on securities transfer or corporate governance).

## **10. Effective Date**

When Articles of Continuance are filed with the Ministry, they are endorsed with a certificate and are effective on the date set out in the certificate in accordance with section 273 of the BCA. The date of any certificate issued will be the date the articles, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

## **11. Ontario Corporation Number (OCN)**

Upon continuance, the corporation will be assigned an OCN (unless the corporation previously operated in Ontario and already has an OCN).



The OCN is unique to the corporation. It cannot be transferred to another corporation, nor can a corporation change its OCN. When corporations amalgamate, the amalgamated corporation is assigned a new OCN.

If the corporation was previously assigned an OCN before applying for continuance, it is very important to provide it. For example, if the corporation previously operated Ontario, it would have received an OCN, and must provide it when filing Articles of Continuance, along with the company key for that corporation; contact ServiceOntario for information on filing Articles of Continuance in these circumstances at 416-314-8880 or toll-free at 1-800-361-3223. Otherwise, a second OCN may be inadvertently assigned, which may lead to compliance action.

## 12. File Articles of Continuance by Mail

To file Articles of Continuance by mail, go online and download the [BCA Articles of Continuance – From Number 5264](#). You will need 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. **Articles of Continuance** One set of completed articles in approved form (see above link), signed by a director or officer of the corporation (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key** giving you authority over the corporation, if previously assigned
3. **Corporate name and Ontario Corporation Number (OCN)**, if previously assigned
4. **Administrative information** (not shown on public record):
  - Contact information: name, email address, telephone number
  - An official email address for the corporation, unless previously provided
  - A NAICS business activity code (see above – NAICS Code)
5. **An Ontario-biased or weighted Nuans name search for a proposed name if it is not a number name** (see above – Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
  - The report reference number
  - The proposed name searched
  - The date of the report
6. **Legal opinion, if required for identical name** (see above – Legal Opinion – Identical Name)

- Keep the legal opinion at the corporation's registered office, and you will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements
7. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
  8. **Number of directors; director information** (see above – Directors)
  9. **Any restrictions on the business of the corporation, or powers the corporation may exercise**
  10. **Share structure and any restrictions on share transfers** (see above – Shareholders)
  11. **Date of Articles of Continuance** You must select a preferred date; however, the earliest effective date would be the date the application is received, in order, by the ministry. You may choose a future date up to 30 days ahead (see above – Effective Date)
  12. **Other provisions, if any** (see above – Other Provisions)
  13. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable
  14. **Extra-provincial corporations also require:**
    - **Copy of the incorporating document**, together with all amendments to the document, certified by the appropriate official of the incorporating jurisdiction (see above – Certified Copy of the Incorporating Document)
    - **Authorization to Continue** issued by the appropriate officer of the incorporating jurisdiction that indicates that the corporation is authorized under the laws of that jurisdiction to apply for Articles of Continuance in Ontario (see above – Letter of Satisfaction, Certificate of Continuance or Other Document)
    - **Legal opinion if the corporation is applying from a jurisdiction outside Canada**, to the effect that the laws of the jurisdiction to which the corporation is subject authorize the corporation to apply for continuance (see above – Legal Opinion – Extra-Provincial Corporations from Outside Canada)
    - **Governing jurisdiction** This is the name of the jurisdiction that the corporation is leaving
    - **Original date of incorporation or amalgamation**, if the corporation was not previously assigned an Ontario Corporation Number (OCN)
    - **Authorization date** This is the date that the continuation was properly authorized under the laws of the jurisdiction currently governing the corporation
    - **Confirmation of the required statements** (see above – Required Statements)
  15. **Social companies also require:**
    - **Certified copy of special resolution or court order** You must upload a copy of the special resolution authorizing the filing of Articles of Continuance, or a certified copy (or notarial copy of the certified

copy) of a court order waiving the requirement for a special resolution (see above – Certified Copy of Special Resolution or Court Order)

- **Authorization date** The date of the special resolution or court order

### **Important – Additional Required Documents and Information**

You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations.

Note: The corporation must keep a properly executed version of the articles, 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. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report.

### **Mailing Address**

Ministry of Government and Consumer Services  
Central Production and Verification Services Branch  
393 University Avenue, Suite 200  
Toronto, Ontario M5G 2M2

When Articles of Continuance are completed, you will receive your documents 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 required 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 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. You may request a date up to

30 days later than this date. If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

## **14. 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 5-001