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# Bill 154

**An Act to cut unnecessary red tape by enacting one new Act  
and making various amendments and repeals**

**The Hon. B. Duguid**

Minister of Economic Development and Growth

**Government Bill**

1st Reading      September 14, 2017

2nd Reading

3rd Reading

Royal Assent





## EXPLANATORY NOTE

The Bill is part of a government initiative to cut unnecessary red tape.

The Bill amends or repeals a number of Acts and enacts a number of new Acts. For convenience, the amendments, repeals and new Acts are set out in separate Schedules. Schedules with the name of Ministries include amendments to and repeals of Acts that are administered by the Ministry involved or that affect that Ministry. The commencement provisions for each of the Schedules are set out in the Schedules.

### **SCHEDULE 1 MINISTRY OF AGRICULTURE, FOOD AND RURAL AFFAIRS**

#### ***Farming and Food Production Protection Act, 1998***

The Schedule amends the Act to provide that more than one vice-chair of the Normal Farm Practices Protection Board may be designated from among the members of the Board.

### **SCHEDULE 2 MINISTRY OF THE ATTORNEY GENERAL**

#### ***Charities Accounting Act***

The Schedule amends the Act to add new sections 10.2 to 10.4, which provide authority for a trustee to whom the Act applies to apply or use the trust property to make social investments. Section 10.2 sets out the characteristics of a social investment and provides other interpretive guidance. Section 10.3 sets out the power to make social investments with trust property, but specifies that the power may be restricted or excluded by the terms of the trust. Section 10.4 places duties on trustees who make social investments with trust property, including a requirement to consider whether advice respecting the social investment should be sought and, if so, to obtain and consider the advice. Subsection 10.4 (5) provides that the duties set out in the section may not be restricted or excluded by the terms of the trust.

Section 10.1 of the Act is amended consequentially to take into account the new social investment provisions.

#### ***Courts of Justice Act***

The Schedule amends section 47 of the Act to specify the application of the section to provincial judges appointed after having reached 65 years of age. In addition, a new complaints and discipline process respecting the Small Claims Court Administrative Judge is set out by way of amendments to section 87.2 and the addition of a new section 87.3.

Finally, the Schedule amends the Act to allow certain orders to pay tariff costs under the Agreement on Internal Trade, the Canadian Free Trade Agreement and other prescribed domestic trade agreements to be made orders of the Superior Court of Justice for the purpose of enforcement.

#### ***Interjurisdictional Support Orders Act, 2002***

The Schedule makes various amendments to the Act. Some of the more significant amendments are set out below.

The concept of ordinary residence is replaced with habitual residence throughout the English version of the Act. The definition of “support order” is expanded to, in particular circumstances, include the calculation or recalculation by an administrative body of the payment of support for a child. A support order and a support variation order shall now specify the law applied in making the order or the order is deemed to have been made under Ontario law.

In determining a child’s entitlement to support under section 13, and in determining a child’s entitlement to receive or continue to receive support under section 35, the Ontario court now first applies Ontario law, but if the child is not entitled to support under Ontario law, the court applies the law of the jurisdiction in which the child is habitually resident. In determining the amount of support for a child under section 35, the Ontario court now applies Ontario law, rather than the law of the jurisdiction where the person liable to pay the support resides.

The rules for varying a support order in section 39 of the Act now apply to all support orders made or registered in Ontario under the Act, rather than only those registered in Ontario under Part III.

#### ***International Interests in Mobile Equipment Act (Aircraft Equipment), 2002***

The Schedule amends the French version of Schedule 1 to the Act to update the language of the Convention on International Interests in Mobile Equipment to adhere to the official French version of the Convention. The Schedule also amends the French version of the title of the annex in Schedule 2 to the Act to note that it is the annex referred to in Article XIII of the Protocol to the Convention on International Interests in Mobile Equipment in Matters Specific to Aircraft Equipment.

#### ***Juries Act***

The Schedule amends the Act to reflect the fact that the jury service notice and return to jury service notice forms have been amalgamated into a single jury questionnaire form that is received by, and is required to be returned to a sheriff, completed, by potential jurors. Subsection 6 (5) of the Act is re-enacted to permit the completed jury questionnaire to be returned to the

sheriff by an electronic method specified in the questionnaire, if any, as well as to extend the deadline for returning the questionnaire from five to 30 days.

In addition, section 19 of the Act is amended to permit a sheriff to provide summons to a juror in electronic format, if the juror consents. Section 27 of the Act is amended to replace a graphic representation of the requisite card with a textual description of the requirements.

Finally, housekeeping amendments are made:

1. The French translation of “correctional institution” in paragraph 6 of subsection 3 (1) of the Act is updated.
2. The reference in subsection 6 (1) of the Act to “first class” mail is removed.

#### ***Justices of the Peace Act***

The Schedule amends section 6 of the Act to specify the application of the section to justices of the peace appointed after having reached 65 years of age. In addition, section 13.1 of the Act is amended to create authority for the Chief Justice of the Ontario Court of Justice to delegate his or her powers under that section.

#### ***Notaries Act***

The Schedule amends the Act to remove the requirement for a notary public to be a Canadian citizen.

#### ***Provincial Offences Act***

The Schedule amends the Act to allow the Chief Justice of the Ontario Court of Justice to delegate his or her authority to determine that a presiding justice is unable to continue a trial.

### **SCHEDULE 3 REPEAL OF THE EMPLOYERS AND EMPLOYEES ACT**

#### ***Employers and Employees Act***

The Schedule repeals the Act and makes consequential amendments to two other Acts to reflect the repeal.

### **SCHEDULE 4 REDUCING REGULATORY COSTS FOR BUSINESS ACT, 2017**

#### ***Reducing Regulatory Costs for Business Act, 2017***

The Schedule enacts a new Act which provides various measures in the interest of reducing regulatory costs for business.

When a regulation governed by the Act is made or approved and has the effect of creating or increasing administrative costs to business, an offset must be made within a prescribed time.

An analysis that assesses the potential impact of what is proposed must be conducted where regulations governed by the Act are made or approved, and the analysis must be published. Less onerous regulatory requirements for small businesses are to be implemented where appropriate.

Where appropriate, recognized standards are to be adopted when developing or amending regulations.

Businesses required to provide documents to ministries as a result of a regulation will have the option to transmit those documents electronically.

Businesses that demonstrate excellent compliance with regulatory requirements are to be recognized by the Government.

### **SCHEDULE 5 MINISTRY OF THE ENVIRONMENT AND CLIMATE CHANGE**

#### ***Environmental Protection Act***

The Schedule replaces the definitions of “Minister” and “Ministry” in the Act.

#### ***Pesticides Act***

The Schedule makes various amendments to the Act. Some of the more significant amendments are set out below.

The Schedule replaces the definitions of “Minister” and “Ministry” in the Act and adds a definition of “public servant”. The six-month limit on how long a person shall serve as an assistant to the holder of a licence to perform structural exterminations is repealed, as is the seven-day limit on how long a person shall serve as an assistant to the holder of a licence to perform land exterminations or water exterminations.

The Schedule changes the conditions that must be met before the Director may refuse to issue or renew a licence under section 11 of the Act. The Schedule expands the list of reasons set out in subsection 11 (3) of the Act for which the Director may refuse to issue a permit, cancel a permit, impose terms and conditions on a permit or alter the terms and conditions of a permit. The notice requirement set out in subsection 13 (8) of the Act now also applies when the Director issues a permit subject to a term or condition.

Where the Director refuses to issue or cancels a permit or imposes or alters a term or condition in a permit that has been issued, the permittee now has seven days to make submissions for reconsideration, rather than fifteen. The Director now has seven days to reconsider the decision after receiving the submissions, rather than three.

In a designation of a provincial officer under section 17 of the Act, the Minister may now limit the authority of the officer in the manner that the Minister considers necessary or advisable.

## SCHEDULE 6 MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — CORPORATE AMENDMENTS

### Similar Amendments to various Corporate Acts

The Schedule makes amendments of an administrative nature to the following Acts to ensure consistent wording: the *Business Corporations Act*, the *Business Names Act*, the *Corporations Information Act*, the *Extra-Provincial Corporations Act* and the *Limited Partnerships Act*.

The definition of Minister does not name a specific Minister, but refers to the minister who is made responsible for the administration of the Act under the *Executive Council Act*.

The Schedule makes changes throughout each Act to accommodate the filing, keeping and searching of documents in electronic format. In the *Business Corporations Act*, the *Corporations Information Act* and the *Extra-Provincial Corporations Act*, the powers are those of the Director. In the *Business Names Act* and the *Limited Partnerships Act*, the powers are those of the Registrar. The changes include the following:

1. Persons may search the records maintained by the Ministry by any method approved by the Director or Registrar and obtain copies of documents in the records.
2. The Director or Registrar, as applicable, may specify methods for the execution of documents other than by signing them.
3. The electronic version of a document in the records maintained by the Ministry prevails in the event of inconsistencies between different versions of a document.
4. With specified exceptions, the Director or Registrar, as applicable, may accept a copy of a notice or other document required to be sent to that person, including an electronic copy.
5. The definition of “telephonic or electronic means” allows for communication by new technologies without their having to be authorized by regulation.

The Director or Registrar receives new powers, including the following:

1. The power to establish requirements in respect of the content, form, format and filing of the various documents required to be prepared or filed under the Act, including court orders, and the form, format and payment of fees.
2. The power to establish requirements in respect of the signing or other execution of documents.
3. The power to determine whether or not any document may be filed by fax.
4. The power to assign corporation numbers. For the *Limited Partnerships Act*, this is done under the *Business Names Act*.
5. The power to issue documents by any method.
6. The power to use or issue validation codes or other systems or methods of validation on issued documents. For the *Limited Partnerships Act*, this is done under the *Business Names Act*.
7. The power to make available to the public any notices or other documents sent by the Director or Registrar, as applicable, under the Act.
8. The power, with specified exceptions, to make available to the public any documents that the Act, a regulation made under the Act or the Director or Registrar, as applicable, requires be sent to the Director or Registrar, as applicable.
9. The power to require the use of forms that the Director or Registrar, as applicable, approves.
10. Powers to exercise if an inability arises, for any reason, to receive filings in an electronic system or to issue documents.

The Schedule expands the Minister’s regulation-making powers. They include the making of regulations in respect of the content, form, format and filing of various documents.

The Minister or a person designated by the Minister receives the power to enter into agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or Registrar, as applicable, or other government official.

The Minister may prescribe, by regulation, additional documents and information that are required in support of the various documents required to be filed under the Act. The regulation may specify whether the supporting documents and information are to be filed with the Director or the Registrar, as applicable, or are to be retained and filed with that person, or given to another specified person, at a later date on notice from the Director or the Registrar, as applicable. The regulation may permit the Director or the Registrar, as applicable, to require different filing obligations for any of the prescribed supporting documents and information or for documents required by the Act to be filed.

### ***Business Corporations Act***

The Schedule makes other amendments to the Act in addition to those that are common to the five corporate Acts as described above.

The appointment of the Director under the Act is made mandatory, rather than permissive. The Director may delegate the Director's powers to any person, subject to any restrictions set out in the delegation.

The definition of "endorse" includes electronic actions. The Director may issue corrected documents.

New subsections 5 (2.2) and 119 (12) authorize the Director, at any time, to require that a copy of certain directors' consents be filed with the Director.

Section 180 currently addresses the continuance of corporations from other jurisdictions to the Act. The Schedule amends section 180 to also address the continuance from the *Corporations Act* to the *Business Corporations Act* of social companies within the meaning of the *Corporations Act*, as provided for in new section 2.1 of that Act.

New section 181.2 addresses the continuance of corporations governed by the Act to the *Not-for-Profit Corporations Act, 2010*, as provided for in section 115 of that Act. The Schedule amends section 185 to extend the rights of dissenting shareholders in respect of a corporation seeking continuance from the Act to the *Not-for-Profit Corporations Act, 2010* under new section 181.2 or to the *Co-operative Corporations Act* under section 181.1.

The Schedule amends subsection 99 (2) to require a corporation that receives notice of a proposal from a shareholder to include the proposal in a management information circular or, if the corporation does not provide a management information circular, in the notice of meeting for the shareholders' meeting at which the proposal is to be discussed.

Under new clauses 99 (5) (a) and (a.1), a corporation is exempt from the obligation to send a proposal to shareholders in the manner required by subsection 99 (2) in advance of the meeting at which the proposal is to be discussed if notice of the proposal is submitted to the corporation less than a set minimum number of days before the meeting or the anniversary date of the last annual meeting. For offering corporations, the minimum number of days is 60. For non-offering corporations, the minimum number of days is to be determined under the new subsection 99 (5.1).

Under the new subsection 99 (5.2), if a non-offering corporation receives notice of a proposal to be raised at a shareholders' meeting and is not exempt from the obligation to send the proposal to shareholders in the manner required by subsection 99 (2), but the notice of the proposal is received after the corporation has already sent notice of the shareholders' meeting, the corporation must send the proposal to the persons entitled to notice of the shareholders' meeting not less than 10 days before the meeting. A corporation that complies with subsection 99 (5.2) is deemed by subsection 99 (5.3) to have complied with subsection 99 (2).

Clause 99 (5) (d) currently exempts a corporation from the obligation to send a proposal to shareholders in the manner required by subsection 99 (2) in advance of the meeting at which the proposal is to be discussed, if substantially the same proposal was defeated at a shareholders' meeting held within two years preceding the receipt of the shareholder's new proposal. The Schedule amends this clause so that it applies if substantially the same proposal was discussed at a shareholders' meeting held within five years preceding the receipt of the shareholder's new proposal and the proposal received less than the minimum amount of support required under subsection 99 (5.4). New subsection 99 (5.4) provides that the minimum amount of support the proposal must have received at the previous meeting is 3 per cent, 6 per cent or 10 per cent of the total number of shares voted at that meeting, depending on whether the previous meeting was the first, second or third time that a substantially similar proposal was made at a meeting of shareholders within the five-year period.

The Schedule makes consequential amendments to other portions of section 99.

### ***Business Names Act***

The Schedule makes other amendments to the Act in addition to those that are common to the five corporate Acts as described above.

The Registrar appointed under the Act has the authority to act under both the Act and the *Limited Partnerships Act*. The Registrar may delegate the Registrar's powers to any person under the Act or under the *Limited Partnerships Act*, subject to any restrictions set out in the delegation.

### ***Business Regulation Reform Act, 1994***

The Schedule provides that a Minister may require a business that interacts with the Minister to provide the Minister with the business' business information (name, contact information, etc.), if there is an inter-Ministerial agreement relating to that

kind of interaction. The information is centralized within the provincial government and may be shared with the federal government.

The Schedule also makes technical and related amendments.

#### ***Corporations Information Act***

The Schedule makes other amendments to the Act in addition to those that are common to the five corporate Acts as described above.

Amendments to the Act give various administrative powers under the Act to the Director who is appointed under the *Business Corporations Act*. The Minister and the Director may each delegate their respective duties and powers under the Act to any person, subject to any restrictions set out in the delegation.

New section 8.1 gives the Minister authority to enter prescribed information into the records maintained by the Ministry as if a corporation had filed a return or notice as required by the Act if the prescribed information or some of the prescribed information is received from a prescribed jurisdiction.

#### ***Extra-Provincial Corporations Act***

The Schedule makes other amendments to the Act in addition to those that are common to the five corporate Acts as described above.

The Director may delegate the Director's powers to any person, subject to any restrictions set out in the delegation.

The definition of "endorse" includes electronic actions. The Director may issue corrected documents and may specify the date on issued documents.

#### ***Limited Partnerships Act***

The Schedule makes other amendments to the Act in addition to those that are common to the five corporate Acts as described above.

The Schedule re-enacts section 19 to set out circumstances where a declaration of change in information is not required to be filed when the change was filed under another Act.

New section 6.1 gives the Registrar the power to refuse to accept for filing a name of a limited partnership that does not comply with the Act or the prescribed requirements.

### **SCHEDULE 7 MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — CORPORATIONS ACT AND RELATED AMENDMENTS**

#### ***Corporations Act***

The Schedule amends the Act to give various administrative powers under the Act to the Director who is appointed under the *Business Corporations Act* and transfers a number of powers from the Lieutenant Governor to the Minister. The Minister and the Director are given the power to delegate their respective duties and powers under the Act to any person, subject to any restrictions set out in the delegation.

The Schedule amends the Act to accommodate the filing, keeping and searching of documents in electronic format. This includes the following changes:

1. Providing for searches of the records maintained by the Ministry by any method approved by the Director and the obtaining of copies of documents in the records.
2. Permitting the Director to specify methods for the execution of documents other than by signing them.
3. Permitting the Director to issue corrected documents.
4. Providing that the electronic version of a document in the records maintained by the Ministry prevails in the event of inconsistencies between different versions of a document.
5. Providing that, with specified exceptions, the Minister may accept a copy of a notice or other document required to be sent to the Minister, including an electronic copy.

The definition of "telephonic or electronic means" allows for communication by new technologies without their having to be authorized by regulation.

The Director is given the following powers:

1. The power to establish requirements in respect of the content, form, format and filing of the various documents required to be prepared or filed under this Act, including court orders, and the form, format and payment of fees.
2. The power to establish requirements in respect of the signing or other execution of documents.
3. The power to determine whether or not any document may be filed by fax.

4. The power to assign corporation numbers.
5. The power to issue documents by any method.
6. The power to use or issue validation codes or other systems or methods of validation on issued documents.
7. The power to require the use of forms that the Director approves.
8. Powers to exercise if an inability arises, for any reason, to receive filings in an electronic system or to issue documents.

The Schedule expands the Minister's regulation-making powers. They include the making of regulations in respect of the content, form, format and filing of various documents. The Minister may prescribe, by regulation, additional documents and information that are required in support of the various documents required to be filed under the Act. The regulation may specify whether the supporting documents and information are to be filed with the Minister or are to be retained and filed with the Minister, or given to another specified person, at a later date on notice from the Director. The regulation may permit the Director to require different filing obligations for any of the prescribed supporting documents and information or for documents that the Act requires be filed.

New section 2.3 gives the Minister, or a person designated by the Minister, the power to enter into agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official. Section 8, which currently authorizes the Minister or any person in the Ministry to take evidence under oath, is re-enacted to authorize the Minister, the Director, a public servant or a person who has entered into an agreement under new section 2.3 to do so.

The amendments to the Act that were made in Part XVI of the *Not-for-Profit Corporations Act, 2010* are moved from that Act to this Schedule, with some changes, as described below.

Social companies are defined as those that have objects in whole or in part of a social nature. Section 2 provides that the Act applies to social companies that are incorporated by or under a general or special Act and to corporations that are insurers. It also provides that the Act does not apply to corporations to which the *Business Corporations Act*, the *Co-operative Corporations Act* or the *Not-for-Profit Corporations Act, 2010* applies or to corporations incorporated for the construction and working of a railway, incline railway or street railway.

Twenty-five years after the new section 2 comes into force, it is amended so that the Act no longer applies to social companies that are incorporated by or under a general Act. It continues to apply to social companies that are incorporated by or under a special Act.

Section 2.1 is re-enacted to specify that if a social company has more than one class of shareholders, the special resolution passed by the corporation to authorize its continuance under the *Business Corporations Act*, the *Co-operative Corporations Act* or the *Not-for-Profit Corporations Act, 2010* must be approved by each class of shareholders by a separate vote.

Other amendments complementary to or consistent with the *Not-for-Profit Corporations Act, 2010* are:

1. Under sections 17 and 118, a company or corporation may be incorporated under Part II or III of the Act, respectively, only if Part V of the Act (Insurance Corporations) would apply to it.
2. Clause 34 (1) (q), which permits a company to apply for supplementary letters patent to convert it into a corporation with or without share capital, is repealed.
3. Under subsection 34 (10), only insurers may apply for supplementary letters patent to convert a company into a public company, a private company or a corporation without share capital.
4. Under subsection 317 (1), the Minister may cancel for sufficient cause certain orders and other documents.

The Schedule amends sections 93, 161 and 296 of the *Corporations Act* to require that notice of members' or shareholders' meetings be given "in writing". This triggers the application of the *Electronic Commerce Act, 2000*, which allows the notice to be given by electronic means if certain conditions specified in that Act are met.

For not-for-profit corporations, in the interim before the *Not-for-Profit Corporations Act, 2010* comes into force, the following amendments apply to corporations to which Part III of the Act applies but to which Part V of the Act does not apply:

1. New section 117.1 addresses conflicts between provisions of the Act or its regulations and provisions of other Acts or regulations as well as conflicts between provisions of the Act or its regulations and principles of common law or equity relating to charities. It also deals with provisions of the Act or its regulations that are inconsistent with the intent or purpose of other Acts or regulations.
2. Under the new section 125.1, a meeting of members may be held by telephonic or electronic means, unless the by-laws of a corporation provide otherwise.



3. Under the new section 126.1, corporations are given the capacity, rights, powers and privileges of a natural person. The section expressly provides that a corporation's acts are valid even if the corporation acted contrary to its instrument of incorporation, its by-laws or the Act.
4. New section 126.2 provides that a corporation may sell, lease or exchange all or substantially all of its undertaking or all or substantially all of a part of its undertaking, if authorized to do so by a special resolution.
5. Under the new section 126.3, if a person enters into a written or oral contract on behalf of a corporation before it comes into existence, the corporation may, by any action or conduct, adopt the contract. In that event, the corporation is bound by the contract and is entitled to the benefits under the contract as if the corporation had been a party to it, and the person who purported to act on behalf of the corporation ceases to be bound by or entitled to the benefits under the contract.
6. New section 127.1 sets out the duties and standard of care of the directors and officers, which is to act honestly and in good faith with a view to the best interests of the corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The section also provides that no provision in a contract, instrument of incorporation, by-law or resolution can relieve a director or officer from the duty to act in accordance with the Act and the regulations or relieve him or her from liability for a breach of the Act or the regulations.
7. New section 127.2 allows the members to remove a director from office by majority vote rather than two-thirds vote, as is currently the case. Persons who are directors by virtue of their office cannot be removed. A vacancy resulting from the removal of a director may be filled at the members' meeting at which the director is removed. If that is not done, the vacancy resulting from the removal may be filled in the same way that a vacancy resulting from other causes may be filled.
8. Under the new section 130.1, the members may, by an extraordinary resolution, decide not to appoint an auditor and not to have an audit in respect of a financial year if the corporation had annual revenue in that financial year not exceeding \$100,000 or a different amount prescribed by the regulations.
9. Under subsection 286 (3), the by-laws of a corporation may provide that a person may be a director even though he or she is not a shareholder or member.
10. Section 288 of the Act indicates how vacancies in the board of directors are to be filled. New subsection 288 (4) provides that if a corporation has no directors or members, the court may make an order appointing the required number of directors.
11. New subsection 313 (1.0.1) prohibits a corporation from applying for an instrument of continuation continuing the corporation as if it had been incorporated under the laws of another jurisdiction, unless the laws of the other jurisdiction provide, among other things, that the corporation continues to be liable for its obligations, that any existing cause of action, claim or liability to prosecution is unaffected, that actions and proceedings by or against the corporation may continue to be prosecuted, and that rulings, orders or judgments in favour of or against the corporation may be enforced.

### **Related Amendments**

The Schedule amends nine Acts as a consequence of the amendments being made to the *Corporations Act*. In the case of some of the corporations governed by those Acts, it is necessary to provide clarity on the application of the *Corporations Act* to them or on their powers.

## **SCHEDULE 8 MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — NOT-FOR-PROFIT CORPORATIONS ACT, 2010 AND CONSEQUENTIAL AMENDMENTS**

### ***Not-for-Profit Corporations Act, 2010***

The definition of Minister does not name a specific Minister, but refers to the Minister who is made responsible for the administration of the Act under the *Executive Council Act*. The appointment of the Director under the Act is made mandatory, rather than permissive. The Director may delegate the Director's powers to any person, subject to any restrictions set out in the delegation.

The Director is given the following powers:

1. The power to establish requirements in respect of the content, form, format and filing of the various documents required to be prepared or filed under the Act, including court orders, and the form, format and payment of fees.
2. The power to establish requirements in respect of the signing or other execution of documents.
3. The power to determine whether or not any document may be filed by fax.
4. The power to assign corporation numbers.

5. The power to endorse and issue documents by any method.
6. The power to use or issue validation codes or other systems or methods of validation on issued documents.
7. The power, with specified exceptions, to make available to the public any notices or other documents sent by the Director under the Act or any documents that the Act, a regulation made under the Act or the Director requires be sent to the Director.
8. The power to require the use of forms that the Director approves.
9. Powers to exercise if an inability arises, for any reason, to receive filings in an electronic system or to issue documents.

The Schedule expands the Minister's regulation-making powers. They include the making of regulations in respect of the content, form, format and filing of various documents. The Minister may prescribe, by regulation, additional documents and information that are required in support of the various documents required to be filed under the Act. The regulation may specify whether the supporting documents and information are to be filed with the Director or are to be retained and filed with the Director, or given to another specified person, at a later date on notice from the Director. The regulation may permit the Director to require different filing obligations for any of the prescribed supporting documents and information or for documents that the Act requires be filed.

New section 206.2 gives the Minister, or a person designated by the Minister, the power to enter into agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

The Schedule amends the Act to accommodate the filing, keeping and searching of documents in electronic format. This includes the following changes:

1. Defining "endorse" to include electronic actions.
2. Providing for searches of the records maintained by the Ministry by any method approved by the Director and the obtaining of copies of documents in the records or extracts from those documents.
3. Permitting the Director to specify methods for the execution of documents other than by signing them.
4. Permitting the Director to issue corrected documents.
5. Providing that the electronic version of a document in the records maintained by the Ministry prevails in the event of inconsistencies between different versions of a document.
6. Providing that, with specified exceptions, the Director may accept a copy of a notice or other document required to be sent to the Director, including an electronic copy.
7. Defining "telephonic or electronic means" to allow for communication by new technologies without their having to be authorized by regulation.

The Schedule amends the requirement for documents and information to be filed with the Director in accordance with the regulations so that they must be filed in accordance with any applicable regulations and Director's requirements. The Schedule amends the requirement for the Director to endorse articles in accordance with the regulations so that the Director is required to endorse articles in accordance with a new section of the Act.

The Schedule re-enacts section 115 which addresses the continuance under the Act of bodies corporate governed by other Ontario legislation. As in the current section 115, the re-enacted section provides that a body corporate incorporated or continued under another Act may apply to the Director for a certificate of continuance under the Act and may, by the same resolution authorizing the body corporate's directors to apply for continuance, make any amendment to its charter that a corporation incorporated under the Act could make to its articles, with some exceptions. The re-enacted section adds the following rules that are applicable to bodies corporate with share capital:

1. The same resolution must delete any provisions in the charter related to authorized shares and must provide for the cancellation of all issued shares.
2. The resolution must also comply with the applicable requirements of the body corporate's governing Act or, if there are no such requirements, must have unanimous shareholder approval.
3. The body corporate cannot apply for continuance under the Act if, upon continuance, it will not be able to pay its liabilities as they become due.

Finally, new subsection 115 (10) preserves certain rights in respect of a body corporate, with or without share capital, after it is continued under the Act. This mirrors subsection 114 (8) respecting the continuance of bodies corporate from other jurisdictions.

The Schedule amends section 169 to expand the types of certificates, letters patent, instruments and orders that the Director may cancel for sufficient cause.

The Schedule amends the requirement for a non-charitable corporation to receive more than \$10,000 of specified funding in order to meet the definition of a public benefit corporation in subsection 1 (1) of the Act so that it must receive more than \$10,000 or another prescribed amount.

New subsection 4 (1.1) provides that the Act does not apply to corporations sole, except as is prescribed. New section 207.1 authorizes the Lieutenant Governor in Council to prescribe provisions of the Act and the regulations that are to apply to corporations sole and to prescribe modifications, if any. Subsection 4 (2) is re-enacted to provide that the Act does not apply to a body corporate incorporated for the construction and working of a railway, incline railway or street railway.

The Schedule amends subsection 24 (8) to require that individuals' consents to act as directors of a corporation must be in writing.

Currently section 105 and subsections 111 (3) and (4), 116 (3) and 118 (4) and (5) are not in force. They provide that members of a corporation may vote on certain matters (being amendments to rights attached to a class or group of members; amalgamation; continuance to another jurisdiction; or sale, lease or exchange of all or substantially all the property of the corporation) whether or not their memberships carry the right to vote, and in some cases provide for members to vote separately as a class or group. The Schedule brings these provisions into force on a day to be named by proclamation that is no earlier than the third anniversary of the day subsection 4 (1) of the Act comes into force.

The Schedule re-enacts section 207 governing transitional matters.

### **Consequential Amendments**

The Schedule also amends more than 80 Acts in consequence of the *Not-for-Profit Corporations Act, 2010*.

Most of the Acts amended in the Schedule currently contain provisions that say the *Corporations Act* or Part III of the *Corporations Act* does not apply to a specified corporation, or does not apply to the corporation except as prescribed by regulation. These provisions are amended, or new provisions are added, to say that the *Not-for-Profit Corporations Act, 2010* does not apply, or does not apply except as prescribed by regulation.

There are also some amendments that are not about the application of the *Not-for-Profit Corporations Act, 2010* to a corporation, but for other reasons replace a reference to the *Corporations Act* with the *Not-for-Profit Corporations Act, 2010* or add the *Not-for-Profit Corporations Act, 2010* to a list of Acts that includes the *Corporations Act*. See, for example, the amendments to the *Co-operative Corporations Act*, the *City of Greater Sudbury Act, 1999*, the *City of Hamilton Act, 1999*, the *City of Ottawa Act, 1999* and the *Town of Haldimand Act, 1999*.

## **SCHEDULE 9**

### **MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — REGISTRATION AND OTHER STATUTES**

#### ***Arthur Wishart Act (Franchise Disclosure), 2000***

The Schedule removes all references to “service mark” from the Act. It amends the definition of “franchise” so that it includes a situation where the franchisor or franchisor’s associate has the right to exercise significant control over, or to offer significant assistance in, the franchisee’s method of operation.

The Schedule amends section 5 of the Act so that the obligations to provide a prospective franchisee with a disclosure document or a statement of material change do not apply to certain specified agreements that do not grant the franchise, subject to specified exceptions. It also expands the scope of the exemption in clause 5 (7) (b) of the Act to cover the grant of a franchise to a person who is not currently an officer or director of the franchisor or the franchisor’s associate in certain circumstances.

#### ***Condominium Act, 1998***

The Schedule makes a housekeeping amendment to the Act for the purpose of consistency.

#### ***Land Registration Reform Act***

At present, section 21 of the Act provides that certain electronic documents do not need to be signed by the parties in order to be registered or deposited. The Schedule extends that provision to cover all electronic documents.

#### ***Land Titles Act***

The Schedule amends section 67 of the Act which deals with the description of a registered owner to reflect the amendments made in 2016 to the *Vital Statistics Act* and the *Change of Name Act* that allow a person to have a single name.

#### ***Personal Property Security Act***

The Schedule amends the conflict of laws provisions in sections 7, 7.1, 7.2 and 7.3 of the Act to replace references to a debtor relocating to another jurisdiction with references to a change in the jurisdiction where a debtor is considered to be located as determined in accordance with the rules set out in the Act. The reason for these amendments is to clarify that the jurisdiction where a debtor is considered to be located may change, not as a result of the debtor physically relocating, but as a result of the application of the new “location of debtor” rules in subsections 7 (3), (4) and (5) of the Act, as enacted by subsection 3 (2) of Schedule E to the *Ministry of Government Services Consumer Protection and Service Modernization Act, 2006*, which came into force on December 31, 2015.

The Schedule also amends the transition rules in subsections 7.2 (7) and 7.3 (6) of the Act to clarify that they apply if the jurisdiction where the debtor was located on December 31, 2015 is different from what it was immediately before that day, solely as a result of the application of the new “location of debtor” rules in subsections 7 (3), (4) and (5) as they read on that day and not as a result of any change in a factor by which the debtor’s location is determined under the Act.

New section 46.1 of the Act provides that for the purposes of subsection 46 (4) of the Act, a reasonable person is deemed not likely to be misled materially, insofar as a security interest in a motor vehicle is concerned, by the fact that a financing statement or financing change statement has one or more specified errors or omissions, if specified circumstances exist.

New section 46.2 of the Act provides that for the purposes of subsection 46 (4) of the Act, a reasonable person is deemed likely to be misled materially, insofar as a security interest in a motor vehicle is concerned, by one or more specified errors or omissions in a financing statement or financing change statement, in specified circumstances.

***Registry Act***

The Schedule amends subsection 48 (2) of the Act which deals with the description of a grantee to reflect the amendments made in 2016 to the *Vital Statistics Act* and the *Change of Name Act* that allow a person to have a single name.

***Repair and Storage Liens Act***

New subsection 9 (3) of the *Repair and Storage Liens Act* provides that for the purposes of subsection 9 (2) of the Act, a reasonable person is deemed not likely to be misled materially, insofar as a lien against a motor vehicle is concerned, by the fact that a claim for lien or change statement has one or more specified errors or omissions, if specified circumstances exist.

New section 9 (5) of the Act provides that for the purposes of subsection 9 (2) of the Act, a reasonable person is deemed likely to be misled materially, insofar as a lien against a motor vehicle is concerned, by one or more specified errors or omissions in a claim for lien or change statement.

**SCHEDULE 10  
MINISTRY OF MUNICIPAL AFFAIRS**

***Municipal Elections Act, 1996***

The Schedule amends the Act to provide that compliance audit committees may deliberate in private.

**SCHEDULE 11  
ACCESSIBILITY AMENDMENTS**

***Absconding Debtors Act***

The Schedule repeals the Form to the Act and amends section 16 to provide for the form of a bill of sale to be prescribed by regulation under the Act.

***Bail Act***

The Schedule repeals the Forms to the Act and provides that forms for the purposes of the Act may be prescribed by regulation under the Act.

***Courts of Justice Act***

The Schedule replaces section 1.1 of the Act in order to separate out existing English and French interpretation rules respecting the names of courts and court officials.

***Estates Administration Act***

The Schedule repeals the Forms to the Act and amends section 9 to provide that forms for the purposes of that section may be prescribed by regulation under the Act.

***Forestry Workers Lien for Wages Act***

The Schedule repeals Forms 1 and 2 at the end of the Act and amends the Act to require a claim of lien and affidavit referred to in subsections 5 (1) and (2) be in a form approved by the Minister of Natural Resources and Forestry. The Schedule also makes a housekeeping amendment to correct the French version of the short title of the Act.

***Interprovincial Summonses Act***

The Schedule repeals the form set out in Schedule 2 to the Act and provides that the form of a certificate for the purposes of sections 2 and 5 of the Act may be prescribed by regulation under the Act.

***Legislative Assembly Act***

The Schedule repeals the Forms to the Act and incorporates their contents directly into sections 59 and 101 of the Act.

***Local Health System Integration Act, 2006***

The Schedule makes technical French and accessibility amendments to the Act.

***Mortgages Act***

The Schedule repeals the Form to the Act and provides that forms for the purposes of the Act may be prescribed by regulation under the Act.

***Municipal Act, 2001***

The Schedule repeals the Table to section 11 and replaces it with an accessible version of the Table.

***Northern Services Boards Act***

The Schedule repeals Forms 1 and 2 at the end of the Act and incorporates the requirements of the repealed forms into sections 3 and 20 of the Act.

***Repair and Storage Liens Act***

The Schedule makes various amendments to the Act.

New clause 33 (a) authorizes the Minister to make regulations specifying forms in relation to the matters listed in that clause. The current clause 31.1 (1) (b), which authorizes the Minister to make orders specifying forms, is amended so that it applies only to forms that are not listed in the new clause 33 (a). The not-yet-in-force clause 31.2 (1) (a), which will authorize the registrar to make orders specifying forms in the place of the Minister, is amended so that it will apply only to forms that are not listed in the new clause 33 (a) when it comes into force.

New clause 33 (b) authorizes the Minister to make regulations specifying the types of security that may be deposited with a court under section 24 and specifying forms in relation to these types of security. This replaces the current clause 32 (1) (b), which authorizes the Lieutenant Governor in Council to make regulations specifying these types of security. It also replaces the powers of the Minister in the current clause 31.1 (1) (b) and the powers of the registrar in the not-yet-in-force clause 31.2 (1) (a) to specify forms.

The Schedule makes consequential wording changes in several current provisions of the Act.

***Smoke-Free Ontario Act***

The Schedule makes technical French and accessibility amendments to the Act.



**An Act to cut unnecessary red tape by enacting one new Act  
and making various amendments and repeals**

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

**Contents of this Act**

**1 This Act consists of this section, sections 2 and 3 and the Schedules to this Act.**

**Commencement**

**2 (1) Subject to subsections (2) and (3), this Act comes into force on the day it receives Royal Assent.**

**(2) The Schedules to this Act come into force as provided in each Schedule.**

**(3) If a Schedule to this Act provides that any of its provisions are to come into force on a day to be named by proclamation of the Lieutenant Governor, a proclamation may apply to one or more of those provisions, and proclamations may be issued at different times with respect to any of those provisions.**

**Short title**

**3 The short title of this Act is the *Cutting Unnecessary Red Tape Act, 2017*.**

**SCHEDULE 1**  
**MINISTRY OF AGRICULTURE, FOOD AND RURAL AFFAIRS**

**1 (1) Subsection 3 (2) of the *Farming and Food Production Protection Act, 1998* is repealed and the following substituted:**

**Chair, vice-chairs**

(2) The Minister may designate one of the members of the Board as chair and may designate one or more vice-chairs from among the remaining members.

(2) **Subsection 3 (4) of the Act is amended by striking out “the vice-chair has all the powers of the chair” at the end and substituting “one of the vice-chairs may exercise the powers of the chair”.**

(3) **Subsection 3 (9) of the Act is amended by striking out “The chair or vice-chair” at the beginning and substituting “The chair or a vice-chair”.**

**Commencement**

**2 This Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**



**SCHEDULE 2**  
**MINISTRY OF THE ATTORNEY GENERAL**  
**CHARITIES ACCOUNTING ACT**

**1 Section 10.1 of the *Charities Accounting Act* is amended by adding “Except as provided under subsection 10.3 (3)” at the beginning.**

**2 The Act is amended by adding the following sections:**

**Social investments**

**10.2** (1) This section applies for the purposes of sections 10.3 and 10.4.

**Interpretation, social investment**

(2) A social investment is made when a trustee applies or uses trust property in order to,

- (a) directly further the purposes of the trust; and
- (b) achieve a financial return, within the meaning of subsection (3), for the trust.

**Interpretation, achieving a financial return**

(3) The application or use of trust property shall be considered as achieving a financial return if the outcome in respect of the trust property is better for the trust in financial terms than expending all the property.

**Additional results**

(4) The fact that the application or use of trust property may have other results in addition to the results referred to in clauses (2) (a) and (b) does not prevent it from being regarded as the making of a social investment.

**Nature of social investment**

(5) A social investment for the purposes of sections 10.3 and 10.4 is not, for that reason alone, an investment for any other purpose.

**Terms of corporate trust**

(6) For the purposes of sections 10.3 and 10.4, the constating documents of a corporation that is deemed to be a trustee under subsection 1 (2) form part of the terms of the trust.

**Power to make social investments**

**10.3** (1) A trustee may make social investments, subject to subsection (2).

**Limitation**

(2) A social investment may not be made in relation to trust property that is subject to a limitation on capital being expended for the purposes of the trust, unless the trustee expects that making the social investment will not contravene the limitation or the terms of the trust allow for such an investment.

**Application of certain investment rules**

(3) Subsections 27 (3) and (4) of the *Trustee Act* apply with necessary modifications with respect to the making of social investments; otherwise, sections 27 to 29 of that Act do not apply to the making of social investments.

**Powers may be restricted, excluded**

(4) The power conferred by this section may be restricted or excluded by the terms of the trust.

**Trustee duties re social investments**

**10.4** (1) Before making a social investment, a trustee shall,

- (a) determine whether, in the circumstances, advice should be obtained respecting the proposed social investment and, if so, obtain and consider the advice; and
- (b) satisfy him, her or itself that it is in the interests of the trust to make the social investment, having regard to the benefit expected to be achieved for the trust.

**On-going review**

(2) A trustee shall, from time to time, review the social investments of the trust property.

**Same, advice**

(3) In undertaking a review under subsection (2), a trustee shall determine whether, in the circumstances, advice should be obtained respecting a social investment and, if so, obtain and consider the advice.

**Reliance on advice**

(4) It is not a breach of trust for a trustee to rely on advice obtained under clause (1) (a) or subsection (3).

**Duties may not be restricted, excluded**

(5) The duties under this section may not be restricted or excluded by the terms of the trust.

**COURTS OF JUSTICE ACT****3 Section 47 of the *Courts of Justice Act* is amended by adding the following subsection:****Appointment after reaching 65 years**

(8) This section applies, with necessary modifications, to a person appointed as a provincial judge, or as a Chief Justice, associate chief justice or regional senior judge, after reaching 65 years of age.

**4 Subsections 87.2 (11) and (12) of the Act are repealed.****5 The Act is amended by adding the following section:****Complaint**

**87.3** (1) Any person may make a complaint alleging misconduct by the Small Claims Court Administrative Judge to the Chief Justice of the Superior Court of Justice.

**Dismissal**

(2) The Chief Justice shall review the complaint and may dismiss it without further investigation if, in his or her opinion, it is frivolous or an abuse of process, or concerns a minor matter to which an appropriate response has already been given.

**Notice of dismissal**

(3) The Chief Justice shall notify the Small Claims Court Administrative Judge and the complainant in writing of a dismissal under subsection (2), giving brief reasons for it.

**Committee**

(4) If the complaint is not dismissed, the Chief Justice shall refer it to a committee consisting of three persons determined in accordance with subsection (5).

**Same**

(5) The three persons shall be chosen by the Chief Justice, and shall be a judge of the Superior Court of Justice, a deputy judge and a person who is neither a judge nor a lawyer.

**Investigation**

(6) The committee shall investigate the complaint in the manner it considers appropriate, and the complainant and the Small Claims Court Administrative Judge shall be given an opportunity to make representations to the committee, in writing or, at the committee's option, orally.

**Recommendation**

(7) The committee shall make a report to the Chief Justice, recommending a disposition in accordance with subsection (8).

**Disposition**

(8) The Chief Justice may dismiss the complaint, with or without a finding that it is unfounded, or, if he or she concludes that the Small Claims Court Administrative Judge's conduct presents grounds for imposing a sanction, may,

- (a) warn the Small Claims Court Administrative Judge;
- (b) reprimand the Small Claims Court Administrative Judge;
- (c) order the Small Claims Court Administrative Judge to apologize to the complainant or to any other person;
- (d) order that the Small Claims Court Administrative Judge take specified measures, such as receiving education or treatment;
- (e) suspend the Small Claims Court Administrative Judge for a period of up to 30 days;
- (f) direct that no judicial duties or only specified judicial duties be assigned to the Small Claims Court Administrative Judge;
- (g) recommend to the Attorney General that the Small Claims Court Administrative Judge be removed from office; or
- (h) adopt any combination of the dispositions set out in clauses (a) to (g).

**Cause for removal**

(9) A recommendation for removal may only be made on the basis of a ground listed in clause 51.8 (1) (b), and any such recommendation shall specify the ground on which it is made.

**Recommendation for removal**

(10) In making a recommendation for removal to the Attorney General, the Chief Justice shall include with the recommendation,

- (a) a copy of the committee's report; and
- (b) if the recommendation of the Chief Justice does not accord with the report, reasons for his or her recommendation.

**Non-identification**

(11) If the complaint involves an allegation of sexual misconduct or sexual harassment, an alleged victim of the misconduct or harassment shall not, on that person's request, be identified in the report provided to the Attorney General under clause (10) (a) or in any reasons provided under clause (10) (b).

**Report, reasons may be made public**

(12) The Attorney General may make the report and any reasons public if he or she is of the opinion that it is in the public interest.

**Tabling**

(13) If the Chief Justice makes a recommendation for removal under clause (8) (g), the Attorney General shall table the recommendation, including the ground on which the recommendation is made, in the Assembly.

**Order for removal**

(14) The Lieutenant Governor may, on the basis of a recommendation for removal, order the removal of the Small Claims Court Administrative Judge from office on the address of the Assembly.

**Compensation**

(15) Subsections 86.2 (10), (11), (12), (13) and (14) apply with necessary modifications with respect to the compensation of costs incurred by the Small Claims Court Administrative Judge for legal services in relation to a complaint.

**Delegation**

(16) The Chief Justice may delegate his or her powers, duties and functions under this section to the Associate Chief Justice of the Superior Court of Justice, a regional senior judge of the Superior Court of Justice, or the Senior Judge of the Family Court.

**Same**

(17) The Chief Justice may delegate his or her powers, duties and functions under subsections (2), (3) and (4) to a judge of the Superior Court of Justice, but a judge who acts under any of those subsections in relation to a complaint may not be chosen under subsection (5) to be part of a committee to investigate the complaint.

**Non-application of SPPA**

(18) The *Statutory Powers Procedure Act* does not apply to a judge or member of a committee acting under this section.

**Personal liability**

(19) No action or other proceeding for damages shall be instituted against a judge or member of a committee for any act done in good faith in the execution or intended execution of any power or duty of the person under this section, or for any neglect or default in the exercise or performance in good faith of such power or duty.

**6 The Act is amended by adding the following Part:**

**PART VII.1  
ENFORCEMENT OF CERTAIN TRADE AGREEMENTS**

**Application**

**148.1** This Part applies to the following agreements:

1. The Agreement on Internal Trade, signed in 1994 by the governments of Canada, the provinces of Canada, the Northwest Territories and the Yukon Territory, as amended from time to time.
2. The Canadian Free Trade Agreement, signed in 2017 by the governments of Canada and the provinces and territories of Canada, as amended from time to time.
3. Other prescribed domestic trade agreements that the Government of Ontario has entered into with the government of another province or territory of Canada, the Government of Canada or any combination of those governments.

### **Enforcement of order to pay tariff costs**

**148.2** (1) An order against a person to pay tariff costs to a party to an agreement listed in section 148.1 may, for the purpose of its enforcement only, be made an order of the Superior Court of Justice if the order is against,

- (a) a person who initiated the complaint; or
- (b) a person who was added to the complaint as a co-party with a person who initiated the complaint.

### **Procedure**

(2) To enforce an order described in subsection (1), a party in whose favour the order is made shall file a certified copy of the order with the Superior Court of Justice.

### **Effect**

(3) From the date of filing, the order has the same effect as an order of the Superior Court of Justice for the purpose of enforcement to the extent that it is authorized by the applicable agreement.

### **Date of order**

(4) For the purposes of section 129, the date on which the order is filed with the Superior Court of Justice shall be deemed to be the date of the order.

### **Regulations**

**148.3** The Lieutenant Governor in Council may make regulations prescribing agreements as domestic trade agreements for the purposes of this Part.

## **INTERJURISDICTIONAL SUPPORT ORDERS ACT, 2002**

**7 (1) The English version of the *Interjurisdictional Support Orders Act, 2002* is amended by striking out “ordinarily resides” wherever it appears in the following provisions and substituting “is habitually resident” in each case:**

1. **Clause 5 (2) (b).**
2. **Clause 6 (2) (b).**
3. **Subsection 7 (1).**
4. **Section 9.**
5. **Clause 27 (2) (c).**
6. **Clause 28 (2) (b).**
7. **Subsection 30 (1).**
8. **Section 32.**
9. **Section 35.**
10. **Section 38.**
11. **Clause 39 (1) (c).**
12. **Subsection 54 (3).**

**(2) The English version of the Act is amended by striking out “ordinary residence” wherever it appears in the following provisions and substituting “habitual residence” in each case:**

1. **Section 9.**
2. **Section 32.**

**8 The definition of “support order” in section 1 of the Act is repealed and the following substituted:**

“support order” means an order requiring the payment of support that is made by a court or by an administrative body, and includes,

- (a) the provisions of a written agreement requiring the payment of support if they are enforceable in the jurisdiction in which the agreement was made as if they were contained in an order of a court of that jurisdiction; and
- (b) the calculation or recalculation by an administrative body of the payment of support for a child, if the calculation or recalculation is enforceable in the jurisdiction in which the calculation or recalculation was made as if it were an order of, or were contained in an order of, a court of that jurisdiction. (“ordonnance alimentaire”)

**9 Subsection 5 (1) of the Act is amended by striking out “A claimant who ordinarily resides in Ontario and believes that the respondent ordinarily resides in a reciprocating jurisdiction” at the beginning and substituting “A claimant who resides in Ontario and believes that the respondent habitually resides in a reciprocating jurisdiction”.**

**10 Section 10 of the Act is amended by adding the following subsection:**

**No requirement to serve claimant**

(2) There is no requirement for the claimant to be served with the notice, information or documents referred to in clause (1) (b).

**11 (1) Subsection 11 (4) of the Act is amended by striking out “18 months” and substituting “12 months”.**

**(2) Section 11 of the Act is amended by adding the following subsection:**

**Transition**

(4.1) Subsection (4), as it read immediately before the day subsection 11 (1) of Schedule 2 to the *Cutting Unnecessary Red Tape Act, 2017* came into force, continues to apply to a request made before that day.

**(3) Subsection 11 (4.1) of the Act, as enacted by subsection (2), is repealed.**

**12 Paragraph 1 of section 13 of the Act is repealed and the following substituted:**

1. In determining a child’s entitlement to support, the Ontario court shall first apply Ontario law, but if the child is not entitled to support under Ontario law, the Ontario court shall apply the law of the jurisdiction in which the child is habitually resident.

**13 Section 14 of the Act is amended by adding the following subsection:**

**Choice of law**

(3.1) A support order shall specify the law applied in making the order, and if the order does not specify the law applied, the order is deemed to have been made under Ontario law.

**14 (1) Subsection 18 (1) of the Act is amended by striking out “any party who is believed to ordinarily reside in Ontario” at the end and substituting “any party who is believed to be habitually resident in Ontario or believed to own assets or have a source of income in Ontario”.**

**(2) Subsection 18 (2) of the Act is amended by striking out “where the party is believed to reside” at the end and substituting “where the party is believed to reside or believed to own assets or have a source of income”.**

**15 Section 19 of the Act is amended by adding the following subsections:**

**Applicable law – duration of support**

(8) Unless otherwise stated in the order, the duration of the support obligation in an order registered under subsection (1) is governed by the law of the jurisdiction in which the order was made.

**Ontario law applied**

(9) If the designated authority is unable to determine the duration of the support obligation in accordance with subsection (8) based on the information received from the applicant or the appropriate authority in the reciprocating jurisdiction, the designated authority may enforce the support order for the duration determined under Ontario law.

**16 (1) Subsection 20 (1) of the Act is repealed and the following substituted:**

**Notice of registration, order made outside Canada**

(1) After the registration of an order made in a reciprocating jurisdiction outside Canada, the clerk of the Ontario court shall, in accordance with the regulations, give notice of the registration of the order to,

- (a) any party to the order who is believed to reside in Ontario; and
- (b) the party required to pay support under the order if that party lives in another jurisdiction and is believed to own assets or have a source of income in Ontario.

**(2) The English version of clause 20 (6) (a) of the Act is amended by striking out “ordinarily reside” and substituting “are habitually resident”.**

**(3) Clause 20 (6) (b) of the Act is repealed and the following substituted:**

- (b) if a party is not habitually resident in the reciprocating jurisdiction outside Canada but is subject to the jurisdiction of the court that made the order, as determined under Ontario law.

**17 Subsection 27 (1) of the Act is amended by striking out “An applicant who ordinarily resides in Ontario and believes that the respondent ordinarily resides in a reciprocating jurisdiction” at the beginning and substituting “An applicant who resides in Ontario and believes that the respondent habitually resides in a reciprocating jurisdiction”.**

**18 Section 29 of the Act is amended by striking out “If the applicant ordinarily resides in Ontario and the respondent no longer ordinarily resides in a reciprocating jurisdiction” at the beginning and substituting “If the applicant resides in Ontario and the respondent no longer habitually resides in a reciprocating jurisdiction”.**

**19 Section 33 of the Act is amended by adding the following subsection:**

**No requirement to serve applicant**

(2) There is no requirement for the applicant to be served with the notice, information or documents referred to in clause (1) (b).

**20 (1) Subsection 34 (4) of the Act is amended by striking out “18 months” and substituting “12 months”.**

**(2) Section 34 of the Act is amended by adding the following subsection:**

**Transition**

(4.1) Subsection (4), as it read immediately before the day subsection 20 (1) of Schedule 2 to the *Cutting Unnecessary Red Tape Act, 2017* came into force, continues to apply to a request made before that day.

**(3) Subsection 34 (4.1) of the Act, as enacted by subsection (2), is repealed.**

**21 (1) Paragraph 1 of section 35 of the Act is repealed and the following substituted:**

1. In determining a child’s entitlement to receive or to continue to receive support, the Ontario court shall first apply Ontario law, but if the child is not entitled to support under Ontario law, the Ontario court shall apply the law of the jurisdiction in which the child is habitually resident.

**(2) Paragraph 2 of section 35 of the Act is repealed and the following substituted:**

2. In determining the amount of support for a child, the Ontario court shall apply Ontario law.

**(3) Paragraph 3 of section 35 of the Act is amended by,**

- (a) striking out “the entitlement of the applicant” in the portion before subparagraph i and substituting “the entitlement of a party to the application”; and
- (b) striking out “but if the applicant is not entitled to support” in the portion before subparagraph i and substituting “but if the party is not entitled to support”.

**(4) Subparagraph 3 i of section 35 of the Act is amended by striking out “applicant” and substituting “party”.**

**(5) Subparagraph 3 ii of section 35 of the Act is amended by striking out “applicant” and substituting “party”.**

**(6) Paragraph 4 of section 35 of the Act is amended by striking out “applicant” and substituting “party”.**

**22 (1) Subsection 36 (1) of the Act is amended by striking out “the applicant” in the portion before clause (a) and substituting “a party”.**

**(2) Section 36 of the Act is amended by adding the following subsection:**

**Choice of law**

(3.1) A support variation order shall specify the law applied in making the order, and if the order does not specify the law applied, the order is deemed to have been made under Ontario law.

**23 (1) Subsection 39 (1) of the Act is amended by striking out “vary a support order registered in Ontario under Part III or the former Act” in the portion before clause (a) and substituting “vary a support order made or registered in Ontario under this Act or the former Act”.**

**(2) The English version of clause 39 (1) (b) of the Act is amended by striking out “ordinarily reside” and substituting “are habitually resident”.**

**24 Clause 53 (d) of the Act is repealed and the following substituted:**

- (d) governing the conversion into Canadian currency of support amounts that are not expressed in Canadian currency, including,
  - (i) respecting conversion for the purposes of section 44, and
  - (ii) providing for or requiring further conversions of amounts converted under section 44 and governing such conversions;

**INTERNATIONAL INTERESTS IN MOBILE EQUIPMENT ACT (AIRCRAFT EQUIPMENT), 2002**

**25 (1) The French version of clause b) of paragraph 3 of Article 30 of Schedule 1 to the *International Interests in Mobile Equipment Act (Aircraft Equipment), 2002* is repealed and the following substituted:**

b) à toute règle de procédure relative à l'exercice de droits sur des biens soumis au contrôle ou à la surveillance de l'administrateur d'insolvabilité.

**(2) The French version of paragraph 6 of Article 51 of Schedule 1 to the Act is repealed and the following substituted:**

6. L'article 45 bis de la présente Convention ne s'applique à un tel Protocole que si celui-ci le prévoit expressément.

**26 The French version of the title of the annex in Schedule 2 to the Act is amended by adding the following after "FORMULAIRE D'AUTORISATION IRREVOCABLE DE DEMANDE DE RADIATION DE L'IMMATRICULATION ET DE PERMIS D'EXPORTATION":**

Annexe visée à l'article XIII

#### JURIES ACT

**27 Section 1 of the *Juries Act* is amended by adding the following definition:**

"jury questionnaire" means the form prescribed by the regulations for the purposes of subsection 6 (1); ("questionnaire pour la sélection d'un jury")

**28 The French version of paragraph 6 of subsection 3 (1) of the Act is amended by striking out "d'institut correctionnel" and substituting "d'établissement correctionnel".**

**29 Subclause 5 (3) (a) (ii) of the Act is amended by striking out "jury service notices" and substituting "jury questionnaires".**

**30 (1) Subsection 6 (1) of the Act is amended by,**

(a) striking out "a jury service notice, together with a return to the jury service notice in the form prescribed by the regulations" and substituting "a jury questionnaire in the form prescribed by the regulations"; and

(b) striking out "by first class mail".

**(2) Subsection 6 (2) of the Act is amended by striking out "The persons to whom jury service notices are mailed under this section" at the beginning and substituting "The persons to whom jury questionnaires are mailed under subsection (1)".**

**(3) Subsection 6 (4) of the Act is amended by striking out "The jury service notice to a person under this section" at the beginning and substituting "The jury questionnaire".**

**(4) Subsection 6 (5) of the Act is repealed and the following substituted:**

#### Return of jury questionnaire

(5) Every person to whom a jury questionnaire is mailed under subsection (1) shall, within 30 days after receiving it, accurately and truthfully complete it and return it to the sheriff for the county by mail or by such electronic method as may be specified in the questionnaire.

**(5) Subsection 6 (6) of the Act is amended by striking out "the notice" wherever it appears and substituting in each case "the jury questionnaire".**

**(6) Subsection 6 (7) of the Act is amended by,**

(a) striking out "jury service notices" wherever it appears and substituting in each case "jury questionnaires"; and

(b) striking out "under this section" and substituting "under subsection (1)".

**31 (1) Subsection 8 (1) of the Act is repealed and the following substituted:**

#### Entry of names in jury roll

(1) The sheriff shall cause the name, address and occupation of each person who is shown, by a returned jury questionnaire, to be eligible for jury service to be entered in the jury roll, alphabetically arranged and numbered consecutively.

**(2) Paragraphs 1, 2 and 3 of subsection 8 (2) of the Act are amended by striking out "by the returns to jury service notices" wherever it appears and substituting in each case "by the returned jury questionnaires".**

**(3) Subsection 8 (4) of the Act is amended by striking out "additional jury service notices and forms of returns to jury service notice" and substituting "additional jury questionnaires".**

**(4) Subsection 8 (5) of the Act is amended by striking out "jury service notices" and substituting "jury questionnaires".**

**32 (1) Subsection 19 (1) of the Act is amended by striking out "by sending to the person by ordinary mail a notice in writing in the form prescribed by the regulations under the hand of the sheriff" and substituting "by mailing to the person a notice in the form prescribed by the regulations".**

**(2) Section 19 of the Act is amended by adding the following subsection:**

**Summons may be provided electronically**

(1.1) Despite subsection (1), the sheriff may provide the form to the person in electronic format, if, in his or her returned jury questionnaire, the person consents to the provision and specifies contact information for the purpose.

**33 Subsection 27 (1) of the Act is repealed and the following substituted:****Empanelling jury at the trial**

(1) The name of every person summoned to attend as a juror, with the person's place of residence, occupation and number on the panel list, shall be written on separate cards or papers, all of which shall, to the extent possible, be of equal size.

**Same**

(1.1) The cards or papers shall, under the direction of the sheriff, be put together in a container provided by the sheriff for the purpose, which the sheriff shall then deliver to the clerk of the court.

**34 (1) Subsection 38 (3) of the Act is amended by striking out “to complete a return to a jury service notice” in the portion before clause (a) and substituting “to complete a jury questionnaire”.**

**(2) Clause 38 (3) (a) of the Act is repealed and the following substituted:**

- (a) without reasonable excuse fails to complete the questionnaire or return it to the sheriff in accordance with subsection 6 (5); or

**(3) Clause 38 (3) (b) of the Act is amended by striking out “the return” at the end and substituting “the questionnaire”.**

**(4) Subsection 38 (4) of the Act is repealed and the following substituted:**

**Evidence**

(4) For the purposes of subsection (3), the failure of the sheriff to receive a completed jury questionnaire from a person within the time specified by subsection 6 (5) is proof, in the absence of evidence to the contrary, that the person failed to return the questionnaire in the time required.

**(5) Subsection 38 (5) of the Act is amended by striking out “a return to a jury service notice” and substituting “a completed jury questionnaire”.**

**JUSTICES OF THE PEACE ACT**

**35 Section 6 of the *Justices of the Peace Act* is amended by adding the following subsection:**

**Appointment after reaching 65 years**

(6) This section applies, with necessary modifications, to a person appointed as a justice of the peace or as a regional senior justice of the peace after reaching 65 years of age.

**36 Section 13.1 of the Act is amended by adding the following subsection:**

**Delegation**

(6) The Chief Justice of the Ontario Court of Justice may delegate the authority to exercise his or her functions under subsections (2) to (5) with respect to justices of the peace in a region to the regional senior judge or the regional senior justice of the peace of the region.

**NOTARIES ACT**

**37 Subsection 2 (1) of the *Notaries Act* is amended by striking out “being a Canadian citizen”.**

**PROVINCIAL OFFENCES ACT**

**38 Section 30 of the *Provincial Offences Act* is amended by adding the following subsection:**

**Delegation**

(5) The Chief Justice of the Ontario Court of Justice may delegate the authority to exercise his or her functions under subsection (2) or (3) with respect to justices in a region to the regional senior judge or the regional senior justice of the peace of the region.



**COMMENCEMENT****Commencement**

**39 (1)** Subject to subsections (2) and (3), this Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

**(2)** Subsections 11 (3) and 20 (3) come into force 18 months after the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

**(3)** Sections 27 to 34 come into force on the later of the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent and January 1, 2018.

**SCHEDULE 3  
REPEAL OF THE EMPLOYERS AND EMPLOYEES ACT**

**EMPLOYERS AND EMPLOYEES ACT**

**1** The *Employers and Employees Act* is repealed.

**CO-OPERATIVE CORPORATIONS ACT**

**2** Subsection 103 (1) of the *Co-operative Corporations Act* is amended by striking out “to whom the *Employers and Employees Act* applies”.

**PROCEEDINGS AGAINST THE CROWN ACT**

**3** Subsection 2 (2) of the *Proceedings Against the Crown Act* is amended by striking out “or” at the end of clause (d) and by repealing clause (e).

**COMMENCEMENT**

**Commencement**

**4** This Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

**SCHEDULE 4  
REDUCING REGULATORY COSTS FOR BUSINESS ACT, 2017**

**Preamble**

Ontario is committed to fostering a strong business climate that supports growth while ensuring appropriate regulatory oversights that protect the public, workers and the environment.

Ontario recognizes that modern regulations protect the public interest, including health, safety and the environment, while enabling economic growth, prosperity and a competitive business climate.

As a part of Ontario's regulatory modernization efforts, the province is committed to reducing unnecessary red tape while also ensuring the public interest is protected, and to supporting business needs and ensuring that interactions with government are efficient and straightforward.

Ontario is dedicated to a regulatory environment that considers both costs and benefits as part of the evidence, utilizes recognized standards, considers the unique needs of small businesses, provides digital options and recognizes businesses with excellent compliance records.

**INTERPRETATION**

**Definitions**

**1** (1) In this Act,

“administrative cost” means a cost that is imposed on a business as a consequence of complying with a regulation and that is prescribed for the purposes of this definition; (“frais administratifs”)

“business”, subject to the regulations, includes every trade, occupation, profession, service or venture carried on with a view to profit; (“entreprise”)

“prescribed” means prescribed by regulations made under this Act; (“prescrit”)

“recognized standards” means requirements that have been set by standard development organizations that have been accredited by the Standards Council of Canada, or by similar standard development organizations; (“normes reconnues”)

“regulation governed by this Act” means,

- (a) subject to any prescribed exceptions, a regulation made or approved by the Lieutenant Governor in Council, and
- (b) any other regulation, order or instrument that may be prescribed. (“règlement régi par la présente loi”)

**Making or approving a regulation**

(2) For greater certainty, a reference in this Act to making or approving a regulation governed by this Act includes both making or approving a new regulation and making or approving an amendment to an existing regulation.

**CONTROL OF ADMINISTRATIVE COSTS**

**Offset of administrative costs**

**2** Where a regulation governed by this Act is made or approved and has the effect of creating or increasing one or more administrative costs, a prescribed offset must be made within a prescribed time after the regulation is made or approved.

**Analysis of regulatory impact**

**3** Where it is proposed to make a regulation governed by this Act, the Minister responsible for the administration of the regulation shall ensure that,

- (a) in the prescribed circumstances, an analysis of the potential regulatory impact is conducted, including the prescribed administrative costs; and
- (b) the analysis is published in the prescribed manner.

**SMALL BUSINESS COMPLIANCE**

**Small business compliance**

**4** (1) The Lieutenant Governor in Council and any other prescribed entity that makes or approves a regulation governed by this Act that imposes requirements on businesses shall ensure that the regulation includes, where appropriate, less onerous compliance requirements to apply to small businesses.

**Same**

(2) Every Minister responsible for the administration of a regulation governed by this Act shall ensure that when the regulation is reviewed for any reason, a determination is made as to whether the regulation imposes requirements on

businesses and, where appropriate, steps are taken to amend or replace the regulation in order to establish less onerous requirements to apply to small businesses.

## STANDARDS

### Recognized standards

**5** (1) The Lieutenant Governor in Council and any other prescribed entity that makes or approves a regulation governed by this Act that imposes requirements on businesses shall ensure that the regulation, where appropriate, adopts recognized standards.

### Same

(2) Every Minister responsible for the administration of a regulation governed by this Act shall ensure that when the regulation is reviewed for any reason, a determination is made as to whether the regulation imposes requirements on businesses and, where appropriate, steps are taken to amend or replace the regulation in order to adopt recognized standards.

## ELECTRONIC TRANSMISSION OF DOCUMENTS

### Electronic transmission of documents

**6** A business that is required, for any reason, to submit documents to a Ministry of the Government of Ontario in order to comply with a regulation may, at the option of the business, submit the documents electronically.

## RECOGNITION OF EXCELLENT COMPLIANCE

### Recognition of excellent compliance

**7** Every Ministry of the Government of Ontario that administers regulatory programs shall develop a plan to recognize businesses that demonstrate excellent compliance with regulatory requirements.

## IMMUNITY

### Immunity

**8** (1) No action or other proceeding shall be commenced against the Crown or any of its agencies with respect to anything done or omitted to be done, or purported to be done or omitted to be done, under this Act.

### Validity of regulations

(2) No regulation is invalid by reason only of a failure to comply with any provision of this Act.

## REGULATIONS

### Regulations, Minister

**9** The Minister responsible for the administration of this Act may make regulations providing for exemptions from any requirement under section 6 or 7, and may make such an exemption subject to conditions or limitations.

### Regulations, LG in C

**10** (1) Subject to section 9, the Lieutenant Governor in Council may make regulations respecting anything provided for in this Act and for carrying out the purposes, provisions and intent of this Act.

### Same

(2) Without restricting the generality of subsection (1), the Lieutenant Governor in Council may make regulations,

- (a) respecting anything that may be prescribed under this Act;
- (b) defining words and expressions used in this Act that are not otherwise defined in this Act;
- (c) prescribing costs for the purposes of the definition of “administrative cost” in subsection 1 (1);
- (d) clarifying the definition of “business” in subsection 1 (1) and providing for exemptions from that definition;
- (e) governing how administrative costs are to be measured and offset under section 2, prescribing offsets and setting requirements and formulas for offsets, and establishing time periods for when offsets must be made;
- (f) governing the analysis required under section 3, including governing the circumstances when an analysis of the regulatory impact is to be conducted, the scope of the administrative costs to be considered in the analysis of the regulatory impact, and the manner in which the analysis is to be published;
- (g) providing for exemptions from anything under this Act that are not provided for in section 9 and making any such exemption subject to conditions or limitations.

**COMMENCEMENT AND SHORT TITLE****Commencement**

**11** The Act set out in this Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.

**Short title**

**12** The short title of the Act set out in this Schedule is the *Reducing Regulatory Costs for Business Act, 2017*.

**SCHEDULE 5**  
**MINISTRY OF THE ENVIRONMENT AND CLIMATE CHANGE**  
**ENVIRONMENTAL PROTECTION ACT**

**1 (1) The definition of “Minister” in subsection 1 (1) of the *Environmental Protection Act* is repealed and the following substituted:**

“Minister” means the Minister of the Environment and Climate Change or such other member of the Executive Council as may be assigned the administration of this Act under the *Executive Council Act*; (“ministre”)

**(2) The definition of “Ministry” in subsection 1 (1) of the Act is repealed and the following substituted:**

“Ministry” means the ministry of the Minister; (“ministère”)

**(3) Paragraph 2 of subsection 19 (12) of the Act is amended by striking out “this Act or the *Ontario Water Resources Act*” and substituting “any Act administered by the Minister”.**

**PESTICIDES ACT**

**2 (1) The definition of “Minister” in subsection 1 (1) of the *Pesticides Act* is repealed and the following substituted:**

“Minister” means the Minister of the Environment and Climate Change or such other member of the Executive Council as may be assigned the administration of this Act under the *Executive Council Act*; (“ministre”)

**(2) The definition of “Ministry” in subsection 1 (1) of the Act is repealed and the following substituted:**

“Ministry” means the ministry of the Minister; (“ministère”)

**(3) Subsection 1 (1) of the Act is amended by adding the following definition:**

“public servant” means a public servant appointed under Part III of the *Public Service of Ontario Act, 2006*; (“fonctionnaire”)

**(4) Subsection 3 (1) of the Act is repealed and the following substituted:**

**Appointment of Directors**

(1) The Minister may appoint as Directors such public servants who work in the Ministry as the Minister considers necessary for the purposes of the sections of this Act or the regulations that are set out in the appointments.

**(5) Subsections 5 (3) and (4) of the Act are repealed.**

**(6) Subsection 7 (1) of the Act is repealed and the following substituted:**

**Where permit required**

(1) Except under and in accordance with a permit for the extermination issued by the Director, or if the person is exempt under the regulations, no person shall perform a land extermination or a structural extermination,

- (a) by means of a pesticide prescribed for the purpose of this section;
- (b) by means of a pesticide of a class prescribed for the purpose of this section; or
- (c) under the conditions of use prescribed for the purpose of this section.

**(7) Subsection 7 (2) of the Act is amended by striking out “unless the person is the holder of a permit issued by the Director for the water extermination or is exempt under the regulations” at the end and substituting “except under and in accordance with a permit issued by the Director for the water extermination or if the person is exempt under the regulations”.**

**(8) Subsections 11 (1) and (2) of the Act are repealed and the following substituted:**

**Licences and permits: issue and renewal**

(1) The Director shall,

- (a) subject to subsection (2), issue or renew a licence referred to in section 5 or 6 to any person who,
  - (i) applies for the licence or a renewal of the licence in accordance with the regulations,
  - (ii) meets the requirements of the regulations for the particular class of licence applied for, and
  - (iii) pays the prescribed fee; and
- (b) subject to subsection (3), issue a permit referred to in section 7 to any person who,
  - (i) applies for the permit in accordance with the regulations,
  - (ii) meets the requirements of the regulations for the permit applied for, and

(iii) pays the prescribed fee.

**Director may refuse to issue or renew licence**

(2) The Director may refuse to issue a licence to an applicant or renew a licence of an applicant if the following circumstances apply:

1. One of the following conditions is met:
  - i. In the case of an applicant who is an individual, a licence previously issued to the applicant or a corporation in which the applicant was an officer or director was suspended or revoked by the Director under section 13 during the five-year period preceding the date of the application, or is the subject of notice of a proposal to suspend or revoke by the Director under clause 13 (1) (b).
  - ii. In the case of an applicant who is a corporation, a licence previously issued to one of the following was suspended or revoked by the Director under section 13 during the five-year period preceding the date of the application, or is the subject of notice of a proposal to suspend or revoke by the Director under clause 13 (1) (b):
    - A. The applicant.
    - B. An officer or director of the applicant.
    - C. A corporation that has a common officer or director with the applicant.
2. One of the following conditions is met:
  - i. The Director is of the opinion that if the licence were issued or renewed, the applicant would fail to comply with the requirements under this Act or an order issued under this Act.
  - ii. A circumstance set out in subsection (2.2) exists or would exist if the licence were issued or renewed.

**Same**

(2.1) An individual was an officer or director of a corporation for the purpose of paragraph 1 of subsection (2) if the individual was an officer or director at the time the licence was suspended or revoked, or at the time the circumstances leading to the suspension or revocation arose.

**Suspension and revocation of licence**

(2.2) Subject to section 13, the Director may suspend or revoke a licence where the Director is of the opinion that,

- (a) the licensee is in contravention of this Act or the regulations;
- (b) the licensee has submitted false or misleading information in an application for a licence;
- (c) the licensee is in breach of any term or condition of the licence;
- (d) the licensee or, where the licensee is a corporation, its officers or directors, is or are not competent to carry on the activity authorized by the licence;
- (e) the past conduct of the licensee or, where the licensee is a corporation, of any of its officers or directors, affords reasonable grounds for belief that the activity authorized by the licence will not be carried on with honesty and integrity;
- (f) the licensee does not have available all premises, facilities and equipment necessary to carry on the activity authorized by the licence in accordance with this Act, the regulations and the licence;
- (g) the licensee is not in a position to observe or carry out the provisions of this Act, the regulations and the licence;
- (h) the licensee has been grossly negligent in carrying on the activity authorized by the licence;
- (i) the licensee has fraudulently misrepresented its services in performing an extermination or in carrying on an extermination business; or
- (j) the licensee is or has been in default of payment of a fine imposed on conviction for an offence under this Act.

**(9) Clauses 11 (3) (a) and (b) of the Act are repealed and the following substituted:**

- (a) an extermination for which the permit is required has not or will not be performed competently;
  - (b) an extermination for which the permit is required has not been or will not be carried out in accordance with the provisions of this Act, the regulations or the permit;
- (b.1) an extermination for which the permit is required has been or will be performed in a grossly negligent manner;
- (b.2) the applicant or permittee has submitted false or misleading information in an application for a permit;
- (b.3) the permittee is in breach of any term or condition of the permit;

(b.4) the applicant or permittee is or has been in default of payment of a fine imposed on conviction for an offence under this Act;

**(10) Subsection 13 (6) of the Act is repealed and the following substituted:**

**Continuation of licence pending renewal**

(6) Unless a notice served under subsection (1) indicates that subsection 11 (2) applies in respect of an application, if a licensee has applied for a renewal of the licence and paid the prescribed fee within the time prescribed or, if no time is prescribed, before expiry of the licence, the licence shall be deemed to continue for the shorter of the following periods:

1. From the expiry of the licence until the renewal is granted.
2. From the date the application is made and the fees are paid until the renewal is granted.

**(11) Subsection 13 (8) of the Act is amended by striking out “Where the Director refuses” at the beginning and substituting “Where the Director issues a permit subject to a term or condition, refuses”.**

**(12) Subsections 13 (9) and (10) of the Act are repealed and the following substituted:**

**Notice**

(8.1) A notice served under subsection (8) shall inform the applicant or permittee of the following:

1. The applicant or permittee is entitled to make submissions to the Director under subsection (9) in person, or by a person authorized under the *Law Society Act* to represent the applicant or permittee, and by telephone or otherwise no later than seven days after the notice is served.
2. If the applicant or permittee does not make submissions, the applicant or permittee is entitled to a hearing by the Tribunal upon mailing or delivering notice requiring a hearing to the Director and the Tribunal no later than fifteen days after the notice is served.

**Submissions for reconsideration**

(9) If the Director serves or causes to be served notice of a decision under subsection (8), the applicant or permittee, as the case may be, may make submissions to the Director no later than seven days after the notice was served.

**Reconsideration**

(9.1) No later than seven days after receiving submissions under subsection (9), the Director shall reconsider and vary, rescind or confirm the decision and shall serve or cause to be served notice of the variance, rescission or confirmation upon the applicant or permittee together with written reasons.

**Same**

(9.2) If the Director varies or rescinds the decision, the Director shall take such action as may be necessary to make the variation or rescission effective.

**Notice**

(10) A notice under subsection (9.1) shall inform the applicant or permittee that the applicant or permittee is entitled to a hearing by the Tribunal upon mailing or delivering notice requiring a hearing to the Director and the Tribunal no later than fifteen days after the notice is served.

**(13) Subsection 13 (12) of the Act is amended by striking out “subsection (10)” at the end and substituting “paragraph 2 of subsection (8.1) and subsection (10)”.**

**(14) Paragraph 4 of subsection 16 (1) of the Act is amended by striking out “employed under Part III of the *Public Service of Ontario Act, 2006*”.**

**(15) Subsection 17 (1) of the Act is repealed and the following substituted:**

**Provincial officers**

(1) The Minister may designate as provincial officers one or more public servants who work in the Ministry or other persons to exercise such powers and perform such duties and functions under this Act as the Minister specifies.

**Limitation of authority**

(1.1) In a designation of a provincial officer, the Minister may limit the authority of the officer in the manner that the Minister considers necessary or advisable.

**(16) Subsection 24.3 (6) of the Act is repealed and the following substituted:**



### **When relief not to be ordered**

(6) The court shall not make an order for relief under subsection (5) in respect of a thing forfeited if the person applying for the relief has been charged with an offence that was associated with the seizure of the thing, unless the charge has been withdrawn or dismissed.

**(17) Paragraph 1 of subsection 35 (1) of the Act is amended by striking out “the requirements for licences and renewals” at the end and substituting “the requirements for the issue and renewal of licences”.**

**(18) Paragraph 3 of subsection 35 (1) of the Act is amended by striking out “and prescribing fees therefor” at the end.**

**(19) Paragraph 5 of subsection 35 (1) of the Act is repealed and the following substituted:**

5. providing for the issue of permits and the requirements for permits;

5.1 governing applications for the issue of licences and permits and for renewals of licences, including the timing of applications and the manner of making applications, and prescribing the circumstances in which an application may not be submitted;

5.2 prescribing requirements to be met by applicants for the issue and renewal of licences and the issue of permits, including qualifications, education and training of applicants;

**(20) Paragraph 7 of subsection 35 (1) of the Act is amended by striking out “and prescribing fees for such examinations” at the end.**

**(21) Paragraph 8 of subsection 35 (1) of the Act is amended by striking out “applicants for licences and permits” and substituting “applicants for the issue of licences and permits”.**

**(22) Paragraph 9 of subsection 35 (1) of the Act is amended by striking out “applicants for licences” and substituting “applicants for the issue and renewal of licences”.**

**(23) Subsection 35 (1) of the Act is amended by adding the following paragraph:**

9.1 providing for such transitional matters as the Lieutenant Governor in Council considers necessary or advisable in relation to electronic applications for licences;

**(24) Paragraphs 25, 31, 32 and 33 of subsection 35 (1) of the Act are amended by striking out “designated” wherever it appears.**

**(25) Paragraph 49 of subsection 35 (1) of the Act is amended by adding “except prescribing or respecting any matter regarding which the Minister may make regulations under section 37” at the end.**

**(26) Subsections 36 (2) to (4) of the Act are repealed and the following substituted:**

#### **Adoption of documents in regulations**

(2) A regulation may adopt by reference, in whole or in part, with such changes as the Lieutenant Governor in Council considers necessary, any document, including a code, formula, standard, protocol or procedure, and may require compliance with any document so adopted.

#### **Rolling incorporation by reference**

(3) The power to adopt by reference and require compliance with a document in subsection (2) includes the power to adopt a document as it may be amended from time to time.

#### **When effective**

(4) The adoption of an amendment to a document that has been adopted by reference comes into effect upon the Ministry publishing notice of the amendment in *The Ontario Gazette* or in the registry under the *Environmental Bill of Rights, 1993*.

**(27) Section 37 of the Act is repealed and the following substituted:**

#### **Regulations made by Minister**

**37 (1)** The Minister may make regulations in respect of the following matters:

1. Imposing fees for anything done or requested to be done under this Act, prescribing the manner in which and the period within which fees must be paid, and authorizing the refund of fees in prescribed circumstances.

#### **Exemptions**

(2) A regulation made under subsection (1) may exempt a person or class of persons from a specified requirement imposed by the regulation, in such circumstances as may be prescribed, or provide that a specified requirement does not apply to the person or class in such circumstances as may be prescribed.

**(28) Subsection 46.1 (5) of the Act is repealed and the following substituted:**

**No restitution to person who committed offence**

(5) The court shall not make an order for restitution in favour of any person on account of damage that is the result of the commission of an offence by the person.

**(29) Subsection 46.2 (6) of the Act is repealed and the following substituted:**

**When relief not to be ordered**

(6) The court shall not make an order for relief under subsection (5) in respect of a thing forfeited if the person applying for the relief has been charged with an offence that was associated with the seizure of the thing, unless the charge has been withdrawn or dismissed.

**(30) Clause 47 (1) (b) of the Act is amended by striking out “licence” and substituting “permit”.**

**COMMENCEMENT**

**Commencement**

**3 This Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.**

**SCHEDULE 6**  
**MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — CORPORATE AMENDMENTS**  
**BUSINESS CORPORATIONS ACT**

**1 (1) Clause (c) of the definition of “certified copy” in subsection 1 (1) of the *Business Corporations Act* is repealed and the following substituted:**

- (c) in relation to a document in the custody of the Director, a copy of the document certified to be a true copy by the Director and signed by the Director or by any other public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations; (“copie certifiée conforme”)

**(2) The definition of “day” in subsection 1 (1) of the Act is repealed and the following substituted:**

“day” means a clear day; (“jour”)

**(3) The French version of clause (a) of the definition of “electronic signature” in subsection 1 (1) of the Act is repealed and the following substituted:**

- a) il est créé ou communiqué par un moyen de communication téléphonique ou électronique;

**(4) The definitions of “endorse”, “incorporator”, “Minister” and “telephonic or electronic means” in subsection 1 (1) of the Act are repealed and the following substituted:**

“endorse” includes,

- (a) imprinting a stamp on the face of articles or other documents sent to the Director, and  
 (b) electronically producing an equivalent to a stamp in respect of articles or other documents sent to the Director; (“produire”)

“incorporator” means a person who signs or otherwise authorizes articles of incorporation; (“fondateur”)

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computers or computer networks; (“moyen de communication téléphonique ou électronique”)

**(5) Section 1 of the Act is amended by adding the following subsection:**

**Interpretation re period of days**

(8) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**2 The French version of paragraph 3 of subsection 3.2 (2) of the Act is repealed and the following substituted:**

3. La dénomination sociale de la société doit comprendre l’expression «société professionnelle» ou «Professional Corporation» et être conforme aux règles concernant les dénominations sociales des sociétés professionnelles qui sont énoncées dans les règlements et aux règles concernant les dénominations sociales qui sont énoncées dans les règlements pris ou les règlements administratifs adoptés en vertu de la loi qui régit la profession.

**3 (1) Subsections 5 (1) and (2) of the Act are repealed and the following substituted:**

**Contents of articles**

(1) Articles of incorporation must be in the form approved by the Director and must set out the information required by this Act, the regulations or the Director.

**First director’s consent**

(2) The corporation shall keep at its registered office the consent to act as a first director, in the approved form,

- (a) of each individual who is named in the articles as a first director and who is not an incorporator; and  
 (b) of each individual who is named in the articles as a first director and who is an incorporator, if the articles are sent to the Director in an electronic format and the consent is required by the regulations.

**(2) Section 5 of the Act is amended by adding the following subsection:**

**Director may require copy of consent**

(2.2) The Director may, at any time by notice, require that a copy of a consent mentioned in subsection (2) be provided to the Director within the time period set out in the notice.

**4 Section 6 of the Act is repealed and the following substituted:**

**Certificate of incorporation**

**6** An incorporator shall send to the Director articles of incorporation and any other required documents and information and, upon receipt of the articles, documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of incorporation.

**5 (1) The French version of subsection 8 (1) of the Act is repealed and the following substituted:**

**Attribution d'un numéro**

(1) Le directeur attribue à la société un numéro, qui figure dans le certificat de constitution ainsi que dans tout autre certificat concernant cette société produit ou délivré par le directeur comme étant le numéro de la société.

**(2) Subsections 8 (3) and (4) of the Act are repealed and the following substituted:**

**Changing corporation number or number name**

(3) If, through inadvertence or otherwise, the Director has assigned to a corporation a corporation number or number name that is the same as the corporation number or number name of any other corporation previously assigned, the Director may, without holding a hearing, change the corporation number or number name assigned to the corporation and any certificate subsequently endorsed for the corporation under this Act must bear its new corporation number or number name.

**Reissue of certificate of incorporation or amalgamation**

(3.1) If a new corporation number or number name is assigned to a corporation under subsection (3), the Director may reissue the certificate of incorporation or certificate of amalgamation, whichever was most recently issued to the corporation, and the reissued certificate must bear the new corporation number or number name.

**Substitution of endorsed certificate**

(4) If, for any reason, the Director has endorsed a certificate in respect of articles that sets out the corporation number or number name incorrectly, the Director may, without holding a hearing, substitute a corrected certificate that bears the date of the certificate it replaces.

**Assignment of corporation numbers to bodies corporate**

(4.1) The Director may assign a corporation number to a body corporate that has not already been assigned a corporation number if the Director is of the opinion that it is appropriate to do so.

**6 Subsections 25 (4) and (5) of the Act are repealed and the following substituted:**

**Articles designating special shares**

(4) If, in respect of a series of shares, the directors exercise the authority conferred on them, before the issue of shares of the series, the directors shall send to the Director articles of amendment designating the series and any other required documents and information.

**Certificate re special shares**

(5) On receipt of articles of amendment designating a series of shares under subsection (4) and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of amendment.

**7 The French version of subsection 94 (2) of the Act is amended by striking out “par voie téléphonique ou électronique” and substituting “par un moyen de communication téléphonique ou électronique”.**

**8 (1) Subsections 99 (2) and (3) of the Act are repealed and the following substituted:**

**Circulating proposal**

(2) Where a corporation receives notice of a proposal,

- (a) if the corporation provides a management information circular, it shall set out the proposal in the management information circular or attach the proposal to that circular; or
- (b) if the corporation does not provide a management information circular, it shall set out the proposal in the notice of meeting for the shareholders' meeting at which the matter is proposed to be raised or shall attach the proposal to such notice of meeting.

**Statement in support of proposal**

(3) At the request of a person who submits notice of a proposal, the corporation shall include in the management information circular referred to in clause (2) (a) or the notice of meeting referred to in clause (2) (b), or shall attach to it, the person's statement in support of the proposal and the person's name and address.

**(2) Clause 99 (5) (a) of the Act is repealed and the following substituted:**

- (a) in the case of an offering corporation, notice of the proposal is submitted to the corporation less than 60 days before,
  - (i) the anniversary date of the last annual meeting, if the matter is proposed to be raised at an annual meeting, or
  - (ii) the date of a meeting other than the annual meeting, if the matter is proposed to be raised at a meeting other than the annual meeting;
- (a.1) in the case of a corporation other than an offering corporation, notice of the proposal is submitted to the corporation less than the minimum number of days determined under subsection (5.1) before,
  - (i) the anniversary date of the last annual meeting, if the matter is proposed to be raised at an annual meeting, or
  - (ii) the date of a meeting other than the annual meeting, if the matter is proposed to be raised at a meeting other than the annual meeting;

**(3) Clauses 99 (5) (c) and (d) of the Act are repealed and the following substituted:**

- (c) within two years before the receipt by the corporation of a person's notice of proposal, the person failed to present, in person or by proxy, at a meeting of the corporation's shareholders, a proposal which had been submitted by the person and had been included in a management information circular or a notice of meeting relating to that shareholders' meeting; or
- (d) the following has occurred:
  - (i) substantially the same proposal was submitted to shareholders of the corporation in a management information circular, dissident's information circular, or notice of a meeting relating to a previous meeting of shareholders,
  - (ii) the previous meeting referred to in subclause (i) was held within five years, or such other period as may be prescribed, before the receipt by the corporation of the person's current notice of proposal, and
  - (iii) at that previous meeting, the proposal did not receive the minimum amount of support required under subsection (5.4).

**(4) Section 99 of the Act is amended by adding the following subsections:**

**Minimum notice for proposal, non-offering corporation**

(5.1) For the purpose of clause (5) (a.1),

- (a) the minimum number of days is the minimum number of days specified in the articles, the by-laws or a unanimous shareholder agreement, if the number is,
  - (i) not greater than 60, and
  - (ii) not less than 21 or such other number as may be prescribed;
- (b) if the articles, the by-laws or a unanimous shareholder agreement specify a minimum number of days that is less than 21 or less than such other number as may be prescribed, the minimum number of days is 21 or the prescribed number, as the case may be; or
- (c) if the articles, the by-laws or a unanimous shareholder agreement specify a minimum number of days that is greater than 60 or don't specify a minimum number of days, the minimum number of days is 60.

**Non-offering corporation receives proposal after sending notice of meeting**

(5.2) If a corporation other than an offering corporation receives notice of a proposal to be raised at a shareholders' meeting and is required to comply with subsections (2) and (3), but the notice of the proposal is received after the corporation has already sent notice of the shareholders' meeting, the corporation shall send the proposal and, at the request of the person who submitted notice of the proposal, shall also send the person's statement in support of the proposal and the person's name and address, to the persons entitled to notice of the shareholders' meeting under section 96, not less than 10 days before the meeting.

**Deeming**

(5.3) If a corporation sends the document or documents required by subsection (5.2) to the persons and within the time required by that subsection, the document or documents sent by the corporation shall be deemed for all purposes to have been included in the management information circular referred to in clause (2) (a) or the notice of shareholder's meeting referred to in clause (2) (b), as the case may be, as required by subsections (2) and (3).

**Minimum support**

(5.4) For the purpose of subclause (5) (d) (iii), the minimum amount of support that the proposal must have received at the previous meeting is determined as follows:

1. If the previous meeting was the first time, within the period referred to in subclause (5) (d) (ii), that a substantially similar proposal was made at a meeting of shareholders, the minimum amount of support the proposal must have

received at that previous meeting is 3 per cent, or such other percentage as may be prescribed, of the total number of shares voted at that meeting.

2. If the previous meeting was the second time, within the period referred to in subclause (5) (d) (ii), that a substantially similar proposal was made at a meeting of shareholders, the minimum amount of support the proposal must have received at that previous meeting is 6 per cent, or such other percentage as may be prescribed, of the total number of shares voted at that meeting.
3. If the previous meeting was at least the third time, within the period referred to in subclause (5) (d) (ii), that a substantially similar proposal was made at a meeting of shareholders, the minimum amount of support the proposal must have received at that previous meeting is 10 per cent, or such other percentage as may be prescribed, of the total number of shares voted at that meeting.

**(5) Subsection 99 (7) of the Act is repealed and the following substituted:**

**Notice of refusal**

(7) Within 10 days after receiving notice of a proposal from a person under clause (1) (a), a corporation that refuses to circulate the proposal as required by this section shall send the person notice of the corporation's intention not to circulate the proposal and a statement of the reasons for the refusal.

**9 The French version of the definition of "form of proxy" in section 109 of the Act is amended by striking out "par voie téléphonique ou électronique" and substituting "par un moyen de communication téléphonique ou électronique".**

**10 The French version of clause 110 (4) (b) of the Act is amended by striking out "par voie téléphonique ou électronique" and substituting "par un moyen de communication téléphonique ou électronique".**

**11 Section 119 of the Act is amended by adding the following subsection:**

**Director may require copy of consent**

(12) The Director may, at any time by notice, require that a copy of a consent mentioned in subsection (9) or (10) be provided to the Director within the time period set out in the notice.

**12 Subsection 149 (8) of the Act is amended by striking out "or the Director".**

**13 Subsection 171 (1) of the Act is repealed and the following substituted:**

**Articles of amendment**

(1) Articles of amendment and any other required documents and information shall be sent to the Director.

**14 Section 172 of the Act is repealed and the following substituted:**

**Certificate of amendment**

**172** Upon receipt of articles of amendment and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of amendment.

**15 Subsections 173 (1), (2) and (3) of the Act are repealed and the following substituted:**

**Restated articles of incorporation**

(1) The directors may, at any time, restate the articles of incorporation as amended and shall do so when directed by the Director.

**Same**

(2) Restated articles of incorporation and any other required documents and information shall be sent to the Director.

**Restated certificate of incorporation**

(3) Upon receipt of restated articles of incorporation and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the restated certificate of incorporation.

**16 The French version of subsection 176 (5) of the Act is amended by striking out "avant l'apposition du certificat de fusion" and substituting "avant la production du certificat de fusion".**

**17 Subsections 178 (1) and (4) of the Act are repealed and the following substituted:**

**Articles of amalgamation**

(1) Subject to subsection 176 (5), after an amalgamation has been adopted under section 176 or approved under section 177, articles of amalgamation and any other required documents and information shall be sent to the Director.

### **Certificate of amalgamation**

(4) Upon receipt of articles of amalgamation and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of amalgamation.

### **18 (1) Subsections 180 (1) and (2) of the Act are repealed and the following substituted:**

#### **Articles of continuance**

- (1) A body corporate may apply to the Director for a certificate of continuance if,
- (a) it is incorporated or continued under the laws of any jurisdiction other than Ontario and the laws of the jurisdiction under which it was incorporated or continued authorize it to make the application; or
  - (b) it is a body corporate that is a social company within the meaning of the *Corporations Act* and,
    - (i) the shareholders, by special resolution, authorize the directors of the body corporate to apply to the Director for a certificate of continuance under this Act, or
    - (ii) the body corporate has obtained a court order described in subsection 2.1 (5) of the *Corporations Act*.

#### **Same**

(2) Articles of continuance and any other required documents and information shall be sent to the Director.

### **(2) Clause 180 (1) (b) of the Act, as enacted by subsection (1), is repealed and the following substituted:**

- (b) it is a body corporate that is a social company within the meaning of the *Corporations Act* and the shareholders, by special resolution, authorize the directors of the body corporate to apply to the Director for a certificate of continuance under this Act.

**(3) Subsection 180 (3) of the Act is amended by striking out “the laws of Ontario” wherever that expression appears and substituting in each case “this Act”.**

### **(4) Subsections 180 (4) and (6) of the Act are repealed and the following substituted:**

#### **Endorsement of certificate of continuance**

(4) Upon receipt of articles of continuance and any other required documents and information, the Director may, on the terms and subject to the limitations and conditions that the Director considers proper, endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of continuance.

### **Notification of continuance**

(6) In the case of a body corporate described in clause (1) (a), the Director may notify the appropriate official or public body, in the jurisdiction in which continuance under this Act was authorized, that the certificate of continuance has been issued.

### **19 (1) Clause 181 (3) (b) of the Act is repealed and the following substituted:**

- (b) by the Director when, following receipt from the corporation of an application and any other required documents and information, the Director endorses the application with an authorization.

### **(2) The French version of subsection 181 (4) of the Act is repealed and the following substituted:**

#### **Autorisation du directeur**

(4) S’il est convaincu que la demande n’est pas interdite par le paragraphe (9), le directeur peut produire l’autorisation.

**(3) The French version of subsection 181 (6) of the Act is amended by striking out “la date de l’apposition de l’autorisation” and substituting “la date de la production de l’autorisation”.**

### **(4) Section 181 of the Act is amended by adding the following subsection:**

#### **Equivalent of filing**

(7.1) If the appropriate official or public body of the other jurisdiction notifies the Director that it has issued an instrument of continuance to the corporation, the Director may, if the Director is of the opinion that it is appropriate to do so and is satisfied that the corporation has satisfied the requirements of this section, notify the corporation that it is deemed to have complied with subsection (7).

### **20 (1) Clause 181.1 (3) (b) of the Act is repealed and the following substituted:**

- (b) by the Director when, following receipt from the corporation of an application and any other required documents and information, the Director endorses the application with an authorization.

**(2) The French version of subsection 181.1 (5) of the Act is amended by striking out “la date de l’apposition de l’autorisation” and substituting “la date de la production de l’autorisation”.**

**(3) Subsection 181.1 (6) of the Act is repealed.**

**21 The Act is amended by adding the following section:**

**Continuance as corporation without share capital**

**181.2** (1) A corporation may, if it is authorized by the shareholders in accordance with this section, apply under the *Not-for-Profit Corporations Act, 2010* to be continued as a corporation without share capital.

**Notice to shareholders**

(2) The notice of the meeting of shareholders to authorize an application under subsection (1) must include or be accompanied by a statement that a dissenting shareholder is entitled to be paid the fair value of the shares in accordance with section 185, but failure to make that statement does not invalidate an authorization under subsection (3).

**Authorization**

(3) An application for continuance is authorized by the shareholders when the shareholders voting on it have approved of the continuance by a special resolution in accordance with section 115 of the *Not-for-Profit Corporations Act, 2010*.

**Abandoning application**

(4) The directors of a corporation may, if authorized by the shareholders, abandon an application without further approval of the shareholders.

**Act ceases to apply**

(5) This Act ceases to apply to the corporation on the date upon which the corporation is continued under the *Not-for-Profit Corporations Act, 2010*.

**22 Section 182 of the Act is amended by adding the following subsection:**

**Same**

(5.1) A corporation that applies to the court under subsection (5) shall give the Director notice of the application, and the Director is entitled to appear before the court and be heard in person or by counsel.

**23 Section 183 of the Act is repealed and the following substituted:**

**Articles of arrangement sent to Director**

**183** (1) After an order referred to in clause 182 (5) (f) has been made, articles of arrangement and any other required documents and information shall be sent to the Director.

**Certificate of arrangement**

(2) Upon receipt of articles of arrangement and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of arrangement.

**Effective date of articles of arrangement**

(3) Articles of arrangement are effective on the date shown in the certificate of arrangement.

**24 Subsection 185 (1) of the Act is amended by striking out “or” at the end of clause (d) and by adding the following clauses:**

(d.1) be continued under the *Co-operative Corporations Act* under section 181.1;

(d.2) be continued under the *Not-for-Profit Corporations Act, 2010* under section 181.2; or

**25 Subsections 186 (4) and (5) of the Act are repealed and the following substituted:**

**Articles of reorganization**

(4) After a reorganization has been made, articles of reorganization and any other required documents and information shall be sent to the Director.

**Certificate**

(5) Upon receipt of articles of reorganization and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of amendment, and the articles are amended accordingly.

**26 Subsection 193 (4) of the Act is repealed and the following substituted:**

**Notice of resolution**

(4) A corporation shall file notice, in the approved form, of a resolution requiring the voluntary winding up of the corporation with the Director within 10 days after the resolution has been passed.

**27 Subsections 205 (2) and (6) of the Act are repealed and the following substituted:**



**Notice that meeting was held**

(2) The liquidator shall, within 10 days after the meeting is held, file a notice in the approved form with the Director stating that the meeting was held and the date of the meeting.

**Copy of extension order to be filed**

(6) The person on whose application an order was made under subsection (4) or (5) shall file with the Director, within 10 days after the order was made, a certified copy of the order, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**28 Subsection 210 (4) of the Act is repealed and the following substituted:****Notice of appointment**

(4) A liquidator appointed by the court under this section shall forthwith give to the Director notice in the approved form of the liquidator's appointment.

**29 Subsection 218 (2) of the Act is repealed and the following substituted:****Copy of dissolution order to be filed**

(2) The person on whose application the order was made shall file with the Director, within 10 days after the order was made, a certified copy of the order, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**30 (1) Subsection 238 (1) of the Act is amended by striking out “shall follow the prescribed form and shall set out” in the portion before clause (a) and substituting “must set out”.**

**(2) Subsection 238 (2) of the Act is amended by striking out “shall follow the prescribed form and shall set out” in the portion before clause (a) and substituting “must set out”.**

**31 (1) Subsection 239 (1) of the Act is repealed and the following substituted:****Certificate of dissolution**

(1) Upon receipt of the articles of dissolution and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of dissolution.

**(2) Subsection 239 (2) of the Act is amended by striking out “Despite clause 273 (1) (a)” at the beginning and substituting “Despite subsection 273 (1)”.**

**32 The French version of subsection 240 (1) of the Act is amended by striking out “ou de tout autre certificat délivré ou apposé” in the portion before clause (a) and substituting “ou de tout autre certificat délivré ou produit”.**

**33 (1) Subsection 241 (1) of the Act is amended by striking out the portion before paragraph 0.1 and substituting the following:**

**Notice of dissolution by order**

(1) If the Director is notified by the Minister of Finance that a corporation is in default of complying with any of the following Acts, the Director may give notice to the corporation in accordance with section 263, or by publication in accordance with the regulations, that an order dissolving the corporation will be issued unless the corporation remedies its default within 90 days after the notice is given:

**(2) Subsections 241 (2) and (3) of the Act are repealed and the following substituted:****Same**

(2) If the Director is notified by the Commission that a corporation has not complied with sections 77 and 78 of the *Securities Act*, the Director may give notice to the corporation in accordance with section 263, or by publication in accordance with the regulations, that an order dissolving the corporation will be issued unless the corporation complies with sections 77 and 78 of the *Securities Act* within 90 days after the giving of the notice.

**Same, non-filing**

(3) If a corporation fails to comply with a filing requirement under the *Corporations Information Act* or fails to pay a fee required under this Act, the Director may give notice to the corporation in accordance with section 263, or by publication in accordance with the regulations, that an order dissolving the corporation will be issued unless the corporation, within 90 days after the notice is given, complies with the requirement or pays the fee.

**(3) Section 241 of the Act is amended by adding the following subsections:**

**Same**

- (5.1) The Director may make an order revoking a dissolution order made under subsection (4) if,
- (a) there was no authority to make the dissolution order;
  - (b) there was an error in respect of the dissolution order; or
  - (c) the prescribed circumstances exist.

**Effect of order under subs. (5.1)**

- (7.1) If an order is made under subsection (5.1),
- (a) the order is effective as of the date of the dissolution order; and
  - (b) the corporation is deemed for all purposes never to have been dissolved, subject to the rights, if any, acquired by any person during the period of dissolution.

**Definition**

- (9.1) In subsection (9),  
 “interested person” includes a director, officer and shareholder of the corporation.

**(4) Subsection 241 (13) of the Act is amended by striking out “which shall be in the prescribed form” at the end.**

**(5) Subsection 241 (14) of the Act is repealed and the following substituted:**

**Certificate of revival**

(14) Subject to subsection (9), upon receipt of articles of revival and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of revival.

**34 (1) Subsection 251 (1) of the Act is amended by striking out “Where the Director refuses to endorse a certificate on articles or any other document” at the beginning and substituting “Where the Director refuses to endorse a certificate in respect of articles or any other document”.**

**(2) Subsection 251 (2) of the Act is amended by striking out “the Director has not endorsed a certificate on such articles or other document” and substituting “the Director has not endorsed a certificate in respect of the articles or other document”.**

**35 (1) Clause 252 (1) (a) of the Act is repealed and the following substituted:**

- (a) to refuse to endorse a certificate in respect of articles or any other document;

**(2) The French version of clause 252 (1) (e) of the Act is repealed and the following substituted:**

- e) de refuser de produire une autorisation en vertu de l’article 181;

**36 Subsections 263 (2) and (3) of the Act are repealed and the following substituted:**

**Exception**

(2) A notice or other document that is required or permitted by this Act or the regulations to be sent by the Director may be sent by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier, to an address referred to in this section or section 262 if there is a record that the notice or document has been sent.

**Same**

(3) A notice or other document referred to in subsection (2) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**37 Section 265 of the Act is repealed and the following substituted:**

**Delegation of Director’s duties and powers**

**265** The Director may delegate in writing any or all of the Director’s duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Agreements with authorized persons**

**265.1 (1)** In this section,

“business filing services” includes any of the duties and powers of the Director and related services.

### **Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

### **Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation provides otherwise.

### **Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

### **Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the Director's power to delegate any duties or powers under section 265.

### **No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

### **Deemed date of receipt by Director**

(7) Articles, applications and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive articles, applications and other documents and information on behalf of the Director, are deemed to be received by the Director on the date that they are received by the authorized person or entity.

### **Agreements for use, etc., of records and information**

(8) The Minister or the Director, or a person designated by the Minister or the Director, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

### **Property of Crown**

**265.2** The records and information filed with and maintained by the Director under this Act are the property of the Crown.

### **Director's certificate**

**265.3** (1) If this Act requires or authorizes the Director to endorse a certificate or issue a certificate, including a certificate as to any fact, the certificate must be signed by the Director or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

### **Evidence**

(2) A certificate referred to in subsection (1), or a certified copy of it, when introduced as evidence in any civil, criminal, administrative, investigative or other action or proceeding, is, in the absence of evidence to the contrary, proof of the facts so certified without personal appearance to prove the signature or official position of the person appearing to have signed the certificate or certified copy.

### **Reproduction of signature**

(3) For the purposes of this section, any signature of the Director or of a person designated by the regulations may be printed or otherwise mechanically or electronically reproduced.

### **38 Section 267 of the Act is repealed and the following substituted:**

#### **Accepting copy of notice or other document**

**267** (1) If a notice or other document is required to be sent to the Director under this Act, the Director may accept a copy of it, including an electronic copy.

#### **Exception**

(2) Unless otherwise provided in the regulations, subsection (1) does not apply to articles or applications filed in paper format.

### **39 (1) Subsection 270 (1) of the Act is repealed and the following substituted:**

#### **Examination, etc., of documents**

(1) A person who has paid the required fee is entitled during usual business hours to examine and to make copies of or extracts from any document required by this Act or the regulations to be sent to the Commission.

## Search

(1.1) A person who has paid the required fee is entitled, using any search method approved by the Director, to search and obtain copies of any document required by this Act, the regulations or the Director to be sent to the Director.

### **(2) Subsection 270 (3) of the Act is repealed and the following substituted:**

#### **Privileged documents**

(3) Subsections (1), (1.1) and (2) do not apply in respect of,

- (a) a report described in subsection 162 (2) that the court has ordered not to be made available to the public; or
- (b) documents and financial statements that were required, by this Act or the regulations, to be filed with the Director with an application for exemption from the requirements of Part XII of this Act.

### **40 (1) Sections 271.1 and 271.2 of the Act are repealed and the following substituted:**

#### **Minister's regulations and orders**

##### **Regulations**

**271.1** (1) The Minister may make regulations,

- (a) respecting and governing the content, form, format and filing of articles, applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of articles, applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
- (c) designating articles, applications and other documents and information to be filed with the Director,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (d) respecting names of corporations, or classes of corporations, including prohibiting the use of any words or expressions in a corporate name, prescribing requirements for the purposes of clause 9 (1) (c), prescribing conditions for the purposes of subsection 9 (2), prescribing the documents relating to a corporation's name that must be filed with the Director under subsection 9 (3), respecting the name of a corporation under subsection 10 (2), prescribing the punctuation marks and other marks that may form part of a corporation's name under subsection 10 (3) and respecting the content of a special language provision under subsection 10 (4);
- (e) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support articles, applications and other forms approved under section 272.2 and specifying, for each of the formats designated under clause (c),
  - (i) the documents and information that must be filed with the Director, together with articles, applications and other forms approved under section 272.2, and
  - (ii) the documents and information that must be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, and subject to any terms and conditions imposed by the Director, that must be filed with the Director or given to any other person specified in the notice;
- (f) permitting the Director, subject to any terms and conditions imposed by the Director, for each of the formats designated under clause (c),
  - (i) to require that a document or information prescribed under subclause (e) (i) be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice,
  - (ii) to require that a document or information prescribed under subclause (e) (ii) be filed with the Director, together with articles, applications and other forms approved under section 272.2, and
  - (iii) to require that a document required by this Act to be filed with the Director be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice;
- (g) governing the terms and conditions that the Director may impose pursuant to a regulation made under subclause (e) (ii) or clause (f);
- (h) respecting and governing the endorsement of articles and applications with a certificate or authorization and the issuance of certificates and authorizations by the Director, including rules respecting the endorsement and issuance by electronic means;

- (i) governing the assignment of corporation numbers and number names under section 8;
- (j) governing the retention and destruction of articles, applications and other documents and information filed with the Director, including the form and format in which they must be retained;
- (k) prescribing exceptions under section 177;
- (l) prescribing circumstances for the purpose of clause 241 (5.1) (c);
- (m) prescribing documents for the purposes of subsection 273.4 (2);
- (n) governing the publication of notices to corporations for the purposes of subsections 241 (1), (2) and (3);
- (o) prescribing duties and powers of the Director in addition to those set out in this Act;
- (p) providing that a person or entity that enters into an agreement under subsection 265.1 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (q) designating public servants employed under Part III of the *Public Service of Ontario Act, 2006* or classes of them for the purposes of endorsing and issuing certificates, including certificates as to any fact, and certifying true copies of documents required or authorized under this Act;
- (r) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (s) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (t) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 6 to the *Cutting Unnecessary Red Tape Act, 2017*.

#### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

#### **Fees**

(3) The Minister may, by order, require the payment of fees for search reports, copies of documents or information, filing of documents or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

#### **Non-application of *Legislation Act, 2006***

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

#### **Requirements established by Director**

**271.2** (1) The Director may establish requirements,

- (a) respecting and governing the content, form, format and filing of articles, applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of articles, applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
- (c) specifying that articles, applications and other documents and information may be filed with the Director and fees may be paid only by a person authorized by the Director or who belongs to a class of persons authorized by the Director;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of articles, applications and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Director, or a person designated by the Director, governing the filing of articles, applications and other documents and information;
- (e) specifying whether and which articles, applications, other forms approved under section 272.2 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing articles, applications, other forms approved under section 272.2, supporting documents and statements, other than by signing them, and establishing rules respecting those methods;
- (g) if this Act specifies requirements respecting the signing of articles, applications and other documents filed with the Director, specifying and governing alternative requirements for their signing or providing that signing is not required;

- (h) specifying requirements for corporations filing articles, applications and other forms approved under section 272.2 electronically to keep a properly executed version of them at the registered office in paper or electronic format and, if required by notice from the Director, to provide a copy of the executed version to the Director within the time period set out in the notice;
- (i) establishing the time and circumstances when articles, applications and other documents and information are considered to be sent to or received by the Director, and the place where they are considered to have been sent or received;
- (j) establishing technology standards and requirements for filing articles, applications and other documents and information in electronic format with the Director and for paying fees in electronic format;
- (k) specifying a type of copy of a court order or other document issued by the court that may be filed with the Director;
- (l) respecting and governing the endorsement of articles and applications with a certificate or authorization and the issuance of certificates and authorizations by the Director, including rules respecting the endorsement and issuance by electronic means;
- (m) governing the assignment of corporation numbers and number names under section 8;
- (n) governing searches and search methods of records for the purpose of subsection 270 (1.1).

#### **Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
  - (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

#### **Non-application of *Legislation Act, 2006***

- (3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

#### **Conflict**

- (4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

#### **(2) Clause 271.1 (1) (t) of the Act, as enacted by subsection (1), is repealed.**

#### **41 (1) Paragraph 1 of section 272 of the Act is repealed and the following substituted:**

- 1. respecting the designation, rights, privileges, restrictions or conditions attaching to shares or classes of shares of corporations, or any other matter pertaining to articles or the filing of them;

#### **(2) Paragraphs 8, 9, 10, 11, 12, 13 and 29.4 of section 272 of the Act are repealed.**

#### **(3) Section 272 of the Act is amended by adding the following paragraphs:**

- 15.4.1 prescribing a different period for the purpose of subclause 99 (5) (d) (ii);
- 15.4.2 prescribing a different number of days for the purpose of clauses 99 (5.1) (a) and (b);
- 15.4.3 prescribing a different percentage for the purpose of paragraph 1 of subsection 99 (5.4), a different percentage for the purpose of paragraph 2 of subsection 99 (5.4) and a different percentage for the purpose of paragraph 3 of subsection 99 (5.4);

#### **42 The Act is amended by adding the following section:**

#### **Forms**

- 272.2** (1) The Director may require that forms approved by the Director be used for any purpose under this Act.

#### **Non-application of *Legislation Act, 2006***

- (2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

#### **43 Sections 273, 273.1 and 273.2 of the Act are repealed and the following substituted:**

#### **Endorsement of articles**

- 273** (1) If this Act requires that articles be sent to the Director, unless otherwise provided in this Act, the regulations or the Director's requirements,

- (a) if the articles are sent to the Director in paper format,

- (i) one set of the original articles must be sent in the approved form, and
- (ii) the set of original articles referred to in subclause (i) must be signed by a director or an officer of the corporation or, in the case of articles of incorporation, by all its incorporators;
- (b) if the articles are sent to the Director in an electronic format,
  - (i) the articles must be sent in a format that is prescribed by the Minister or required by the Director, and
  - (ii) the articles referred to in subclause (i) must meet any signature or authorization requirements established by the Director under subsection 271.2 (1).

#### **Director's duties**

- (2) Upon receiving articles completed in accordance with clause (1) (a) or (b), any other required documents and information and the required fee, the Director shall, unless otherwise provided in this Act, the regulations or the Director's requirements and subject to his or her discretion provided in subsections 180 (4) and 241 (9) and to subsection (3) of this section,
- (a) endorse the articles with a certificate setting out the day, month and year of endorsement and the corporation number;
  - (b) file the articles endorsed with the certificate in the records maintained under section 276; and
  - (c) send or otherwise make available to the corporation or its representative a copy of the articles endorsed with the certificate.

#### **Date of certificate**

- (3) A certificate referred to in subsection (2), other than a certificate of arrangement, must be dated as of,
- (a) the day the Director receives the articles completed in accordance with clause (1) (a) or (b), together with all other required documents executed in accordance with this Act, the regulations and the Director's requirements, all other required information and the required fee; or
  - (b) any later date that is acceptable to the Director and specified by the person who submitted the articles or by the court.

#### **Effective date of articles**

- (4) Articles endorsed with a certificate under this section are effective on the date shown in the certificate even if any action required to be taken by the Director under this Act with respect to the endorsement and filing or recording of the certificate by the Director is taken at a later date.

#### **Methods of endorsing and issuing**

**273.1** The Director may endorse articles and applications with a certificate or authorization and issue certificates, authorizations, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the endorsements and issuance.

#### **Refusal to endorse if corporation in default**

**273.2** Despite any provision of this Act requiring the Director to endorse a certificate or an authorization, the Director may refuse to do so if a corporation is in default of a filing requirement under the *Corporations Information Act* or of a registration requirement under the *Business Names Act* or has any unpaid fees or penalties outstanding under this Act, the *Corporations Information Act* or the *Business Names Act*.

#### **Filing by fax**

**273.3** Despite any regulation made under section 271.1, articles, applications and other documents may be filed by fax only with the Director's consent.

#### **Electronic version prevails**

**273.4** (1) If articles or an application are filed with the Director in an electronic format and there is a conflict between the electronic version and any other version of the articles or application, the electronic version of the articles endorsed with a certificate under this Act and recorded in an electronic system maintained under section 276 or the electronic version of the application endorsed with an authorization under section 181, 181.1 or 181.2 and recorded in an electronic system maintained under section 276, or a printed copy of the applicable electronic version, prevails over any other version of the articles or application that may exist, regardless of whether the other version of the articles or application has been executed in accordance with this Act, the regulations and the Director's requirements.

#### **Same, prescribed documents**

(2) If a prescribed document is filed in an electronic format and there is a conflict between the electronic version and any other version of the document, the electronic version of the document recorded in an electronic system maintained under section 276, or a printed copy of the electronic version, prevails over any other version of the document that may exist, regardless of whether the other version of the document has been executed in accordance with this Act, the regulations and the Director's requirements.

**Inability to receive filings in electronic system**

**273.5** (1) Despite any regulation made under clause 271.1 (1) (c), if the Director is of the opinion that it is not possible, for any reason, to receive articles, applications and other documents and information in an electronic format in an electronic system maintained under section 276, the Director may require that they be filed in paper format alone in accordance with the Director's requirements, if any, or in another electronic format approved by the Director.

**Same, retaining filings and requests until system is operational**

(2) If the Director is of the opinion that it is not possible, for any reason, to endorse or issue articles, applications or other documents using an electronic system maintained under section 276, the Director may retain articles, applications and other documents that have been filed until it is possible for the Director to endorse or issue them in accordance with this Act, the regulations and the Director's requirements, if any.

**Same, searches**

(3) If the Director is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under section 276, the Director may retain search requests that have been filed until it is possible for searches to be made.

**44 Section 275 of the Act is repealed and the following substituted:****Errors in certificates, etc.**

**275** (1) If a certificate or other document issued or endorsed under this Act, or a predecessor of this Act, contains an error or if a certificate or other document has been issued or endorsed in respect of articles or any other documents that contain an error,

- (a) the corporation or its directors or shareholders may apply to the Director for a corrected certificate or other document and, if requested by the Director, shall surrender the certificate or other document and related articles or other documents to the Director within the time period specified by the Director; or
- (b) the Director may notify the corporation that a corrected certificate may be required and the corporation shall, if requested by the Director, surrender the certificate and related articles or documents to the Director within the time period specified by the Director.

**Corrected certificate, etc.**

(2) After giving the corporation an opportunity to be heard in respect of an error under subsection (1), if the Director is of the opinion that it is appropriate to do so and is satisfied that the corporation has taken any steps required by the Director, the Director shall endorse a corrected certificate or other document.

**Date on certificate, etc.**

(3) A corrected certificate or other document endorsed under subsection (2) may bear the date of the certificate or other document it replaces.

**Same**

(4) If a correction is made with respect to the date of the certificate, the corrected certificate endorsed under subsection (2) shall bear the corrected date.

**Appeal**

(5) A decision of the Director under subsection (2) may be appealed to the Divisional Court which may order the Director to change his or her decision and may make such further order that it thinks fit.

**45 Section 276 of the Act is amended by adding the following subsection:****Documents may be publicly available**

- (4) The Director may publish or otherwise make available to the public,
  - (a) any notices or other documents sent by the Director under this Act; and
  - (b) any documents required by this Act, the regulations or the Director to be sent to the Director under this Act, except the documents referred to in subsection 270 (3).

**46 Section 278 of the Act is repealed and the following substituted:****Appointment of Director**

**278** The Minister shall appoint a Director to exercise the powers and perform duties of the Director under this or any other Act.

**BUSINESS NAMES ACT****47 (1) The *Business Names Act* is amended by adding the following heading before section 1:**



## INTERPRETATION

**(2) Section 1 of the Act is amended by adding the following definitions:**

“day” means a clear day; (“jour”)

“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; (“signature électronique”)

**(3) The definition of “Minister” in section 1 of the Act is repealed and the following substituted:**

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

**(4) The definition of “Registrar” in section 1 of the Act is amended by striking out “section 3” at the end and substituting “section 1.1”.**

**(5) Section 1 of the Act is amended by adding the following definition:**

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(6) Section 1 of the Act is amended by adding the following subsection:**

**Interpretation re period of days**

(2) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**48 The Act is amended by adding the following sections:**

## ADMINISTRATION

### Registrar

**1.1** (1) The Minister shall appoint a Registrar to carry out the duties and exercise the powers of the Registrar under this Act and the *Limited Partnerships Act*.

### Delegation of duties and powers

(2) The Registrar may delegate, in writing, any or all of the Registrar’s duties and powers under this Act or the *Limited Partnerships Act* to any person, subject to any restrictions set out in the delegation.

### Records

(3) The Registrar shall maintain a record of every registration made under this Act and every declaration filed under the *Limited Partnerships Act*.

### Available to the public

(4) Any person is entitled, using any search method approved by the Registrar, to search and obtain copies of the records maintained by the Registrar under this Act or the *Limited Partnerships Act*.

### Corporation number

(5) The Registrar may assign a corporation number to a corporation that has not already been assigned a number where the Registrar is of the opinion that it is appropriate to do so.

### Same

(6) If, through inadvertence or otherwise, the Registrar has assigned a corporation number to a corporation under subsection (5) that is the same as the corporation number previously assigned to another corporation, the Registrar may, without holding a hearing, change the number assigned to the corporation.

### Same

(7) If, for any reason, the Registrar has assigned more than one corporation number to a corporation, the Registrar may, without holding a hearing, determine which corporation number will be assigned to the corporation.

### Agreements with authorized persons

**1.2** (1) In this section,

“business filing services” includes any of the duties and powers of the Registrar and related services.

**Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Registrar or other government official.

**Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose, despite the *Crown Agency Act*, unless a regulation provides otherwise.

**Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the Registrar’s power to delegate any duties or powers under subsection 1.1 (2).

**No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

**Deemed date of receipt by Registrar**

(7) Forms filed for registration and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive forms filed for registration and other documents and information on behalf of the Registrar, are deemed to be received by the Registrar on the date that they are received by the authorized person or entity.

**Agreements for use, etc., of records and information**

(8) The Minister or the Registrar, or a person designated by the Minister or the Registrar, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Property of Crown**

**1.3** The records and information filed with and maintained by the Registrar under this Act and the *Limited Partnerships Act* are the property of the Crown.

**49 The Act is amended by adding the following heading before section 2:**

REGISTRATION

**50 Section 3 of the Act is repealed.**

**51 (1) Subsection 4 (2) of the Act is repealed and the following substituted:**

**Refusal to accept name for registration**

(2) The Registrar may refuse to accept for registration a name that does not comply with this Act or the prescribed requirements.

(2) **Subsection 4 (4) of the Act is amended by striking out “in the prescribed form”.**

(3) **Clause 4 (7) (a) of the Act is amended by adding “this Act or” before “the prescribed requirements”.**

**52 The Act is amended by adding the following sections:**

**Certain amended registrations not required**

**4.1** (1) Despite subsection 4 (4), a registrant shall not register an amended registration showing a change in information regarding a corporation if,

- (a) the change was previously made in accordance with this Act or another Act; and
- (b) the Registrar has already recorded the change in the records maintained under subsection 1.1 (3) and issued an amended registration showing the change.

**Same**

(2) Despite subsection 4 (4), a registrant shall not register an amended registration showing a change in information in respect of a person that is not a corporation if,

- (a) the person has previously been assigned a business identification number under this Act or the *Limited Partnerships Act*;
- (b) the change was previously made in accordance with this Act or the *Limited Partnerships Act*; and
- (c) the Registrar has already recorded the change in the records maintained under subsection 1.1 (3) and issued an amended registration showing the change.

#### **Accepting copy of notice or other document**

**5.1** If a notice or other document is required to be sent to the Registrar under this Act, the Registrar may accept a copy of it, including an electronic copy.

#### **53 Subsections 8 (2) and (3) of the Act are repealed and the following substituted:**

##### **Signature**

(2) A certificate or certified copy referred to in subsection (1) must be signed by the Registrar or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

##### **Evidence**

(3) A certificate or certified copy referred to in subsection (1) is admissible in evidence in all courts as proof, in the absence of evidence to the contrary, of the contents of the document or of the non-registration of a name, as the case may be, without proof of the appointment or signature of the person appearing to have signed the certificate or certified copy.

##### **Reproduction of signature**

(4) For the purposes of this section, any signature of the Registrar or of a public servant may be printed or otherwise mechanically or electronically reproduced.

**54 (1) Subsection 9 (1) of the Act is amended by striking out “Records prepared and maintained by the Registrar” at the beginning and substituting “Records prepared and maintained by the Registrar under this Act or the *Limited Partnerships Act*”.**

**(2) Subsections 9 (2), (3) and (4) of the Act are repealed and the following substituted:**

##### **Admission as evidence**

- (2) If records maintained by the Registrar are prepared and maintained other than in written form,
  - (a) the Registrar shall give any copy required to be given under this Act in intelligible written form; and
  - (b) a report reproduced from those records that purports to be certified by the Registrar or by a public servant referred to in subsection 8 (2) is, without proof of the office or signature of the person appearing to have signed the certificate or certified copy, admissible in evidence.

##### **Copies**

(3) The Registrar is not required to produce the original of a document if a copy is given in compliance with clause (2) (a).

**55 (1) The Act is amended by adding the following heading before section 9.1:**

#### GENERAL

**(2) Subsection 9.1 (2) of the Act is repealed and the following substituted:**

##### **Same**

(2) A notice or other document referred to in subsection (1) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**(3) Subsection 9.1 (5) of the Act is repealed.**

**56 The Act is amended by adding the following sections:**

##### **Documents may be publicly available**

**9.2** The Registrar may publish or otherwise make available to the public,

- (a) any notices or other documents sent by the Registrar under this Act; and
- (b) any documents required by this Act, the regulations or the Registrar to be sent to the Registrar under this Act.

##### **Filing by fax**

**9.3** Despite any regulation made under section 10.1, documents may be filed by fax only with the Registrar’s consent.

### **Electronic version prevails**

**9.4** If a document is filed for registration in an electronic format and there is a conflict between the electronic version and any other version of the registration, the electronic version of the registration recorded in an electronic system maintained under section 9, or a printed copy of the electronic version, prevails over any other version of the registration that may exist, regardless of whether the other version of the registration has been executed in accordance with this Act, the regulations and the Registrar's requirements.

### **Inability to receive filings in electronic system**

**9.5** (1) Despite any regulation made under clause 10.1 (1) (e), if the Registrar is of the opinion that it is not possible, for any reason, to receive forms filed for registration and other documents and information in an electronic format in an electronic system maintained under section 9, the Registrar may require that they be filed in paper format alone in accordance with the Registrar's requirements, if any, or in another electronic format approved by the Registrar.

### **Same, retaining filings and requests until system is operational**

(2) If the Registrar is of the opinion that it is not possible, for any reason, to issue registrations of names or to amend, renew or cancel registrations using an electronic system maintained under section 9, the Registrar may retain forms filed for registration, amendment, renewal or cancellation, and other documents and information that have been filed until it is possible for the Registrar to issue them in accordance with this Act, the regulations and the Registrar's requirements, if any.

### **Same, searches**

(3) If the Registrar is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under section 9, the Registrar may retain search requests that have been filed until it is possible for searches to be made.

## **57 (1) Section 10.1 of the Act is repealed and the following substituted:**

### **Minister's regulations and orders**

#### **Regulations**

**10.1** (1) The Minister may make regulations,

- (a) prescribing or governing anything described in this Act as prescribed or done by, or in accordance with, the regulations;
- (b) exempting any class of person or business from the application of section 2 of this Act or any provision of the regulations and prescribing conditions for the exemption;
- (c) respecting and governing the content, form, format and filing of forms filed for registration and other documents and information filed with, or issued by, the Registrar and the form, format and payment of fees;
- (d) respecting and governing the manner of completion, submission and acceptance of forms filed for registration and other documents and information filed with the Registrar, the payment of fees and the determination of the date of receipt;
- (e) designating documents and information to be filed with the Registrar,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (f) prescribing and prohibiting the use of connotations, suggestions, words, expressions or phrases in a name shown in a registration;
- (g) prescribing the punctuation marks and other marks that may form part of a registered name under subsection 4 (3);
- (h) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support forms filed for registration and other forms approved under section 10.2 and specifying, for each of the formats designated under clause (e),
  - (i) the documents and information that must be filed with the Registrar, together with forms filed for registration and other forms approved under section 10.2, and
  - (ii) the documents and information that must be retained by the corporation or other person and, upon receipt of and in accordance with written notice from the Registrar, and subject to any terms and conditions imposed by the Registrar, that must be filed with the Registrar or given to any other person specified in the notice;
- (i) permitting the Registrar, subject to any terms and conditions imposed by the Registrar, for each of the formats designated under clause (e),

- (i) to require that a document or information prescribed under subclause (h) (i) be retained by the corporation or other person and, upon receipt of and in accordance with written notice from the Registrar, be filed with the Registrar or given to any other person specified in the notice, and
- (ii) to require that a document or information prescribed under subclause (h) (ii) be filed with the Registrar, together with forms filed for registration and other forms approved under section 10.2;
- (j) governing the terms and conditions that the Registrar may impose pursuant to a regulation made under subclause (h) (ii) or clause (i);
- (k) respecting and governing the issuing of documents by the Registrar, including rules respecting the issuing of documents by electronic means;
- (l) governing the assignment of corporation numbers under section 1.1;
- (m) governing the retention and destruction of registrations, certificates and other documents and information filed with the Registrar, including the form and format in which they must be retained;
- (n) prescribing duties and powers of the Registrar in respect of this Act in addition to those set out in this Act;
- (o) designating public servants employed under Part III of the *Public Service of Ontario Act, 2006*, or classes of them, for the purpose of issuing certificates and certified copies under subsection 8 (2);
- (p) providing that a person or entity that enters into an agreement under subsection 1.2 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (q) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (r) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (s) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 6 to the *Cutting Unnecessary Red Tape Act, 2017*.

#### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

#### **Fees**

(3) The Minister may, by order, require the payment of fees for registrations, late renewals, search reports, copies of documents or information or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

#### **Non-application of *Legislation Act, 2006***

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

**(2) Clause 10.1 (1) (s) of the Act, as enacted by subsection (1), is repealed.**

**58 Section 10.2 of the Act is repealed and the following substituted:**

#### **Forms**

**10.2** (1) The Registrar may require that forms approved by the Registrar be used for any purpose under this Act.

#### **Non-application of *Legislation Act, 2006***

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Registrar under subsection (1).

#### **Methods of issuing**

**10.3** The Registrar may issue certificates, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the issuance under this Act or the *Limited Partnerships Act*.

#### **Requirements established by Registrar**

**10.4** (1) The Registrar may establish requirements,

- (a) respecting and governing the content, form, format and filing of forms filed for registration and other documents and information filed with or issued by the Registrar and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of forms filed for registration and other documents and information filed with the Registrar, the payment of fees and the determination of the date of receipt;

- (c) specifying that forms filed for registration and other documents and information may be filed with the Registrar and fees may be paid only by a person authorized by the Registrar or who belongs to a class of persons authorized by the Registrar;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of forms filed for registration and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Registrar, or a person designated by the Registrar, governing the filing of forms filed for registration and other documents and information;
- (e) specifying whether and which forms approved under section 10.2 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing forms approved under section 10.2 and supporting documents, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for corporations or other persons filing forms approved under section 10.2 electronically to keep a properly executed version of them in paper or electronic format and, if required by notice from the Registrar, to provide a copy of the executed version to the Registrar within the time period set out in the notice;
- (h) establishing the time and circumstances when forms filed for registration and other documents and information are considered to be sent to or received by the Registrar, and the place where they are considered to have been sent or received;
- (i) establishing technology standards and requirements for filing forms for registration and other documents and information in electronic format with the Registrar and for paying fees in electronic format;
- (j) specifying a type of copy of a court order or other document issued by the court that may be filed with the Registrar;
- (k) respecting and governing the issuing of documents by the Registrar, including rules respecting the issuing of documents by electronic means;
- (l) governing the assignment of corporation numbers under section 1.1;
- (m) governing searches and search methods of records for the purpose of subsection 1.1 (4).

#### **Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
  - (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

#### **Non-application of *Legislation Act, 2006***

- (3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Registrar under subsection (1).

#### **Conflict**

- (4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

#### **59 Section 11 of the Act is repealed.**

#### **60 Subsections 39 (2) and (3) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.**

### **BUSINESS REGULATION REFORM ACT, 1994**

#### **61 Section 2 of the *Business Regulation Reform Act, 1994* is amended by adding the following definition:**

“business identification Minister” means the Minister of Government and Consumer Services or the minister of the Crown to whom the powers and duties under sections 8 to 8.5 are assigned or transferred under the *Executive Council Act*; (“ministre chargé de l’identification des entreprises”)

#### **62 Section 3 of the Act is repealed and the following substituted:**

##### **Designation of Acts**

**3** The Lieutenant Governor in Council may by regulation designate any Act for the purpose of this Act.

**63 Subsections 8 (2) to (5) of the Act are repealed and the following substituted:**

**Agreements with Canada**

(2) The business identification Minister may enter into agreements with the Crown in right of Canada or an agent of the Crown in right of Canada for the purpose of integrating a system of business identifiers established under this Act with any system of business identifiers established by the Crown in right of Canada or by an agent of the Crown in right of Canada.

**Agreements with local authorities**

(3) The business identification Minister may, with the approval of the Crown in right of Canada or of an agent of the Crown in right of Canada with whom they have an agreement under subsection (2), enter into agreements with a municipality, local board or other municipal entity in Ontario for the purpose of integrating a system of business identifiers established under this Act with any system of business identifiers established by the municipality, local board or municipal entity.

**64 Section 8.1 of the Act is repealed and the following substituted:**

**Business ID and information sharing — Ministries and agencies**

**Business ID agreements**

**8.1** (1) The business identification Minister may enter into agreements with another Minister of the Crown in right of Ontario or with an agency, board or commission established under an Act of Ontario requiring the other Minister's Ministry, the agency, the board or the commission to,

- (a) assign business identifiers to businesses in accordance with the system of business identifiers established under this Act;
- (b) use the system of business identifiers for any other purpose.

**Getting information from a person who is subject to an Act**

(2) If an agreement under this section is entered into in relation to any Act, the Minister responsible for the administration of that Act may require that a person subject to that Act provide prescribed business information to that Minister and update business information that the person previously provided to that Minister.

**Getting information from a business that interacts with a Minister**

(3) If an agreement under this section that is not an agreement referred to in subsection (2) is entered into in relation to any ministerial function, and in the course of exercising that function the Minister responsible for that function receives information from a business, the Minister responsible for that function may require that the business provide prescribed business information to that Minister and update business information that the business previously provided to that Minister.

**Centralizing information from a person who is subject to an Act**

(4) If an agreement under this section is entered into in relation to any Act, the Minister responsible for the administration of that Act shall disclose business information received by them under that Act, or received by them under subsection (2), to the business identification Minister.

**Centralizing information from a business that interacts with a Minister**

(5) If an agreement under this section is entered into in relation to any ministerial function, the Minister responsible for that function shall disclose business information received by them in exercising that function, or received by them under subsection (3), to the business identification Minister.

**Information sharing with other levels of government**

(6) The business identification Minister may disclose the business information they receive under this section to the Crown in right of Canada or to an agent of the Crown in right of Canada.

**Same, information already received**

(7) After an agreement under this section is entered into, subsection (6) applies to business information that the business identification Minister received before the agreement was entered into as if they received it after the agreement was entered into.

**Business ID Minister's own Ministry**

(8) A directive from the business identification Minister to their own Ministry requiring the Ministry to do the things set out in clauses (1) (a) and (b) is deemed to be an agreement entered into under this section.

**Business ID and information sharing — certain corporations**

**Business ID agreements**

**8.2** (1) The business identification Minister may enter into agreements with a corporation that administers a designated Act or provisions of a designated Act on behalf of the Crown in right of Ontario, or with a Crown corporation that exercises powers or performs duties under a designated Act, requiring the corporation to,

- (a) assign business identifiers to businesses in accordance with the system of business identifiers established under this Act;
- (b) use the system of business identifiers for any other purpose.

**Centralizing information**

- (2) If an agreement under this section is entered into with a corporation, the business identification Minister may,
- (a) require that the corporation provide prescribed business information to the business identification Minister;
  - (b) receive business information from the corporation.

**Information sharing with other levels of government**

- (3) The business identification Minister may disclose the business information they receive under this section to,
- (a) a municipality, local board or other municipal entity;
  - (b) the Crown in right of Canada or an agent of the Crown in right of Canada.

**Same, information already received**

- (4) After an agreement under this section is entered into, subsection (3) applies to business information that the business identification Minister received before the agreement was entered into as if they received it after the agreement was entered into.

**Business ID and information sharing — local authorities**

**Business ID agreements**

- 8.3** (1) The business identification Minister may enter into agreements with a municipality, local board or other municipal entity requiring the municipality, local board or municipal entity to,
- (a) assign business identifiers to businesses in accordance with the system of business identifiers established under this section;
  - (b) use the system of business identifiers for any other purpose.

**Centralizing information**

- (2) If an agreement under this section is entered into with a municipality, local board or other municipal entity, the business identification Minister may,
- (a) require that the municipality, local board or municipal entity provide prescribed business information to the business identification Minister; and
  - (b) receive business information from the municipality, local board or municipal entity.

**Information sharing with other levels of government**

- (3) The business identification Minister may disclose the business information they receive under this section to,
- (a) a municipality, local board or other municipal entity;
  - (b) the Crown in right of Canada or an agent of the Crown in right of Canada.

**Same, information already received**

- (4) After an agreement under this section is entered into, subsection (3) applies to business information that the business identification Minister received before the agreement was entered into as if they received it after the agreement was entered into.

**Business ID and information sharing — confidentiality**

**8.4** A requirement or authority to disclose business information under sections 8.1 to 8.3 or under a regulation made under clause 8.5 (c) or (d) prevails over a confidentiality provision under another Act, unless it is provided under the other Act that the confidentiality provision under the other Act prevails over this section.

**Business ID and information sharing — regulations**

- 8.5** The Lieutenant Governor in Council may make regulations,
- (a) providing for the use that businesses are required to make of the system of business identifiers established under this Act;
  - (b) prescribing business information for the purposes of sections 8.1 to 8.3;
  - (c) authorizing, for specified purposes, the collection, use and disclosure, by specified persons and entities, of specified business information received under any Act or from any municipality, local board or other municipal entity;



- (d) authorizing, for specified purposes, the collection, use and disclosure, by municipalities, local boards or other municipal entities, of specified business information received by the business identification Minister,
  - (i) under any Act, or
  - (ii) from any municipality, local board or other municipal entity.

**65 Section 18 of the Act is amended by adding the following clause:**

- (d) designating Acts for the purpose of section 3.

**CORPORATIONS INFORMATION ACT**

**66 (1) The *Corporations Information Act* is amended by adding the following heading before section 1:**

INTERPRETATION

**(2) Section 1 of the Act is amended by adding the following definitions:**

“day” means a clear day; (“jour”)

“Director” means the Director appointed under section 278 of the *Business Corporations Act*; (“directeur”)

“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; (“signature électronique”)

**(3) The definition of “Minister” in section 1 of the Act is repealed and the following substituted:**

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

**(4) Section 1 of the Act is amended by adding the following definition:**

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(5) Section 1 of the Act is amended by adding the following subsection:**

**Interpretation re period of days**

(2) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**67 The Act is amended by adding the following sections:**

**Execution of documents**

**1.1** Any return, notice or other document required or permitted to be executed by more than one person for the purposes of this Act may be executed in several documents of like form, each of which is executed by one or more persons, and such documents, when duly executed by all persons required or permitted, as the case may be, to do so, are deemed to constitute one document for the purposes of this Act.

ADMINISTRATION

**Delegation**

**1.2 (1)** The Minister may delegate in writing any or all of the Minister’s duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Same, Director**

(2) The Director may delegate in writing any or all of the Director’s duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Agreements with authorized persons**

**1.3 (1)** In this section,

“business filing services” includes any of the duties and powers of the Minister or the Director and related services.

**Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

**Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation provides otherwise.

**Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the power of the Minister or the Director to delegate any duties or powers under subsection 1.2 (1) or (2), as the case may be.

**No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

**Deemed date of receipt by Minister**

(7) Returns, notices and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive returns, notices and other documents and information on behalf of the Minister, are deemed to be received by the Minister on the date that they are received by the authorized person or entity.

**Agreements for use, etc., of records and information**

(8) The Minister or the Director, or a person designated by the Minister or the Director, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Property of Crown**

**1.4** The records and information filed with and maintained by the Minister under this Act are the property of the Crown.

**68 (1) The Act is amended by adding the following heading before subsection 2 (1):**

FILINGS AND RECORDS

**(2) Subsection 2 (2) of the Act is repealed and the following substituted:****When filed**

(2) Subject to subsection (3), the initial return must be filed within 60 days after the date of incorporation, amalgamation or continuation of the corporation.

**Same, before name is registered**

(3) If the corporation was not incorporated, amalgamated or continued under the *Business Corporations Act*, the *Corporations Act*, the *Co-operative Corporations Act* or the *Not-for-Profit Corporations Act, 2010*, and the corporation is required to register a name under the *Business Names Act*, the initial return must be filed before the corporation's name is registered.

**69 Subsection 3 (2) of the Act is repealed and the following substituted:****When filed**

(2) Subject to subsections (3) and (4), the initial return must be filed within 60 days after the date the corporation begins to carry on business in Ontario.

**Same, before name is registered**

(3) If the corporation, other than a corporation that is required to obtain a licence under the *Extra-Provincial Corporations Act*, is required to register a name under the *Business Names Act*, the initial return must be filed before the corporation's name is registered.

**Same, revised appointment of an agent for service**

(4) If the corporation is required to file a revised appointment of an agent for service under subsection 19 (3) of the *Extra-Provincial Corporations Act*, the initial return must be filed forthwith after the name, address or any other particular set out in the appointment of agent changed or the agent was substituted.

**70 (1) Subsection 4 (1) of the Act is repealed and the following substituted:****Notice of change**

(1) Subject to subsections (2.1), (3), (4) and (5), every corporation shall file with the Minister a notice of change for every change in the information filed under this Act, within 15 days after the day the change takes place.

**(2) Section 4 of the Act is amended by adding the following subsections:****Change in agent for service**

(2.1) A notice of change must be filed forthwith after a change in the name, address or any other particular set out in an appointment of agent required to be filed under subsection 19 (3) of the *Extra-Provincial Corporations Act* or after the agent was substituted.

**Same**

(5) An extra-provincial corporation that is required under the *Extra-Provincial Corporations Act* to apply for an amended licence where it has changed its name or has been ordered to change its name, or where it has continued under the laws of another jurisdiction, shall not file a notice of change in respect of these changes.

**71 Subsection 5 (1) of the Act is repealed and the following substituted:****Verification**

(1) Every return filed under section 2, 3 or 3.1 and every notice filed under section 4 shall be verified by the certificate of,

- (a) an officer or director of the corporation; or
- (b) an individual who has been authorized by the directors of the corporation to verify the return or notice and who has knowledge of the affairs of the corporation.

**72 Subsection 6 (2) of the Act is repealed and the following substituted:****Same**

(2) Upon receipt of the notice, a corporation shall make the special filing in the approved form and in the prescribed manner within the prescribed time.

**73 Subsection 7.1 (2) of the Act is repealed and the following substituted:****Same**

(2) A notice or other document referred to in subsection (1) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**74 The Act is amended by adding the following sections:****Filing by fax**

**7.2** Despite any regulation made under section 21.1, returns, notices and other documents may be filed by fax only with the Director's consent.

**Electronic version prevails**

**7.3** If a return, notice or prescribed document is filed in an electronic format and there is a conflict between the electronic version and any other version of the return, notice or prescribed document, the electronic version of the return, notice or prescribed document recorded in an electronic system maintained under section 9, or a printed copy of the electronic version, prevails over any other version of the return, notice or prescribed document that may exist, regardless of whether the other version of the return, notice or prescribed document has been executed in accordance with this Act, the regulations and the Director's requirements.

**Information sharing**

**8.1** (1) If the Minister receives all the prescribed information referred to in subsection 3 (1), 3.1 (4) or 4 (2), as the case may be, from a prescribed jurisdiction responsible for the administration of an Act of that jurisdiction governing an extra-provincial corporation, the Minister may enter the information into the record referred to in section 8 as if the corporation had filed the return or notice required by section 3, 3.1 or 4, and the corporation is deemed to have filed the return or notice under that section.

**Information received from two sources**

(2) Subject to the regulations, if the Minister receives some prescribed information from a prescribed jurisdiction described in subsection (1) and if the Minister receives all remaining prescribed information from the corporation, the Minister may enter the information into the record referred to in section 8 as if the corporation had filed the return or notice required by subsection 3, 3.1 or 4, and the corporation is deemed to have filed the return or notice under that section.

**Notice to corporation**

(3) The Minister shall notify the corporation within 15 days after the Minister enters information into the record under subsection (1) that the information to be included in a return or notice required by section 3, 3.1 or 4 has been received from a prescribed jurisdiction and has been entered into the record referred to in section 8.

**Information to prescribed jurisdictions**

(4) The Minister may send information that has been filed by a corporation under this Act to a prescribed jurisdiction that is responsible for the administration of a statute that governs the corporation.

**Information not in a return or notice**

(5) Subject to the regulations, if the Minister receives information that a corporation is dissolved or other prescribed information in respect of a corporation from a prescribed jurisdiction, the Minister may record the information in the records maintained under section 9.

**75 Subsections 9 (2) and (3) of the Act are repealed and the following substituted:****Admission as evidence**

- (2) If records maintained by the Minister are prepared and maintained other than in written form,
- (a) the Minister shall give any copy required to be given under subsection 10 (2) in intelligible written form; and
  - (b) a report reproduced from those records that purports to be certified by the Minister or by a public servant referred to in subsection 20 (1) is, without proof of the office or signature of the person appearing to have signed the certificate, admissible in evidence.

**76 Subsection 10 (1) of the Act is repealed and the following substituted:****Search, etc., of records**

(1) A person who has paid the required fee is entitled, using any search method approved by the Director, to search and obtain copies of the record of any document filed under section 2, 3, 3.1, 4, 6 or 7 or any predecessor of those sections.

**77 The Act is amended by adding the following sections:****Documents may be publicly available**

**10.1** The Director may publish or otherwise make available to the public,

- (a) any notices or other documents sent by the Minister under this Act; and
- (b) any documents required by this Act, the regulations or the Director to be sent to the Minister under this Act.

**Inability to receive filings in electronic system**

**10.2** (1) Despite any regulation made under clause 21.1 (1) (e), if the Director is of the opinion that it is not possible, for any reason, to receive returns, notices and other documents and information filed in an electronic format in an electronic system maintained under section 9, the Director may require that they be filed in paper format alone in accordance with the Director's requirements, if any, or in another electronic format approved by the Director.

**Same, retaining filings and requests until system is operational**

(2) If the Director is of the opinion that it is not possible, for any reason, to enter into the record the information from returns, notices or other documents using an electronic system maintained under section 9, the Director may retain returns, notices and other documents and information that have been filed until it is possible for the Director to enter the information into the record in accordance with this Act, the regulations and the Director's requirements, if any.

**Same, searches**

(3) If the Director is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under section 9, the Director may retain search requests that have been filed until it is possible for searches to be made.

**Accepting copy of notice or other document**

**10.3** If a notice or other document is required to be sent to the Ministry under this Act, the Ministry may accept a copy of it, including an electronic copy.

**78 (1) Subsection 11 (1) of the Act is amended by striking out “the *Corporations Act* or the *Co-operative Corporations Act*” at the end and substituting “the *Co-operative Corporations Act*, the *Corporations Act*, the *Extra-Provincial Corporations Act* or the *Not-for-Profit Corporations Act, 2010*”.**

**(2) Subsection 11 (2) of the Act is repealed and the following substituted:**

**Confidentiality**

(2) The Minister, any employee in the Ministry or any other public servant authorized to collect or review information contained in a return under subsection (1), 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 *Co-operative Corporations Act*, the *Corporations Act*, the *Extra-Provincial Corporations Act* or the *Not-for-Profit Corporations Act, 2010* or where disclosure is required by a court for the purposes of any proceeding.

**79 Section 12 of the Act is repealed.**

**80 The Act is amended by adding the following heading before subsection 13 (1):**

ENFORCEMENT

**81 The Act is amended by adding the following heading before subsection 18 (1):**

GENERAL

**82 (1) Section 19 of the Act is amended by striking out “or” at the end of clause (d), by adding “or” at the end of clause (e) and by adding the following clause:**

- (f) that a corporation,
  - (i) has made filings required to be sent to the Ministry under this Act,
  - (ii) has paid all required fees under this Act, the *Business Corporations Act*, the *Business Names Act*, the *Corporations Act*, the *Extra-Provincial Corporations Act*, the *Limited Partnerships Act* or the *Not-for-Profit Corporations Act, 2010*,
  - (iii) is not in default in complying with a prescribed Act, or
  - (iv) exists as of the specified date or dates.

**(2) Section 19 of the Act is amended by adding the following subsection:**

**Refusal to issue certificate**

(2) The Minister may refuse to issue a certificate described in clause (1) (f) if the Minister has knowledge that the corporation is in default of sending a document required to be sent under this Act, is in default in complying with a prescribed Act or is in default of paying a required fee.

**83 Section 20 of the Act is repealed and the following substituted:**

**Minister’s certificate, etc.**

**20 (1)** If this Act requires or authorizes the Minister to issue a certificate, including a certificate as to any fact, or a certified copy of a document, the certificate or certified copy must be signed by the Minister or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

**Evidence**

(2) A certificate or certified copy purporting to be signed by the Minister or by a public servant referred to in subsection (1) shall be received in evidence in any prosecution or other proceeding as proof, in the absence of evidence to the contrary, of the facts so certified without personal appearance to prove the signature or official position of the person appearing to have signed the certificate or certified copy.

**Reproduction of signature**

(3) For the purposes of this section, any signature of the Minister or of a public servant may be printed or otherwise mechanically or electronically reproduced.

**Methods of issuing**

**20.1** The Minister may issue certificates, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the issuance.

**84 (1) Section 21.1 of the Act is repealed and the following substituted:**

## Minister's regulations and orders

### Regulations

**21.1** (1) The Minister may make regulations,

- (a) prescribing or governing anything described in this Act as prescribed or done by or in accordance with the regulations;
- (b) exempting any class or classes of corporations from filing returns or notices under section 2, 3, 3.1 or 6;
- (c) respecting and governing the content, form, format and filing of returns, notices and other documents and information filed or issued under this Act and the form, format and payment of fees;
- (d) respecting and governing the manner of completion, submission and acceptance of returns, notices and other documents and information filed under this Act, the payment of fees and the determination of the date of receipt;
- (e) designating returns, notices and other documents and information to be filed under this Act,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (f) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support returns, notices and other forms approved under section 21.3 and specifying, for each of the formats designated under clause (e),
  - (i) the documents and information that must be filed with the Ministry, together with returns, notices and other forms approved under section 21.3, and
  - (ii) the documents and information that must be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, and subject to any terms and conditions imposed by the Director, that must be filed with the Ministry or given to any other person specified in the notice;
- (g) permitting the Director, subject to any terms and conditions imposed by the Director, for each of the formats designated under clause (e),
  - (i) to require that a document or information prescribed under subclause (f) (i) be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Ministry or given to any other person specified in the notice, and
  - (ii) to require that a document or information prescribed under subclause (f) (ii) be filed with the Ministry, together with returns, notices and other forms approved under section 21.3;
- (h) governing the terms and conditions that the Director may impose pursuant to a regulation made under subclause (f) (ii) or clause (g);
- (i) respecting and governing the issuance of documents by the Director or the Minister, including rules respecting the issuance by electronic means;
- (j) governing the assignment of corporation numbers under section 21.5;
- (k) governing the retention and destruction of returns, notices and other documents and information filed under this Act, including the form and format in which they must be retained;
- (l) prescribing duties and powers of the Director in addition to those set out in this Act;
- (m) designating public servants employed under Part III of the *Public Service of Ontario Act, 2006*, or classes of them, for the purpose of issuing certificates and certified copies under subsection 20 (1);
- (n) providing that a person or entity that enters into an agreement under subsection 1.3 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (o) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (p) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (q) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 6 to the *Cutting Unnecessary Red Tape Act, 2017*.

### Rolling incorporation by reference

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

## Fees

(3) The Minister may, by order, require the payment of fees for search reports, copies of documents or information, or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

### Non-application of *Legislation Act, 2006*

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

**(2) Clause 21.1 (1) (q) of the Act, as enacted by subsection (1), is repealed.**

**85 Section 21.3 of the Act is repealed and the following substituted:**

## Forms

**21.3** (1) The Director may require that forms approved by the Director under this Act or under the *Extra-Provincial Corporations Act* be used for any purpose under this Act.

### Non-application of *Legislation Act, 2006*

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

## Requirements established by Director

**21.4** (1) The Director may establish requirements,

- (a) respecting and governing the content, form, format, and filing of returns, notices and other documents and information filed or issued under this Act and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of returns, notices and other documents and information filed under this Act, the payment of fees and the determination of the date of receipt;
- (c) specifying that returns, notices and other documents and information may be filed under this Act and fees may be paid only by a person authorized by the Director or who belongs to a class of persons authorized by the Director;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of returns, notices and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Director, or a person designated by the Director, governing the filing of returns, notices and other documents and information;
- (e) specifying whether and which returns, notices and other forms approved under section 21.3 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing returns, notices and other forms approved under section 21.3 and supporting documents, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for corporations filing returns, notices and other forms approved under section 21.3 electronically to keep a properly executed version of them at the registered office in paper or electronic format and, if required by notice from the Director, to provide a copy of the executed version to the Director within the time period set out in the notice;
- (h) establishing the time and circumstances when returns, notices or other documents and information are considered to be sent to or received by the Ministry, and the place where they are considered to have been sent or received;
- (i) establishing technology standards and requirements for filing returns, notices or other documents and information in electronic format with the Ministry and for paying fees in electronic format;
- (j) respecting the authorization of an individual who may verify a return or notice under subsection 5 (1);
- (k) specifying a type of copy of a court order or other document issued by the court that may be filed with the Ministry;
- (l) respecting and governing the issuance of documents by the Director or the Minister, including rules respecting the issuance by electronic means;
- (m) governing the assignment of corporation numbers under section 21.5;
- (n) governing searches and search methods of records for the purposes of subsection 10 (1).

**Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
- (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

**Agreement under s. 21.2**

- (3) Requirements respecting filing established under this section do not apply to returns that are filed pursuant to an agreement entered into under section 21.2.

**Non-application of *Legislation Act, 2006***

- (4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

**Conflict**

- (5) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

**Assignment of corporation numbers to existing corporations**

- 21.5** (1) The Director may assign a corporation number to a corporation that has not already been assigned a corporation number if the Director is of the opinion that it is appropriate to do so.

**Same, changing number**

- (2) If, through inadvertence or otherwise, the Director has assigned to a corporation a corporation number that is the same as the corporation number previously assigned to another corporation, the Director may, without holding a hearing, change the number assigned to the corporation.

**Same**

- (3) If, for any reason, the Director has assigned more than one corporation number to a corporation, the Director may, without holding a hearing, determine which corporation number will be assigned to the corporation.

**86 Section 22 of the Act is repealed.****87 Subsections 85 (4) and (5) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.****EXTRA-PROVINCIAL CORPORATIONS ACT****88 (1) The *Extra-Provincial Corporations Act* is amended by adding the following heading before subsection 1 (1):****INTERPRETATION****(2) Subsection 1 (1) of the Act is amended by adding the following definitions:**

“day” means a clear day; (“jour”)

“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; (“signature électronique”)

**(3) The definition of “endorse” in subsection 1 (1) of the Act is repealed and the following substituted:**

“endorse” includes,

- (a) imprinting a stamp, in accordance with subsection 5 (2), on the face of an application sent to the Director, and
- (b) electronically producing an equivalent to a stamp in respect of an application or other documents sent to the Director; (“produire”)

**(4) The definition of “Minister” in subsection 1 (1) of the Act is repealed and the following substituted:**

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

**(5) Subsection 1 (1) of the Act is amended by adding the following definition:**



“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(6) Section 1 of the Act is amended by adding the following subsection:**

**Interpretation re period of days**

(4) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**89 The Act is amended by adding the following section:**

**Execution of documents**

**1.1** Any application or other document required or permitted to be executed by more than one person for the purposes of this Act may be executed in several documents of like form each of which is executed by one or more persons, and such documents, when duly executed by all persons required or permitted, as the case may be, to do so, are deemed to constitute one document for the purposes of this Act.

**90 Section 3 of the Act is repealed and the following substituted:**

ADMINISTRATION

**Appointment of Director**

**3** The Minister shall appoint a Director to carry out the duties and exercise the powers of the Director under this Act.

**Delegation of Director’s duties and powers**

**3.1** The Director may delegate in writing any or all of the Director’s duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Signature**

**3.2** (1) If this Act requires or authorizes the Director to endorse a licence or to issue a certificate, including a certificate as to any fact, or a certified copy of a document, the licence, certificate or certified copy must be signed by the Director or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

**Evidence**

(2) A licence or certificate referred to in subsection (1) or a certified copy of it, when introduced as evidence in any civil, criminal or administrative action or proceeding, is, in the absence of evidence to the contrary, proof of the facts so certified without personal appearance to prove the signature or official position of the person appearing to have signed the endorsed licence or certificate.

**Reproduction of signature**

(3) For the purposes of this section, any signature authorized under this section may be printed or otherwise mechanically or electronically reproduced.

**Agreements with authorized persons**

**3.3** (1) In this section,

“business filing services” includes any of the duties and powers of the Director and related services.

**Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

**Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation provides otherwise.

**Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the Director’s power to delegate any duties or powers under section 3.1.

### **No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

### **Deemed date of receipt by Director**

(7) Applications and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive applications and other documents and information on behalf of the Director, are deemed to be received by the Director on the date that they are received by the authorized person or entity.

### **Agreements for use, etc., of records and information**

(8) The Minister or the Director, or a person designated by the Minister or the Director, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

### **Property of Crown**

**3.4** The records and information filed with and maintained by the Director under this Act are the property of the Crown.

### **91 The Act is amended by adding the following heading before subsection 4 (1):**

#### LICENSING

### **92 Subsections 5 (1), (2), (3) and (4) of the Act are repealed and the following substituted:**

#### **Application for licence, etc.**

(1) Unless otherwise provided in this Act, the regulations or the Director's requirements, an extra-provincial corporation may make an application for a licence, an amended licence or a termination of licence by sending the application to the Director.

#### **Application in paper format**

(2) If the application is sent to the Director in paper format, one original of the application must be signed by a director or officer of the corporation and sent to the Director in the approved form.

#### **Application in electronic format**

- (3) If the application is sent to the Director in an electronic format, the application,
- (a) must meet any signature or authorization requirements established by the Director under section 24.4; and
  - (b) must be sent to the Director in a format that is prescribed by the Minister or required by the Director.

#### **Director's endorsement**

(4) Unless otherwise provided in this Act, the regulations or the Director's requirements, when the Director receives an application completed in accordance with subsection (2) or (3), the Director may endorse the application with a licence, an amended licence or a termination of a licence setting out the day, month and year of endorsement and the corporation number.

#### **Same**

- (4.1) If the Director so endorses the application, the Director shall,
- (a) file the endorsed application in the records maintained under section 16.1; and
  - (b) send or otherwise make available to the corporation or its representative a copy of the licence, amended licence or termination of the licence.

#### **Date of endorsement**

- (4.2) An endorsement referred to in subsection (4) must be dated as of,
- (a) the day the Director receives,
    - (i) the application completed in accordance with subsection (2) or (3),
    - (ii) all other required documents executed in accordance with this Act, the regulations and the Director's requirements,
    - (iii) all other required information, and
    - (iv) the required fee; or
  - (b) any later date that is acceptable to the Director and specified by the person who submitted the application.

**Effective date of endorsement**

(4.3) An endorsement under this section is effective on the date shown in the endorsement even if any action required to be taken by the Director under this Act with respect to the endorsement of the application and filing or recording of the licence, amended licence or termination of the licence by the Director is taken at a later date.

**Incorrect assignment of corporation number**

(4.4) If, through inadvertence or otherwise, the Director has assigned to a corporation a corporation number that is the same as the corporation number previously assigned to another corporation, the Director may, without holding a hearing, change the corporation number assigned to the corporation and any licence subsequently endorsed for the corporation under this Act must bear its new corporation number.

**Reissue of licence**

(4.5) If a new corporation number is assigned to a corporation under subsection (4.4), the Director may reissue the licence, and the reissued licence must bear the new corporation number.

**Corrected corporation number**

(4.6) If the Director has endorsed a licence, amended licence or termination of a licence that sets out the corporation number incorrectly, the Director may substitute a corrected licence that bears the date of the licence it replaces.

**Same**

(4.7) If, for any reason, the Director has assigned more than one corporation number to a corporation, the Director may, without holding a hearing, determine which corporation number will be assigned to the corporation, and may cancel a licence showing a corporation number that is no longer assigned to the corporation.

**93 The Act is amended by adding the following sections:****Electronic version prevails**

**5.1** (1) If an application referred to in subsection 5 (1) is filed in an electronic format and there is a conflict between the electronic version and any other version of the application, the electronic version of the application endorsed with the licence, amended licence or termination of the licence under this Act and recorded in an electronic system maintained under section 16.1, or a printed copy of the electronic version, prevails over any other version of the application that may exist, regardless of whether the other version of the application has been executed in accordance with this Act, the regulations and the Director's requirements.

**Same, prescribed documents**

(2) If a prescribed document is filed in an electronic format and there is a conflict between the electronic version and any other version of the document, the electronic version of the document recorded in an electronic system maintained under section 16.1, or a printed copy of the electronic version, prevails over any other version of the document that may exist, regardless of whether the other version of the document has been executed in accordance with this Act, the regulations and the Director's requirements.

**Filing by fax**

**5.2** Despite any regulation made under section 24.1, applications and other documents may be filed by fax only with the Director's consent.

**94 The French version of section 6 of the Act is repealed and the following substituted:****Refus de produire l'inscription**

**6** (1) Si le directeur refuse de produire une inscription à l'égard d'une demande comme il est tenu de le faire aux termes de la présente loi pour y donner effet, il donne par écrit à l'expéditeur un avis motivé de son refus.

**Idem**

(2) Si le directeur n'a pas produit d'inscription à l'égard de la demande visée au paragraphe 5 (1) dans les six mois de la date à laquelle elle lui a été envoyée, il est réputé, pour l'application de l'article 8, avoir refusé de le faire.

**95 (1) The French version of clause 8 (1) (a) of the Act is repealed and the following substituted:**

a) de refuser de produire une inscription à l'égard d'une demande;

**(2) The French version of clause 8 (1) (d) of the Act is repealed and the following substituted:**

d) d'exiger qu'un permis rectifié soit produit aux termes de l'article 13;

**96 Section 13 of the Act is repealed and the following substituted:**

**Errors in licence**

**13** (1) If a licence contains an error, the corporation may apply to the Director for a corrected licence and, if requested by the Director, shall surrender the licence to the Director within the time period specified by the Director.

**Same**

(2) If the Director is aware that a licence contains an error, the Director may notify the corporation that a corrected licence may be required and the corporation shall, if requested by the Director, surrender the licence to the Director within the time period specified by the Director.

**Director to endorse corrected licence**

(3) After giving the corporation an opportunity to be heard in respect of an error described in subsection (1) or (2) and if the Director is of the opinion that it is appropriate to do so and is satisfied that any steps required by the Director have been taken by the corporation, the Director shall endorse a corrected licence.

**Date on corrected licence**

(4) A corrected licence endorsed under subsection (3) may bear the date of the licence it replaces.

**Same**

(5) If a correction is made with respect to the date of the endorsement, the corrected licence shall bear the corrected date.

**97 The Act is amended by adding the following heading before subsection 14 (1):**

## GENERAL

**98 The French version of clause 16 (a) of the Act is repealed and the following substituted:**

- a) la production ou non-production du permis d'une personne morale;

**99 The Act is amended by adding the following sections:****Form of Director's records**

**16.1** (1) Records required by this Act to be prepared and maintained by the Director may be in paper form, in electronic form or in photographic film form, or may be entered or recorded by any system of mechanical or electronic data processing or information storage that is capable of reproducing required information in an accurate and intelligible form within a reasonable time.

**Admission as evidence**

(2) If the records maintained by the Director are prepared and maintained other than in written form,

- (a) the Director shall give any copy required to be given under this Act in intelligible written form; and
- (b) a report reproduced from those records that purports to be certified by the Director or by a public servant referred to in section 3.2 is, without proof of the office or signature of the person appearing to have signed the certificate, admissible in evidence.

**Copy in lieu of document**

(3) The Director is not required to produce any document if a copy of the document is given in compliance with clause (2) (a).

**Search, etc., of records**

(4) A person who has paid the required fee is entitled, using any search method approved by the Director, to search and obtain copies of any document required by this Act, the regulations or the Director to be sent to the Director.

**Documents may be publicly available**

**16.2** The Director may publish or otherwise make available to the public,

- (a) any documents sent by the Director under this Act; and
- (b) any documents required by this Act, the regulations or the Director to be sent to the Director under this Act.

**Inability to receive filings in electronic system**

**16.3** (1) Despite any regulation made under clause 24.1 (1) (f), if the Director is of the opinion that it is not possible, for any reason, to receive applications and other documents and information in an electronic format in an electronic system maintained under section 16.1, the Director may require that they be filed in paper format alone in accordance with the Director's requirements, if any, or in another electronic format approved by the Director.

**Same, retaining filings and requests until system is operational**

(2) If the Director is of the opinion that it is not possible, for any reason, to endorse or issue applications or other documents using an electronic system maintained under section 16.1, the Director may retain applications and other documents that have been filed until it is possible for the Director to endorse or issue them in accordance with this Act, the regulations and the Director's requirements, if any.

**Same, searches**

(3) If the Director is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under section 16.1, the Director may retain search requests that have been filed until it is possible for searches to be made.

**Accepting copy of notice or other document**

**16.4** (1) If a notice or other document is required to be sent to the Director under this Act, the Director may accept a copy of it, including an electronic copy.

**Exception**

(2) Unless otherwise provided in the regulations, subsection (1) does not apply to applications filed in paper format.

**100 Section 17 of the Act is repealed.**

**101 (1) Subsection 19 (2) of the Act is amended by striking out "in the prescribed form" and substituting "in the approved form".**

**(2) Subsection 19 (3) of the Act is amended by striking out "in the prescribed form" and substituting "in the approved form".**

**(3) Subsection 19 (5) of the Act is repealed and the following substituted:**

**Same**

(5) A notice or other document referred to in subsection (4) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**102 The French version of clause 23 (1) (a) of the Act is repealed and the following substituted:**

- a) le permis demeure en vigueur et est réputé produit aux termes de la présente loi;

**103 (1) Section 24.1 of the Act is repealed and the following substituted:**

**Minister's regulations and orders**

**Regulations**

**24.1** (1) The Minister may make regulations,

- (a) prescribing or governing anything described in this Act as prescribed or done by or in accordance with the regulations;
- (b) prescribing classes of extra-provincial corporations and exempting any class of extra-provincial corporation from all or any part of the provisions of this Act upon the terms and conditions, if any, that are prescribed;
- (c) respecting and governing the content, form, format and filing of applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
- (d) respecting the evidence required upon the application for a licence under this Act, including evidence as to the incorporation of the extra-provincial corporation, its powers, objects and existence as a valid and subsisting corporation;
- (e) respecting and governing the manner of completion, submission and acceptance of applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
- (f) designating applications and other documents and information to be filed with the Director,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (g) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support applications and other forms approved under section 24.2 and specifying, for each of the formats designated under clause (f),
  - (i) the documents and information that must be filed with the Director, together with applications and other forms approved under section 24.2, and

- (ii) the documents and information that must be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, and subject to any terms and conditions imposed by the Director, that must be filed with the Director or given to any other person specified in the notice;
- (h) permitting the Director, subject to any terms and conditions imposed by the Director, for each of the formats designated under clause (f),
  - (i) to require that a document or information prescribed under subclause (g) (i) be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice,
  - (ii) to require that a document or information prescribed under subclause (g) (ii) be filed with the Director, together with applications and other forms approved under section 24.2, and
  - (iii) to require that a document required by this Act to be filed with the Director be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice;
- (i) governing the terms and conditions that the Director may impose pursuant to a regulation made under subclause (g) (ii) or clause (h);
- (j) respecting and governing the endorsement and issuing of licences and other documents by the Director, including rules respecting the endorsement and issuance by electronic means;
- (k) governing the assignment of corporation numbers under section 5;
- (l) respecting names of extra-provincial corporations or classes of them;
- (m) prohibiting the use of any words or expressions in a corporate name;
- (n) prescribing the punctuation marks and other marks that may form part of a name of an extra-provincial corporation;
- (o) prescribing the conditions and limitations that may be specified in licences;
- (p) respecting the appointment and continuance, by extra-provincial corporations, of an agent for service on whom service or process notices or other proceedings may be made and the powers to be conferred on such an agent;
- (q) governing the retention and destruction of applications and other documents and information filed with the Director, including the form and format in which they must be retained;
- (r) prescribing duties and powers of the Director in addition to those set out in this Act;
- (s) designating public servants employed under Part III of the *Public Service of Ontario Act, 2006*, or classes of them, for the purposes of endorsing licences and issuing certificates, including certificates as to any fact and certifying true copies of documents required or authorized under this Act;
- (t) providing that a person or entity that enters into an agreement under subsection 3.3 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (u) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (v) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (w) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 6 to the *Cutting Unnecessary Red Tape Act, 2017*.

### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

### **Fees**

(3) The Minister may, by order, require the payment of fees for search reports, copies of documents or information, or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

### **Non-application of *Legislation Act, 2006***

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

**(2) Clause 24.1 (1) (w) of the Act, as enacted by subsection (1), is repealed.**

**104 Section 24.2 of the Act is repealed and the following substituted:**

## Forms

**24.2** (1) The Director may require that forms approved by the Director be used for any purpose under this Act.

### Non-application of *Legislation Act, 2006*

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

## Methods of endorsing and issuing

**24.3** The Director may endorse applications and issue certificates, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the endorsement and issuance under this Act.

## Requirements established by Director

**24.4** (1) The Director may establish requirements,

- (a) respecting and governing the content, form, format and filing of applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
- (c) specifying that applications and other documents and information may be filed with the Director and fees may be paid only by a person authorized by the Director or who belongs to a class of persons authorized by the Director;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of applications and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Director, or a person designated by the Director, governing the filing of applications and other documents and information;
- (e) specifying whether and which applications and other forms approved under section 24.2 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing applications, other documents and other forms approved under section 24.2 and supporting documents, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for corporations filing applications and other documents and other forms approved under section 24.2 electronically to keep a properly executed version of them at the registered office in paper or electronic format and, if required by notice from the Director, to provide a copy of the executed version to the Director within the time period set out in the notice;
- (h) if this Act specifies requirements respecting the signing of applications and other documents filed with the Director, specifying and governing alternative requirements for their signing or providing that signing is not required;
- (i) establishing the time and circumstances when applications and other documents and information are considered to be sent to or received by the Director, and the place where they are considered to have been sent or received;
- (j) establishing technology standards and requirements for the filing of applications and other documents and information in electronic format with the Director and for paying fees in electronic format;
- (k) specifying a type of copy of a court order or other document issued by the court that may be filed with the Director;
- (l) respecting and governing the endorsement and issuing of licences and other documents by the Director, including rules respecting the endorsement and issuance by electronic means;
- (m) governing the assignment of corporation numbers under section 5;
- (n) governing searches and search methods of records for the purpose of subsection 16.1 (4).

## Classes

(2) For the purposes of clause (1) (c), a class may be defined,

- (a) in terms of any attribute or combination of attributes; or
- (b) as consisting of, including or excluding a specified member.

**Non-application of *Legislation Act, 2006***

(3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

**Conflict**

(4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

**105 Section 25 of the Act is repealed.****106 Subsections 92 (2), (3) and (4) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.****LIMITED PARTNERSHIPS ACT****107 (1) Section 1 of the *Limited Partnerships Act* is amended by adding the following definitions:**

“day” means a clear day; (“jour”)

“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; (“signature électronique”)

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(2) Section 1 of the Act is amended by adding the following subsection:****Interpretation re period of days**

(2) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**108 The Act is amended by adding the following section:****Execution of documents**

**1.1** Any declaration or other document required or permitted to be executed by more than one person for the purposes of this Act may be executed in several documents of like form, each of which is executed by one or more persons, and such documents, when duly executed by all persons required or permitted, as the case may be, to do so, are deemed to constitute one document for the purposes of this Act.

**109 Section 3 of the Act is repealed and the following substituted:****Formation of limited partnership**

**3** (1) A limited partnership is formed when a declaration is accepted for filing with the Registrar in accordance with this Act and any applicable regulations and Registrar’s requirements.

**Declaration**

(2) Unless otherwise provided in this Act, the regulations or the Registrar’s requirements, a declaration shall be signed by all of the general partners desiring to form a limited partnership and shall state the prescribed information and any information required by the Registrar under section 36.

**Expiry of declaration**

(3) Every declaration filed under subsection (1), including a declaration filed by an extra-provincial limited partnership, expires five years after the date that it is accepted for filing or that is prescribed unless the declaration is cancelled by filing a declaration of dissolution or the declaration is replaced by filing a renewal of a declaration before the expiry date.

**Subsequent filing**

(4) A limited partnership is not dissolved if a declaration expires, but an additional fee in the required amount is payable for the subsequent filing of a renewal of a declaration.

**110 The Act is amended by adding the following section:**



### **Inability to receive filings in electronic system**

**4.1** (1) Despite any regulation made under clause 35.1 (1) (d), if the Registrar is of the opinion that it is not possible, for any reason, to receive declarations and other documents and information in an electronic format in an electronic system maintained under section 9 of the *Business Names Act*, the Registrar may require that they be filed in paper format alone in accordance with the Registrar's requirements, if any, or in another electronic format approved by the Registrar.

### **Same, retaining filings and requests until system is operational**

(2) If the Registrar is of the opinion that it is not possible, for any reason, to issue declarations using an electronic system maintained under section 9 of the *Business Names Act*, the Registrar may retain declarations and other documents and information that have been filed until it is possible for the Registrar to issue them in accordance with this Act, the regulations and the Registrar's requirements, if any.

### **Same, searches**

(3) If the Registrar is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under section 9 of the *Business Names Act*, the Registrar may retain search requests that have been filed until it is possible for searches to be made.

## **111 (1) Subsections 6 (1) and (2) of the Act are repealed and the following substituted:**

### **Restriction in name of partnership**

(1) The full name or surname of a limited partner or a distinctive part of the corporate name of a limited partner shall not appear in the firm name of the limited partnership unless it is also the full name or surname of one of the general partners or a distinctive part of the corporate name of one of the general partners, as the case may be.

### **Liability if limited partner**

(2) If the full name or surname of a limited partner or a distinctive part of the corporate name of a limited partner appears in the firm name contrary to subsection (1), the limited partner is liable as a general partner to any creditor of the limited partnership who has extended credit without actual knowledge that the limited partner is not a general partner.

### **(2) Section 6 of the Act is amended by adding the following subsections:**

#### **Language of firm name**

(4) A limited partnership may have a firm name that is in,

- (a) an English form only;
- (b) a French form only;
- (c) a French and English form, where the French and English are used together in a combined form; or
- (d) a French form and an English form, where the French and English forms are equivalent but are used separately.

### **Same**

(5) A limited partnership that has a firm name described in clause (4) (d) may be legally designated by the French or English version of its firm name.

### **Permitted letters, numerals, etc.**

(6) Only letters from the Roman alphabet, Arabic numerals or a combination of letters from the Roman alphabet and Arabic numerals, together with punctuation marks and other marks that are prescribed, may form part of the firm name of a limited partnership.

## **112 The Act is amended by adding the following section:**

### **Firm name and filing declaration**

**6.1** (1) The Registrar may refuse to accept a declaration under subsection 3 (1), 19 (1) or 25 (1) or (7) if the firm name of the limited partnership does not comply with this Act or the prescribed requirements.

### **Declaration of change required**

(2) If the Registrar accepts a declaration for filing for a limited partnership that is not an extra-provincial limited partnership and if the declaration sets out a firm name that does not comply with this Act or the prescribed requirements, the Registrar may give notice to the limited partnership requiring it to file a declaration of change under subsection 19 (2), within the time specified in the notice, that sets out a firm name that complies with this Act and the prescribed requirements.

### **Same, extra-provincial limited partnership**

(3) If the Registrar accepts a declaration for filing for an extra-provincial limited partnership and if the declaration sets out a firm name that does not comply with this Act or the prescribed requirements, the Registrar may give notice to the limited partnership requiring it, within the time specified in the notice, to file,

- (a) a declaration of change under subsection 25 (7) that sets out a firm name that complies with this Act and the prescribed requirements; or
- (b) a declaration of withdrawal under subsection 25 (8).

**Registrar may issue declaration of change**

(4) If a limited partnership that is not an extra-provincial limited partnership fails to file a declaration of change in accordance with subsection (2), the Registrar may, subject to subsections (6), (7) and (8), issue a declaration of change changing the name of the limited partnership to a name specified in the declaration.

**Cancellation of declaration for extra-provincial limited partnership**

(5) If an extra-provincial limited partnership fails to file a declaration of change or a declaration of withdrawal in accordance with subsection (3), the Registrar may, subject to subsections (6), (7) and (8), cancel the declaration described in subsection (1).

**Notice**

(6) Before issuing a declaration changing the name under subsection (4) or cancelling a declaration under subsection (5), the Registrar shall give the limited partnership 21 days' notice of his or her intention to do so.

**Appeal**

(7) A limited partnership that receives notice under subsection (6) may appeal to the Divisional Court within 21 days after receipt of the notice.

**Same**

(8) If a notice under subsection (6) is under appeal, the Registrar shall not issue a declaration under subsection (4) or cancel a declaration under subsection (5), as the case may be, unless a final determination is made upholding the Registrar's decision.

**113 (1) Subsections 19 (1) and (2) of the Act are repealed and the following substituted:**

**Declaration of change**

(1) A declaration of change shall be filed with the Registrar for every change in information required to be stated in the declaration under subsection 3 (1), including a change in the firm name of a limited partnership.

**Exception**

(2) Despite subsection (1), a declaration of change shall not be filed for a change of information in respect of a general partner that is a corporation if,

- (a) the change in information was previously made in accordance with this Act or another Act; and
- (b) the Registrar has recorded the change in the records maintained under subsection 1.1 (3) of the *Business Names Act* and issued a declaration of change showing the change.

**Same**

(2.1) Despite subsection (1), a declaration of change shall not be filed for a change of information in respect of a general partner that is not a corporation if,

- (a) the general partner was previously assigned a business identification number for the purposes of the *Business Names Act*;
- (b) the change of information was previously filed by the general partner under that Act; and
- (c) the Registrar has recorded the change in the records maintained under subsection 1.1 (3) of that Act and issued a declaration of change showing the change in information.

**(2) Subsection 19 (3) of the Act is amended by adding "Unless otherwise provided in this Act, the regulations or the Registrar's requirements" at the beginning.**

**(3) The following provisions of section 19 of the Act are amended by striking out "subsection (2)" wherever that expression appears and substituting in each case "subsection (1)":**

1. Subsection (4).
2. Subsection (6).

**114 Subsection 23 (2) of the Act is amended by adding "Unless otherwise provided in this Act, the regulations or the Registrar's requirements" at the beginning.**

**115 Subsection 23.1 (2) of the Act is repealed and the following substituted:**

**Same**

(2) A notice or other document referred to in subsection (1) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**116 Section 23.2 of the Act is repealed and the following substituted:****Documents may be publicly available**

**23.2** The Registrar may publish or otherwise make available to the public,

- (a) any notices or other documents sent by the Registrar under this Act; and
- (b) any documents required by this Act, the regulations or the Registrar to be sent to the Registrar under this Act.

**Cancellation of declaration**

**23.3** The Registrar may cancel a declaration filed under subsection 3 (1) or 25 (1) if the limited partnership is given 21 days' notice of the intention to cancel for,

- (a) failure to pay the required fee; or
- (b) failure to meet the signature requirements for declarations filed with the Registrar under this Act.

**Errors in declaration**

**23.4** (1) If a declaration filed under this Act contains an error,

- (a) the limited partnership may file an application with the Registrar for a corrected declaration and, if requested by the Registrar, shall surrender the declaration and any related documents to the Registrar within the time period specified by the Registrar; or
- (b) the Registrar may notify the limited partnership that a corrected declaration may be required and the limited partnership shall, if requested by the Registrar, surrender the declaration and any related documents to the Registrar within the time period specified by the Registrar.

**Registrar to issue corrected declaration**

(2) After giving the limited partnership an opportunity to be heard in respect of an error described in subsection (1) and if the Registrar is of the opinion that it is appropriate to do so and is satisfied that any steps required by the Registrar have been taken by the limited partnership or the general partners, the Registrar shall issue a corrected declaration.

**Signing of corrected declaration**

(3) Unless otherwise provided in this Act, the regulations or the Registrar's requirements, an application for a corrected declaration filed under this section shall be signed by all of the general partners.

**Date on corrected declaration**

(4) A corrected declaration issued under subsection (2) may bear the date of the declaration it replaces.

**Same**

(5) If a correction is made with respect to the date of the declaration, the corrected declaration shall bear the corrected date.

**Appeal**

(6) A decision of the Registrar under subsection (2) may be appealed to the Divisional Court, and the Court may order the Registrar to change his or her decision and may make such further order as it thinks fit.

**117 (1) Subsection 25 (3) of the Act is amended by adding "Unless otherwise provided in this Act, the regulations or the Registrar's requirements" at the beginning.**

**(2) The French version of subsection 25 (4) of the Act is repealed and the following substituted:**

**Procuration**

(4) La société en commandite extraprovinciale passe une procuration, rédigée selon le formulaire prescrit, dans laquelle une personne résidant en Ontario ou une personne morale ayant son siège social en Ontario est nommée procureur et représentant de la société en commandite extraprovinciale en Ontario.

**(3) Subsection 25 (5) of the Act is amended by striking out "at its address set out in the declaration filed under subsection (1)" at the end and substituting "at the attorney and representative's address set out in the declaration filed under subsection (1)".**

**(4) Section 25 of the Act is amended by adding the following subsections:**

**Same**

(6.0.1) The Registrar may, at any time by written notice, require any general partner or a limited partnership's attorney and representative to provide a copy of the power of attorney to the Registrar or to any other person.

**Same**

(6.0.2) Upon receipt of the Registrar's notice, the general partner or limited partnership's attorney and representative to whom the notice is directed shall, within the time specified in the notice, provide a copy of the power of attorney to the Registrar or any other person specified in the notice.

**(5) Subsection 25 (6.1) of the Act is repealed.**

**(6) Subsection 25 (7) of the Act is amended by striking out "other than a change in the firm name" and substituting "including a change in the firm name".**

**(7) Subsection 25 (8) of the Act is repealed and the following substituted:**

**Declaration of withdrawal**

(8) An extra-provincial limited partnership may cancel the declaration and the power of attorney by filing with the Registrar a declaration of withdrawal.

**Signing**

(9) Unless otherwise provided in this Act, the regulations or the Registrar's requirements, the declaration filed under subsection (8) shall be signed by at least one of the general partners.

**118 Subsection 26 (3) of the Act is amended by striking out "at the address stated in the power of attorney filed under subsection 25 (4)" at the end and substituting "at the attorney and representative's address set out in the declaration filed under subsection 25 (1) and stated in the power of attorney executed under subsection 25 (4)".**

**119 Subsection 27 (1) of the Act is amended by striking out "without filing the declaration and power of attorney required by this Act" at the end and substituting "without filing the declaration or executing the power of attorney as required by this Act".**

**120 Subsections 28 (1) and (2) of the Act are repealed and the following substituted:**

**Ability to sue**

(1) No extra-provincial limited partnership that has unpaid fees or penalties, or in respect of which a declaration has not been filed or a power of attorney has not been executed as required by this Act, and no member of the extra-provincial limited partnership is capable of maintaining a proceeding in a court in Ontario in respect of the business carried on by the extra-provincial limited partnership except with leave of the court.

**Same**

(2) The court shall grant leave if the court is satisfied that,

- (a) the failure to pay the fees or penalties, file the declaration or execute the power of attorney was inadvertent;
- (b) there is no evidence that the public has been deceived or misled; and
- (c) at the time of the application to the court, the extra-provincial limited partnership has no unpaid fees or penalties and has filed all declarations and executed all powers of attorney required by this Act.

**121 Clause 29 (a) of the Act is repealed and the following substituted:**

- (a) every general partner who knew that the statement was false or misleading when the general partner,
  - (i) signed the declaration, or
  - (ii) otherwise authorized the declaration in accordance with the requirements established by the Registrar under subsection 36 (1); and

**122 The Act is amended by adding the following section:**

**Filing in electronic format**

**32.1** (1) Despite sections 3, 19, 23, 25 and 32, if a declaration or prescribed document is filed with the Registrar in an electronic format that is prescribed by the Minister or required by the Registrar, the declaration or prescribed document must meet any signature or authorization requirements established by the Registrar under subsection 36 (1).

**Filing by fax**

(2) Despite any regulation made under section 35.1, declarations and other documents may be filed by fax only with the Registrar's consent.

### **Electronic version prevails**

(3) If a declaration or prescribed document referred to in subsection (1) is filed in an electronic format and there is a conflict between the electronic version and any other version of the declaration or prescribed document, the electronic version of the declaration or prescribed document recorded in an electronic system maintained under section 9 of the *Business Names Act*, or a printed copy of the electronic version, prevails over any other version of the declaration or prescribed document that may exist, regardless of whether the other version of the declaration or prescribed document has been executed in accordance with this Act, the regulations and the Registrar's requirements.

**123 (1) Clause 33 (1) (e) of the Act is amended by striking out “filed with the Registrar” at the end and substituting “required by subsection 25 (4)”.**

**(2) Subsection 33 (2) of the Act is amended by striking out “at the address stated in the power of attorney filed under subsection 25 (4)” at the end and substituting “at the attorney and representative’s address set out in the declaration filed under subsection 25 (1) and stated in the power of attorney executed under subsection 25 (4)”.**

**124 Subsection 34 (2) of the Act is repealed and the following substituted:**

#### **Application for order for compliance**

(2) If a person who is required by this Act to sign, otherwise authorize in accordance with any requirements established under subsection 36 (1) or permit inspection of a document refuses to do so, a person who is aggrieved by the refusal may apply to the Court for an order directing the person to comply with the provisions of this Act, and upon such application, the Court may make such order or any other order that the Court considers appropriate in the circumstances.

**125 The Act is amended by adding the following section:**

#### **Agreements with authorized persons**

**35.0.1 (1)** In this section,

“business filing services” includes any of the duties and powers of the Registrar and related services.

#### **Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Registrar or other government official.

#### **Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation provides otherwise.

#### **Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

#### **Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the Registrar's power to delegate any duties or powers under subsection 1.1 (2) of the *Business Names Act*.

#### **No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

#### **Deemed date of receipt by Registrar**

(7) Declarations and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive declarations and other documents and information on behalf of the Registrar, are deemed to be received by the Registrar on the date that they are received by the authorized person or entity.

#### **Agreements for use, etc., of records and information**

(8) The Minister or the Registrar, or a person designated by the Minister or the Registrar, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

**126 (1) Sections 35.1 and 35.2 of the Act are repealed and the following substituted:**

#### **Minister’s regulations and orders**

##### **Regulations**

**35.1 (1)** The Minister may make regulations,

- (a) prescribing or governing anything described in this Act as prescribed or done by or in accordance with the regulations;
- (b) respecting and governing the content, form, format and filing of declarations and other documents and information filed with or issued by the Registrar and the form, format and payment of fees;
- (c) respecting and governing the manner of completion, submission and acceptance of declarations and other documents and information filed with the Registrar, the payment of fees and the determination of the date of receipt;
- (d) designating declarations and other documents and information to be filed with the Registrar,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (e) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support declarations and other forms approved under section 35.3 and specifying, for each of the formats designated under clause (d),
  - (i) the documents and information that must be filed with the Registrar, together with declarations and other forms approved under section 35.3, and
  - (ii) the documents and information that must be retained by the limited partnership or other person and, upon receipt of and in accordance with written notice from the Registrar and subject to any terms and conditions imposed by the Registrar, that must be filed with the Registrar or given to any other person specified in the notice;
- (f) permitting the Registrar, subject to any terms and conditions imposed by the Registrar, for each of the formats designated under clause (d),
  - (i) to require that a document or information prescribed under subclause (e) (i) be retained by the limited partnership or other person and, upon receipt of and in accordance with written notice from the Registrar, be filed with the Registrar or given to any other person specified in the notice, and
  - (ii) to require that a document or information prescribed under subclause (e) (ii) be filed with the Registrar, together with declarations and other forms approved under section 35.3;
- (g) governing the terms and conditions that the Registrar may impose pursuant to a regulation made under subclause (e) (ii) or clause (f);
- (h) respecting and governing the issuance of declarations and other documents by the Registrar, including rules respecting the issuance by electronic means;
- (i) governing the assignment of corporation numbers under section 1.1 of the *Business Names Act* for the purposes of this Act;
- (j) prescribing and prohibiting the use of connotations, suggestions, words, expressions or phrases in a name shown in a declaration;
- (k) prescribing the punctuation marks and other marks that may form part of a name shown in a declaration;
- (l) governing the retention and destruction of declarations and other documents and information filed with the Registrar, including the form and format in which they must be retained;
- (m) prescribing duties and powers of the Registrar in respect of this Act in addition to those set out in this Act;
- (n) providing that a person or entity that enters into an agreement under subsection 35.0.1 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (o) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (p) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (q) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 6 to the *Cutting Unnecessary Red Tape Act, 2017*.

### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

### **Fees**

(3) The Minister may, by order, require the payment of fees for search reports, copies of documents or information, filing of documents or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

**Non-application of *Legislation Act, 2006***

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

**Accepting copy of notice or other document**

**35.2** (1) Where a notice or other document is required to be sent to the Registrar under this Act, the Registrar may accept a copy of it, including an electronic copy.

**Exception**

(2) Unless otherwise provided in the regulations, subsection (1) does not apply to declarations filed in paper format.

**Forms**

**35.3** (1) Subject to subsection (3), the Registrar may require that forms approved by the Registrar be used for any purpose under this Act.

**Non-application of *Legislation Act, 2006***

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Registrar under subsection (1).

**Regulation re power of attorney form**

(3) The Registrar may make regulations prescribing the form of the power of attorney referred to in subsection 25 (4).

**Same**

(4) A regulation made under subsection (3) may incorporate, by reference, a power of attorney form as it may be amended from time to time.

**(2) Clause 35.1 (1) (q) of the Act, as enacted by subsection (1), is repealed.**

**127 Section 36 of the Act is repealed and the following substituted:**

**Requirements established by Registrar**

**36** (1) The Registrar may establish requirements,

- (a) respecting and governing the content, form, format and filing of declarations and other documents and information filed with or issued by the Registrar and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of declarations and other documents and information filed with the Registrar, the payment of fees and the determination of the date of receipt;
- (c) specifying that declarations and other documents and information may be filed with the Registrar and fees may be paid only by a person authorized by the Registrar or who belongs to a class of persons authorized by the Registrar;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of declarations and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Registrar, or a person designated by the Registrar, governing the filing of declarations and other documents and information;
- (e) specifying whether and which declarations and other forms approved under section 35.3 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing declarations, other forms approved under section 35.3 and supporting documents, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for limited partnerships or other persons filing declarations and other forms approved under section 35.3 electronically,
  - (i) to keep a properly executed version of them in paper or electronic format at,
    - (A) the limited partnership's principal place of business in Ontario, or
    - (B) the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) and stated in the power of attorney executed under subsection 25 (4), if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, and

- (ii) if required by notice from the Registrar, to provide a copy of the executed version to the Registrar within the time period set out in the notice;
- (h) if this Act specifies requirements respecting the signing of declarations or other documents filed with the Registrar, specifying and governing alternative requirements for their signing or providing that signing is not required;
- (i) establishing the time and circumstances when declarations and other documents and information are considered to be sent to or received by the Registrar, and the place where they are considered to have been sent or received;
- (j) establishing technology standards and requirements for filing declarations and other documents and information in electronic format with the Registrar and for paying fees in electronic format;
- (k) specifying a type of copy of a court order or other document issued by a court that may be filed with the Registrar;
- (l) respecting and governing the issuance of declarations and other documents by the Registrar, including rules respecting the issuance by electronic means;
- (m) governing the assignment of corporation numbers under section 1.1 of the *Business Names Act* for the purposes of this Act;
- (n) governing searches and search methods of records that are maintained by the Registrar for the purposes of this Act, pursuant to subsection 1.1 (4) of the *Business Names Act*.

#### **Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
  - (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

#### **Non-application of *Legislation Act, 2006***

- (3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Registrar under subsection (1).

#### **Conflict**

- (4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

**128 Subsections 165 (2) and (3) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.**

### **COMMENCEMENT**

#### **Commencement**

**129 (1) Subject to subsections (2) to (4), this Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.**

**(2) Subsection 1 (3), section 2, subsection 5 (1), sections 7, 8, 9, 10 and 16, subsections 19 (2) and (3) and 20 (2), section 32, subsections 35 (2) and 41 (3), sections 60 to 65, 87, 94, 95, 98, 102 and 106, subsection 117 (2) and section 128 come into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(3) Subsection 18 (2) comes into force on the 25th anniversary of the day subsection 3 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017* comes into force.**

**(4) Subsections 40 (2), 57 (2), 84 (2), 103 (2) and 126 (2) come into force on the third anniversary of the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**



**SCHEDULE 7  
MINISTRY OF GOVERNMENT AND CONSUMER SERVICES —  
CORPORATIONS ACT AND RELATED AMENDMENTS**

**CORPORATIONS ACT**

**1 (1) Section 1 of the *Corporations Act* is amended by adding the following definitions:**

“day” means a clear day; (“jour”)

“Director” means the Director appointed under section 278 of the *Business Corporations Act*; (“directeur”)

“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; (“signature électronique”)

**(2) The definition of “Minister” in section 1 of the Act is repealed and the following substituted:**

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

**(3) Section 1 of the Act is amended by adding the following definitions:**

“social company” means a company that has objects in whole or in part of a social nature; (“compagnie à caractère social”)

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(4) Section 1 of the Act is amended by adding the following subsection:**

**Interpretation re period of days**

(2) In this Act, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

**2 The Act is amended by adding the following section:**

**Execution of documents**

**1.1** Any letters patent, notice, resolution, requisition, statement or other document required or permitted to be executed by more than one person for the purposes of this Act may be executed in several documents of like form, each of which is executed by one or more persons, and such documents, when duly executed by all persons required or permitted to do so, as the case may be, are deemed to constitute one document for the purposes of this Act.

**3 (1) Section 2 of the Act is repealed and the following substituted:**

**Application of Act**

**2 (1)** This Act, except if it is otherwise expressly provided, applies to,

- (a) a social company that,
  - (i) was incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada,
  - (ii) was incorporated by or under a general or special Act of the Parliament of the late Province of Canada, that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends, and
  - (iii) was incorporated by or under a general or special Act of the Legislature; and
- (b) a corporation that is an insurer within the meaning of subsection 141 (1).

**Non-application of Act**

(2) This Act does not apply to,

- (a) a corporation to which the *Business Corporations Act*, the *Co-operative Corporations Act* or the *Not-for-Profit Corporations Act, 2010* applies; or
- (b) a corporation incorporated for the construction and working of a railway, an incline railway or a street railway.

**(2) Clause 2 (1) (a) of the Act, as enacted by subsection (1), is repealed and the following substituted:**

- (a) a social company that,
  - (i) was incorporated by or under a special Act of the Parliament of the late Province of Upper Canada,
  - (ii) was incorporated by or under a special Act of the Parliament of the late Province of Canada, that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends, or
  - (iii) was incorporated by or under a special Act of the Legislature; and

**4 (1) The Act is amended by adding the following section before Part I:**

**Continuance of social companies**

**2.1** (1) A social company that was incorporated or continued under this Act shall, no later than the fifth anniversary of the day subsection 4 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017* comes into force, apply, pursuant to a special resolution, to be continued,

- (a) as a corporation without share capital under the *Not-for-Profit Corporations Act, 2010*;
- (b) as a co-operative corporation under the *Co-operative Corporations Act*; or
- (c) as a corporation with share capital under the *Business Corporations Act*.

**Dissolution of company if not continued**

(2) If a company that is required by subsection (1) to be continued under another Act is not so continued by the fifth anniversary described in that subsection, the company is hereby dissolved on the day after that fifth anniversary.

**Saving, to apply for continuance**

(3) If a social company that was incorporated or continued under this Act was dissolved under subsection 317 (9) or a predecessor of that subsection before, on or after the day that the subsection 4 (1) described in subsection (1) comes into force, or if it is dissolved under subsection (2), the company is deemed to exist after its dissolution only for any of the following purposes:

1. To hold a meeting of the shareholders in order to pass a special resolution to authorize the filing of articles of continuance under one of the Acts listed in subsection (1).
2. To apply to the court under subsection (7).
3. To file articles of continuance under one of the Acts listed in subsection (1), not later than 20 years after the date of its dissolution.

**Approval of special resolution**

(4) If a company described in subsection (1) or (3) has more than one class of shareholders, each class must authorize the continuance by approving the special resolution under the applicable one of those subsections by a separate vote.

**Minister's consent not required**

(5) Despite any requirement under this or any other Act, the Minister's authorization or consent is not required for a company described in subsection (1) or (3) to apply to be continued as provided under those subsections.

**Letters patent not to be amended**

(6) A company described in subsection (1) shall not file supplementary letters patent under this Act to amend its letters patent in order to bring them into compliance with the Act under which the company applies to be continued under that subsection.

**Application to court to waive shareholder approval**

(7) If a company described in subsection (1) or (3) is unable to obtain a quorum, including a quorum for each class of shareholders, to approve the special resolution required by the applicable one of those subsections, the company may apply to the court for an order waiving the requirement for a special resolution.

**Same**

(8) The court may issue the order applied for under subsection (7) on the terms and conditions that the court considers appropriate in the circumstances if the court is satisfied that the company has made reasonable efforts to locate shareholders and to serve them with a notice of meeting.

**Revival of dissolved company**

(9) If a social company that was incorporated or continued under this Act was dissolved under subsection 317 (9) or a predecessor of that subsection before, on or after the day that the subsection 4 (1) described in subsection (1) comes into force or if it is dissolved under subsection (2), the company is revived on the date that a certificate of continuance is issued

under one of the Acts listed in subsection (1) but the company cannot be revived under this Act on or after the day that the subsection 4 (1) described in subsection (1) comes into force.

**Same**

(10) Upon revival, the company is deemed for all purposes to have never been dissolved, subject to any terms, conditions and limitations imposed under the Act under which the company is continued, and any rights acquired by any person during the period of dissolution.

**Act ceases to apply**

(11) This Act ceases to apply to a company described in subsection (1) or (3) upon its being continued under another Act.

**(2) Section 2.1 of the Act, as enacted by subsection (1), is repealed.**

**5 The Act is amended by adding the following sections before Part I:**

**Delegation**

**2.2** (1) The Minister may delegate in writing any or all of his or her duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Same, by Director**

(2) The Director may delegate in writing any or all of his or her duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Agreements with authorized persons**

**2.3** (1) In this section,

“business filing services” includes any of the duties and powers of the Minister or the Director and related services.

**Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

**Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation made under this Act provides otherwise.

**Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the power of the Minister or the Director to delegate any duties or powers under subsection 2.2 (1) or (2), as the case may be.

**No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

**Deemed date of receipt by Minister**

(7) Applications for letters patent or supplementary letters patent and any other applications, documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive applications for letters patent or supplementary letters patent and any other applications, documents and information on behalf of the Minister, are deemed to be received by the Minister on the date that they are received by the authorized person or entity.

**Agreements for use, etc., of records and information**

(8) The Minister or the Director, or a person designated by the Minister or the Director, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Property of Crown**

**2.4** The records and information filed with and maintained by the Minister under this Act are the property of the Crown.

**Signature required on letters patent, certificate, etc.**

**2.5** (1) If the Minister issues letters patent, supplementary letters patent, an order or a certificate as to any fact, or certifies true copies of a document, the letters patent, supplementary letters patent, order, certificate or certified copy must be signed by the Minister, by the Director or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

**Evidence**

(2) Letters patent, supplementary letters patent, an order, a certificate or a certified copy referred to in subsection (1), when introduced as evidence in any civil, criminal, administrative, investigative or other action or proceeding, are, in the absence of evidence to the contrary, proof of the facts so certified without personal appearance to prove the signature or official position of the person appearing to have signed the letters patent, supplementary letters patent, order, certificate or certified copy.

**Reproduction of signature**

(3) For the purposes of this section, any signature of the Minister, the Director or a public servant may be printed or otherwise mechanically or electronically reproduced.

**6 Section 3 of the Act is repealed.**

**7 Subsection 4 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**8 Subsection 5 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**9 The Act is amended by adding the following sections:****Filing by fax**

**5.1** Despite any regulations made under section 326.1, applications for letters patent or supplementary letters patent and any other applications, documents and information may be filed by fax only with the Director’s consent.

**Electronic version prevails**

**5.2** (1) If an application for letters patent, supplementary letters patent, an order or an authorization is filed with the Minister in an electronic format and there is a conflict between the electronic version and any other version of the letters patent, supplementary letters patent, order or authorization, the electronic version of the letters patent, supplementary letters patent, order or authorization issued under this Act and recorded in an electronic system maintained under section 6, or a printed copy of the electronic version, prevails over any other version of the document that may exist, regardless of whether the other version of the document has been executed in accordance with this Act, the regulations and the Director’s requirements.

**Same, prescribed documents**

(2) If a prescribed document is filed in an electronic format and there is a conflict between the electronic version and any other version of the document, the electronic version of the document recorded in an electronic system maintained under section 6, or a printed copy of the electronic version, prevails over any other version of the document that may exist, regardless of whether the other version of the document has been executed in accordance with this Act, the regulations and the Director’s requirements.

**10 Section 6 of the Act is repealed and the following substituted:****Form of Minister’s records**

**6** (1) Records required by this Act to be prepared and maintained by the Minister may be in paper form, in electronic form or in photographic film form, or may be entered or recorded by any system of mechanical or electronic data processing or information storage that is capable of reproducing required information in an accurate and intelligible form within a reasonable time.

**Admission as evidence**

(2) If records maintained by the Minister are prepared and maintained other than in written form,

- (a) the Minister shall give any copy required to be given under this Act in intelligible written form; and
- (b) a report reproduced from those records that purports to be certified by the Minister, by the Director or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations is, without proof of the office or signature of the person appearing to have signed the certificate or certified copy, admissible in evidence.

**Copy in lieu of document**

(3) The Minister is not required to produce the original of any document if a copy of the document is given in compliance with clause (2) (a).

### **Inability to receive filings in electronic system**

(4) Despite any regulation made under clause 326.1 (1) (d), if the Director is of the opinion that it is not possible, for any reason, to receive applications for letters patent or supplementary letters patent and any other applications, documents and information in an electronic format in an electronic system maintained under this section, the Director may require that they be filed in paper format alone in accordance with the Director's requirements, if any, or in another electronic format approved by the Director.

### **Same, retaining filings and requests until system is operational**

(5) If the Director is of the opinion that it is not possible, for any reason, to issue letters patent, supplementary letters patent, applications or other documents using an electronic system maintained under this section, or for searches to be made of that system, the Minister or Director, as the case may be, may retain applications for letters patent or supplementary letters patent, other applications and documents and search requests that have been filed until it is possible for the documents to be issued in accordance with this Act, the regulations and the Director's requirements, if any, and for searches to be made.

### **Search**

**6.1** A person who has paid the required fee is entitled, using any search method approved by the Director, to search and obtain copies of any document required by this Act, the regulations or the Director to be sent to the Minister.

### **11 Section 8 of the Act is repealed and the following substituted:**

#### **Evidence under oath**

**8** The Minister, the Director or any public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations to whom an application is referred, or a person to whom an application is referred under an agreement made under section 2.3, may take evidence under oath with respect to the application.

### **12 Section 9 of the Act is amended by striking out "Lieutenant Governor" and substituting "Minister".**

**13 The French version of section 10 of the Act is amended by striking out "d'un décret" and substituting "d'un arrêté".**

### **14 Subsection 12 (2) of the Act is repealed and the following substituted:**

#### **Date of letters patent, etc.**

(2) Letters patent, supplementary letters patent, orders and authorizations issued under this Act or a predecessor of this Act must be dated as of,

- (a) the day the Minister receives,
  - (i) the application for them that is in the approved form or in the prescribed or required electronic format and that is completed in accordance with this Act,
  - (ii) all other required documents executed in accordance with this Act, the regulations and the Director's requirements,
  - (iii) all other required information, and
  - (iv) the required fee; or
- (b) any later date that is acceptable to the Director and specified by the person who submitted the application for them or by the court.

#### **Effective date of letters patent, etc.**

(3) Letters patent, supplementary letters patent or an order or an authorization issued under this Act or a predecessor of this Act are effective on the date shown on the issued document even if any action required to be taken by the Minister under this Act with respect to the issuance and filing or recording of the document by the Minister is taken at a later date.

### **15 The Act is amended by adding the following section:**

#### **Issue of letters patent, etc.**

**12.1** Unless otherwise provided in this Act, the regulations made under this Act or the Director's requirements, upon receipt of an application for letters patent, supplementary letters patent, an order or an authorization that is in the approved form or in the prescribed or required electronic format and that is completed in accordance with this Act, any other required documents and information and the required fee, the Minister may, subject to his or her discretion under this Act and subject to subsection 12 (2),

- (a) issue letters patent, supplementary letters patent, an order or an authorization, as the case may be, with a certificate setting out the day, month and year of issuance and the corporation number;
- (b) file the letters patent, supplementary letters patent, order or authorization issued with a certificate in the records maintained under section 6; and

- (c) send or otherwise make available to the corporation or its representative a copy of the issued letters patent, supplementary letters patent, order or authorization, as the case may be, in a form approved by the Director.

**16 Subsection 13 (4) of the Act is repealed and the following substituted:**

**Copy of order to be filed**

- (4) Within 10 days after an order is made under subsection (3), the corporation shall file with the Minister a copy of the order certified under the seal of the court, a notarial copy of the certified copy or any other type of copy permitted by the Director.

**17 Subsection 16 (3) of the Act is repealed and the following substituted:**

**Surrender of documents**

- (3) If requested by the Minister, the corporation shall surrender the letters patent or supplementary letters patent being corrected within the time period specified by the Minister.

**18 Section 17 of the Act is repealed and the following substituted:**

**Incorporation**

- 17 A company may be incorporated under this Part only if Part V would apply to the company.

**19 Subsection 18 (1) of the Act is amended by striking out “Lieutenant Governor” in the portion before paragraph 1 and substituting “Minister”.**

**20 Subsection 29 (5) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**21 (1) Subsection 34 (1) of the Act is amended by striking out “Lieutenant Governor” in the portion before clause (a) and substituting “Minister”.**

**(2) Clauses 34 (1) (m), (n) and (q) of the Act are repealed.**

**(3) Section 34 of the Act is amended by adding the following subsection:**

**Application of clauses (1) (l), (o), (p)**

- (10) Clauses (1) (l), (o) and (p) apply only in respect of an insurer within the meaning of subsection 141 (1).

**22 Subsection 61 (1) of the Act is repealed and the following substituted:**

**Copy to be filed**

- (1) A copy certified by an officer of the company to be a true copy, or any other type of copy permitted by the Director of any charge, mortgage or other instrument of hypothecation or pledge made by the company to secure its securities, must be filed forthwith with the Minister.

**23 Clause 93 (1) (a) of the Act is repealed and the following substituted:**

- (a) notice of the time and place for holding a meeting of the shareholders shall, unless all the shareholders entitled to notice of the meeting have waived in writing such notice, be given in writing 10 days or more before the date of the meeting to each shareholder entitled to notice of the meeting;
- (a.1) if notice under clause (a) is given by mail, it shall be sent by prepaid mail to the shareholder’s last address as shown on the company’s books;

**24 Subsection 94 (6) of the Act is repealed and the following substituted:**

**Appointment by court**

- (6) If, for any reason, no auditor is appointed, the court may, on the application of a shareholder, appoint one or more auditors for that year and fix the remuneration to be paid by the company for the services of the auditor or auditors.

**25 Section 112 of the Act is amended by adding the following subsection:**

**Notice to Minister**

- (6) An applicant under this section shall give the Minister notice of the application, and the Minister is entitled to appear before the court and be heard in person or by counsel.

**26 Subsection 113 (4) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**27 Section 117 of the Act is repealed.**

**28 (1) The Act is amended by adding the following section:**

## **Conflicts**

### **Other Acts and regulations prevail**

**117.1** (1) If there is a conflict between a provision that applies to a corporation in this Act or in a regulation made under it and a provision that applies to the corporation in any other Act or regulation, the provision in the other Act or regulation prevails.

### **Charities law prevails**

(2) If a provision in this Act or in a regulation made under it that applies to a corporation, the objects of which are exclusively for charitable purposes, conflicts with a law relating to charities, the law relating to charities prevails, regardless of whether it is a provision in another Act or regulation or a rule or principle of common law or equity.

### **Inconsistent with intent or purpose**

(3) A provision in this Act or in a regulation made under it does not apply to a corporation to the extent that it is inconsistent with the intent or purpose of another Act or regulation that applies to the corporation.

### **Non-application of this section**

(4) This section does not apply to a corporation to which Part V applies.

**(2) Section 117.1 of the Act, as enacted by subsection (1), is repealed.**

**29 Section 118 of the Act is repealed and the following substituted:**

#### **Incorporation**

**118** A corporation may be incorporated under this Part only if Part V would apply to the corporation.

**30 Subsection 119 (1) of the Act is amended by striking out “Lieutenant Governor” in the portion before paragraph 1 and substituting “Minister”.**

**31 (1) The Act is amended by adding the following section:**

#### **Members’ meetings**

**125.1** (1) Unless the by-laws of a corporation provide otherwise, a meeting of the members may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

### **Non-application of this section**

(2) This section does not apply to a corporation to which Part V applies.

**(2) Section 125.1 of the Act, as enacted by subsection (1), is repealed.**

**32 Section 126 of the Act is repealed.**

**33 (1) The Act is amended by adding the following section:**

#### **Capacity and powers, etc.**

**126.1** (1) A corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

#### **Capacity to act outside Ontario**

(2) A corporation has the capacity to carry on its activities, conduct its affairs and exercise its powers in a jurisdiction outside Ontario to the extent that the laws of that jurisdiction permit.

#### **By-law not required to confer power**

(3) It is not necessary for a by-law to be passed in order to confer any particular power on a corporation or its directors.

#### **Restricted activities and powers**

(4) A corporation shall not carry on any activity or exercise any power that it is restricted from carrying on or exercising by its Act or other instrument of incorporation (which, for greater certainty, would include an instrument amending that instrument), nor shall the corporation exercise any of its powers in a manner contrary to its Act or other instrument of incorporation.

#### **Act not invalid if contrary to instrument of incorporation, etc.**

(5) No act of a corporation, including any transfer of property to or by a corporation, is invalid by reason only that the act is contrary to its Act or other instrument of incorporation (which, for greater certainty, would include an instrument amending that instrument), its by-laws or this Act.

### **Non-application of this section**

(6) This section does not apply to a corporation to which Part V applies.

**Non-application of other provisions**

(7) If this section applies to a corporation,

- (a) clauses 23 (1) (a) to (p) and (s) to (v), subsection 23 (2) and section 59 do not apply to the corporation, despite subsection 133 (1); and
- (b) sections 274 and 275 do not apply to the corporation.

**(2) Section 126.1 of the Act, as enacted by subsection (1), is repealed.**

**34 (1) The Act is amended by adding the following section:**

**Extraordinary sale, lease or exchange**

**126.2** (1) A corporation may sell, lease, exchange or dispose of the undertaking of the corporation or any part of such undertaking as an entirety or substantially as an entirety, for such consideration as the corporation thinks fit, if authorized to do so by a special resolution.

**Non-application of this section**

(2) This section does not apply to a corporation to which Part V applies.

**(2) Section 126.2 of the Act, as enacted by subsection (1), is repealed.**

**35 (1) The Act is amended by adding the following section:**

**Contract prior to corporate existence****Person who enters contract is bound**

**126.3** (1) Except as otherwise provided in this section, a person who enters into a contract in the name of or on behalf of a corporation before it comes into existence is personally bound by the contract and is entitled to the benefits under the contract.

**Adoption of contract by corporation**

(2) Within a reasonable time after it comes into existence, a corporation may, by any action or conduct signifying its intention to be bound, adopt a contract made in its name or on its behalf before it came into existence, and upon such adoption,

- (a) the corporation is bound by the contract and is entitled to the benefits under the contract as if the corporation had been in existence at the date of the contract and had been a party to it; and
- (b) a person who purported to act in the name of or on behalf of the corporation ceases to be bound by or entitled to the benefits under the contract, subject to subsection (3).

**Determination of respective liabilities by court**

(3) Subject to subsection (4), whether or not a corporation adopts a contract made before the corporation came into existence, a party to the contract may apply to the court for an order fixing obligations under the contract as joint or joint and several or apportioning liability between the corporation and the person who purported to act in the name of or on behalf of the corporation, and upon such application, the court may make any order it thinks fit.

**Exception**

(4) If expressly so provided in the contract, a person who purported to act in the name of or on behalf of the corporation before it came into existence is not in any event bound by the contract or entitled to the benefits under it.

**Right to amend, assign or terminate contract**

(5) Until a corporation adopts a contract made before it came into existence, a person who entered into the contract in the name of or on behalf of the corporation may assign, amend or terminate the contract, subject to the terms of the contract.

**Non-application of this section**

(6) This section does not apply to a corporation to which Part V applies.

**Definition**

(7) In this section,

“contract” includes an oral contract.

**(2) Section 126.3 of the Act, as enacted by subsection (1), is repealed.**

**36 (1) The Act is amended by adding the following section:**



## **Duties of directors and officers**

### **Standard of care**

**127.1** (1) Every director and officer, in exercising his or her powers and discharging his or her duties to the corporation, shall,

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Duty to comply with Act, etc.**

(2) Every director and officer shall comply with,

- (a) this Act and the regulations made under it; and
- (b) the Act or other instrument of incorporation of the corporation (which, for greater certainty, would include an instrument amending that instrument) and the by-laws of the corporation.

### **Cannot contract out of statutory duty**

(3) None of the following relieves a director or an officer of a corporation from the duty to act in accordance with this Act and the regulations made under it or relieves him or her from liability for a breach of this Act or those regulations:

1. A provision in a contract.
2. A provision in the Act or other instrument of incorporation of the corporation (which, for greater certainty, would include an instrument amending that instrument).
3. A provision in the by-laws.
4. A provision in a resolution.

### **Non-application of this section**

(4) This section does not apply to a corporation to which Part V applies.

**(2) Section 127.1 of the Act, as enacted by subsection (1), is repealed.**

**37 (1) The Act is amended by adding the following section:**

#### **Removal of directors**

**127.2** (1) The members of a corporation may, by a resolution passed by a majority of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove from office any director or directors, except persons who are directors by virtue of their office.

#### **Director elected by group of members**

(2) A director elected by a group of members that has an exclusive right to elect the director may be removed only by a resolution passed by a majority of the votes cast by the members of that group at a general meeting, of which notice specifying the intention to pass such resolution has been given.

#### **Filling vacancy created by removal of director**

(3) A vacancy created by the removal of a director may be filled for the remainder of the term at the members' meeting at which the director is removed or under subsection 288 (2), (3) or (4), as applicable.

#### **Prior letters patent, by-laws, etc.**

(4) This section does not affect the operation of any provision respecting the removal of directors in,

- (a) letters patent or supplementary letters patent of a corporation issued before the day subsection 37 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017* comes into force; or
- (b) by-laws of a corporation passed before the day subsection 37 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017* comes into force.

### **Non-application of this section**

(5) This section does not apply to a corporation to which Part V applies.

### **Non-application of s. 67**

(6) Despite subsection 133 (1), section 67 does not apply to a corporation to which this Part applies but to which Part V does not apply.

**(2) Section 127.2 of the Act, as enacted by subsection (1), is repealed.**

**38 (1) The Act is amended by adding the following section:**

### **Exemption from annual audit**

**130.1** (1) Members of a corporation may pass an extraordinary resolution to not appoint an auditor and to not have an audit in respect of the corporation's financial year if the corporation had annual revenue in that financial year of no more than \$100,000 or such other amount as may be prescribed by the regulations made under this Act.

### **Validity of resolution**

(2) An extraordinary resolution passed under this section is valid until the next annual meeting of the members.

### **Non-application of this section**

(3) This section does not apply to a corporation to which Part V applies.

### **Non-application of s. 96.1**

(4) If this section applies to a corporation, section 96.1 does not apply to the corporation, despite subsection 133 (1).

### **Definition**

(5) In this section,

“extraordinary resolution” means a resolution that is,

- (a) passed by at least 80 per cent of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, or
- (b) consented to in writing by each member of the corporation entitled to vote at a general meeting of the members or by the member's attorney.

(2) **Section 130.1 of the Act, as enacted by subsection (1), is repealed.**

**39 Subsection 131 (1) of the Act is amended by striking out “Lieutenant Governor” in the portion before clause (a) and substituting “Minister”.**

**40 Subsections 133 (2) and (2.2) of the Act are repealed.**

**41 Part IV (sections 134 to 139) of the Act is repealed.**

**42 Subsection 144 (2) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**43 Subsection 147 (2) of the Act is amended by striking out “Lieutenant Governor in Council” and substituting “Superintendent”.**

**44 (1) Subsection 149 (10) of the Act is amended by striking out “shall produce to” in the portion before clause (a) and substituting “shall file with”.**

(2) **Subsection 149 (11) of the Act is amended by striking out “be produced to” and substituting “be filed with”.**

**45 (1) Subsection 153 (1) of the Act is amended by striking out “Lieutenant Governor in Council” and substituting “Minister”.**

(2) **Subsection 153 (4) of the Act is amended by striking out “shall produce to” in the portion before clause (a) and substituting “shall file with”.**

**46 (1) Subsection 154 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

(2) **Subsection 154 (5) of the Act is amended by striking out “shall produce to” in the portion before clause (a) and substituting “shall file with”.**

**47 (1) Clause 161 (1) (a) of the Act is amended by striking out “sent by mail” at the beginning and substituting “given in writing”.**

(2) **Clause 161 (7) (a) of the Act is amended by striking out “sent by mail” at the beginning and substituting “given in writing”.**

**48 (1) Subsection 176 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

(2) **Subsection 176 (4) of the Act is repealed and the following substituted:**

### **Other documents**

(4) The application shall be accompanied by,

- (a) a copy certified by an officer of the fraternal society to be a true copy or any other type of copy permitted by the Director of the original membership book or list containing the signatures duly certified of at least 75 persons who thereby agree to become members of the fraternal society if and when incorporated;
- (b) a copy of the proposed by-laws of the fraternal society; and

(c) evidence that the approval of the Superintendent to the proposed by-laws and rules has been obtained.

**49 Subsection 178 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**50 Subsection 185 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**51 Subsection 194 (1) of the Act is amended by striking out “or where there is filed in the office of the Minister” and substituting “or where there is filed with the Minister”.**

**52 Section 229 of the Act is repealed.**

**53 Subsection 231 (1) of the Act is amended by striking out “and be published in *The Ontario Gazette*”.**

**54 Subsection 266 (5) of the Act is repealed and the following substituted:**

**Copy of extension order to be filed**

(5) The person on whose application the order was made shall file with the Minister, within 10 days after the order was made, a copy of the order certified under the seal of the court, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**55 Subsection 267 (2) of the Act is repealed and the following substituted:**

**Copy of dissolution order to be filed**

(2) The person on whose application the order was made shall file with the Minister, within 10 days after the order was made, a copy of the order certified under the seal of the court, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**56 Section 272 of the Act is repealed.**

**57 (1) Subsection 283 (5) of the Act is amended by striking out “Subject to subsection (6)” at the beginning.**

**(2) Subsection 283 (6) of the Act is repealed.**

**58 (1) Subsection 286 (3) of the Act is amended by striking out “or” at the end of clause (b), by adding “or” at the end of clause (c) and by adding the following clause:**

(d) is a corporation to which Part III applies but to which Part V does not apply.

**(2) Subsection 286 (3) of the Act, as amended by subsection (1), is repealed and the following substituted:**

**Exception, insurers**

(3) A corporation may, by by-law, provide that a person may, with his or her consent in writing, be a director of the corporation even though the person is not a shareholder or member of the corporation if the corporation is an insurer to which Part V applies, other than a pension fund or employees’ mutual benefit society.

**59 (1) Section 288 of the Act is amended by adding the following subsection:**

**Application to court**

(4) If a corporation to which Part III applies but to which Part V does not apply has neither directors nor members, the court may, on the application of an interested party, make an order appointing the required number of directors, as provided for in,

(a) the Act or other instrument of incorporation of the corporation (which, for greater certainty, would include an instrument amending that instrument); or

(b) a special resolution referred to in subsection 285 (1).

**(2) Subsection 288 (4) of the Act, as enacted by subsection (1), is repealed.**

**60 Subsection 296 (2) of the Act is amended by striking out “by sending a copy thereof” and substituting “by sending it in writing”.**

**61 Subsection 304 (5) of the Act is repealed and the following substituted:**

**Rescission of orders made under former subs. (3)**

(5) The Minister may, by order, upon the terms that the Minister sees fit, rescind any order made under subsection (3), as it read on February 28, 1999, or any order made under a predecessor of that subsection.

**62 Subsection 311 (3) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**63 (1) Subsection 312 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**(2) Subsection 312 (2) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**(3) Subsection 312 (3) of the Act is repealed and the following substituted:**

### **Transfer of foreign corporations**

(3) A corporation incorporated or continued under the laws of any jurisdiction other than Ontario may, if it appears to the Minister to be authorized by the laws of the jurisdiction in which it was incorporated or continued, apply to the Minister for letters patent continuing it as if it had been incorporated under this Act, and the Minister may issue the letters patent on application supported by the material that appears satisfactory and the letters patent may be issued on the terms and subject to the limitations and conditions and contain the provisions that appear to the Minister to be fit and proper.

**64 (1) Subsection 313 (1) of the Act is amended by striking out “in Canada”.**

**(2) Subsection 313 (1) of the Act is amended by adding “or a company referred to in section 2.1” after “other than an insurance company”.**

**(3) Subsection 313 (1) of the Act, as amended by subsection (2), is amended by striking out “or a company referred to in section 2.1” after “other than an insurance company”.**

**(4) Section 313 of the Act is amended by adding the following subsection:**

#### **Limitation, rights preserved**

(1.0.1) A corporation to which Part III applies but to which Part V does not apply shall not apply under subsection (1) for an instrument of continuation continuing the corporation as if it had been incorporated under the laws of another jurisdiction, unless those laws provide in effect that,

- (a) the corporation’s property continues as its property;
- (b) the corporation continues to be liable for its obligations;
- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) the corporation may continue to prosecute a civil, criminal or administrative action or proceeding being prosecuted by or against it; and
- (e) a conviction, ruling, order or judgment against the corporation may be enforced against it and a ruling, order or judgment in favour of the corporation may be enforced by it.

**(5) Subsection 313 (1.0.1) of the Act, as enacted by subsection (4), is repealed.**

**(6) Subsection 313 (2) of the Act is repealed and the following substituted:**

#### **Notice**

(2) A corporation that applies under subsection (1) or (1.1) shall file with the Minister a notice of the issue of the instrument of continuation and on and after the date of the filing of the instrument, this Act ceases to apply to the corporation.

#### **Equivalent of filing**

(3) If the proper officer of the other jurisdiction notifies the Minister that it has issued an instrument of continuation to a corporation that has applied under subsection (1) or (1.1), the Minister may, if the Minister is of the opinion that it is appropriate to do so and is satisfied that the corporation has satisfied the requirements of this section, notify the corporation that it is deemed to have complied with subsection (2).

**65 Subsection 313.1 (2) of the Act is repealed.**

**66 (1) Subsection 315 (1) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**(2) Subsection 315 (3) of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**67 Section 316 of the Act is amended by striking out “Lieutenant Governor” in the portion after clause (b) and substituting “Minister”.**

**68 (1) Subsection 317 (1) of the Act is repealed and the following substituted:**

#### **Cancellation for sufficient cause**

(1) If sufficient cause is shown to the Minister, despite the imposition of any other penalty for the same cause and in addition to any rights the Minister may have under this or any other Act, the Minister may, by order, after giving the corporation an opportunity to be heard and upon the terms and conditions that the Minister considers fit,

- (a) cancel the letters patent of a corporation and declare it to be dissolved on the date fixed in the order;
- (b) declare the corporate existence of a corporation incorporated otherwise than by letters patent to be terminated and the corporation to be dissolved on the date fixed in the order;
- (c) cancel any supplementary letters patent issued to a corporation and declare that the matter that became effective upon the issuance of the supplementary letters patent ceases to be in effect from the date fixed in the order;

- (d) cancel any letters patent of amalgamation or letters patent of continuation of a corporation and declare that the amalgamation or continuation ceases to be in effect from the date fixed in the order;
- (e) cancel an order reviving a corporation made under subsection (10) and declare that the revival order ceases to be in effect from the date fixed in the order made under this subsection;
- (f) cancel a dissolution order made under subsection 319 (2) and declare that the dissolution order ceases to be in effect from the date fixed in the order made under this subsection; or
- (g) cancel a termination order made under section 320 and declare that the termination order ceases to be in effect from the date fixed in the order made under this subsection.

**(2) The French version of subsection 317 (6) of the Act is amended by striking out “de tout décret” and substituting “de tout arrêté”.**

**(3) Subsection 317 (9) of the Act is amended by striking out the portion before clause (a) and substituting the following:**

**Dissolution order**

(9) If it appears that a corporation is in default of a filing requirement under the *Corporations Information Act* and that notice of such default has been given in accordance with section 324 to the corporation or by publication under section 326.8, the Minister may by order, after 90 days after the notice has been given,

**(4) Section 317 of the Act is amended by adding the following subsections:**

**Same**

- (10.1) The Minister may make an order revoking a dissolution order made under subsection (9) if,
- (a) there was no authority to make the dissolution order;
  - (b) there was an error in respect of the dissolution order; or
  - (c) the prescribed circumstances exist.

**Effect of order under subs. (10.1)**

- (12.1) If an order is made under subsection (10.1),
- (a) the order is effective as of the date of the dissolution order; and
  - (b) the corporation is deemed for all purposes never to have been dissolved, subject to the rights, if any, acquired by any person during the period of dissolution.

**(5) Subsection 317 (14) of the Act is amended by adding “except a company referred to in section 2.1” after “or a predecessor of it” in the portion before clause (a).**

**(6) Subsection 317 (14) of the Act, as amended by subsection (5), is amended by striking out “except a company referred to in section 2.1” after “or a predecessor of it” in the portion before clause (a).**

**69 (1) Subsection 319 (1) of the Act is amended by striking out “Lieutenant Governor” in the portion before clause (a) and substituting “Minister”.**

**(2) Subsection 319 (2) of the Act is repealed and the following substituted:**

**Acceptance of surrender and dissolution of corporation**

(2) The Minister, upon due compliance with this section, may by order accept the surrender of the charter and declare the corporation to be dissolved on such date as the order may fix.

**(3) Subsection 319 (2.1) of the Act is amended by striking out “Lieutenant Governor” wherever that expression appears and substituting in each case “Minister”.**

**70 Section 320 of the Act is amended by striking out “Lieutenant Governor” and substituting “Minister”.**

**71 (1) Subsection 324 (3) of the Act is amended by striking out “the Lieutenant Governor or”.**

**(2) Subsection 324 (4) of the Act is repealed and the following substituted:**

**Same**

(4) A notice or other document referred to in subsection (3) may be sent by telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**(3) Subsection 324 (5) of the Act is amended by striking out “Lieutenant Governor or” in the portion before clause (a).**

**(4) Clause 324 (6) (b) of the Act is amended by striking out “Lieutenant Governor or”.**

**72 (1) Subsection (2) applies only if subsection (5) does not come into force before the day this subsection comes into force.**

**(2) Section 326.1 of the Act is amended by adding the following subsection:**

**Same**

(1.1) The Minister may make regulations prescribing an amount for the purposes of subsection 130.1 (1).

**(3) Subsection (4) applies only if subsection (5) does not come into force before the day this subsection comes into force.**

**(4) Subsection 326.1 (1.1) of the Act, as enacted by subsection (2), is repealed.**

**(5) Section 326.1 of the Act is repealed and the following substituted:**

**Minister’s regulations and orders**

**Regulations**

**326.1** (1) The Minister may make regulations,

- (a) prescribing or governing anything described in this Act as prescribed or done by or in accordance with the regulations;
- (b) respecting and governing the content, form, format and filing of applications for letters patent or supplementary letters patent, other applications, documents and information filed with or issued by the Minister and the form, format and payment of fees;
- (c) respecting and governing the manner of completion, submission and acceptance of applications for letters patent or supplementary letters patent, other applications, documents and information filed with the Minister, the payment of fees and the determination of the date of receipt;
- (d) designating applications for letters patent or supplementary letters patent, other applications, documents and information to be filed with the Minister,
  - (i) in paper or electronic format,
  - (ii) in electronic format alone, or
  - (iii) in paper format alone;
- (e) subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support applications for letters patent or supplementary letters patent, other applications and other forms approved under section 326.6 and specifying, for each of the formats designated under clause (d),
  - (i) the documents and information that must be filed with the Minister, together with applications for letters patent or supplementary letters patent, other applications and other forms approved under section 326.6, and
  - (ii) the documents and information that must be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, and subject to any terms and conditions imposed by the Director, that must be filed with the Minister or given to any other person specified in the notice;
- (f) permitting the Director, subject to any terms and conditions imposed by the Director, for each of the formats designated under clause (d),
  - (i) to require that a document or information prescribed under subclause (e) (i) be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Minister or given to any other person specified in the notice,
  - (ii) to require that a document or information prescribed under subclause (e) (ii) be filed with the Minister, together with applications for letters patent or supplementary letters patent, other applications and other forms approved under section 326.6, and
  - (iii) to require that a document required by this Act to be filed with the Minister be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Minister or given to any other person specified in the notice;
- (g) governing the terms and conditions that the Director may impose pursuant to a regulation made under subclause (e) (ii) or clause (f);

- (h) respecting and governing the issuance of letters patent, supplementary letters patent, orders, certificates, authorizations and other documents by the Minister, including rules respecting the issuance by electronic means;
- (i) governing the assignment of corporation numbers under section 326.5;
- (j) governing the retention and destruction of letters patent, supplementary letters patent, applications and other documents and information filed under this Act, including the form and format in which they must be retained;
- (k) prescribing duties and powers of the Director in addition to those set out in this Act;
- (l) designating public servants employed under Part III of the *Public Service of Ontario Act, 2006*, or classes of them, for the purposes of section 8 of this Act and for the purposes of issuing letters patent, supplementary letters patent, orders or certificates as to any fact or certifying true copies of documents required or authorized under this Act;
- (m) providing that a person or entity that enters into an agreement under subsection 2.3 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
- (n) defining any word or expression used in this Act that has not already been expressly defined in this Act;
- (o) prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
- (p) providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*.

#### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

#### **Fees**

(3) The Minister may, by order, require the payment of fees for the filing of letters patent, supplementary letters patent and other documents, search reports, copies of documents or information or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any those fees.

#### **Non-application of *Legislation Act, 2006***

(4) Part III (Regulations) of the *Legislation Act, 2006* does not apply to an order made by the Minister under subsection (3).

**(6) Clause 326.1 (1) (p) of the Act, as enacted by subsection (5), is repealed.**

#### **73 The Act is amended by adding the following sections:**

##### **Methods of issuing**

**326.2** The Minister may issue letters patent, supplementary letters patent, authorizations, orders, certificates, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the issuance.

##### **Requirements established by Director**

**326.3** (1) The Director may establish requirements,

- (a) respecting and governing the content, form, format and filing of applications for letters patent or supplementary letters patent, other applications, documents and information filed with or issued by the Minister and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of applications for letters patent or supplementary letters patent, other applications, documents and information filed with the Minister, the payment of fees and the determination of the date of receipt;
- (c) specifying that applications for letters patent or supplementary letters patent, other applications, documents and information may be filed and fees may be paid only by a person authorized by the Director or who belongs to a class of persons authorized by the Director;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of applications, documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Director or a person designated by the Director governing the filing of applications, documents and information;
- (e) specifying whether and which applications for letters patent or supplementary letters patent, other applications and forms approved under section 326.6 and supporting documents must be signed, specifying requirements respecting

their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;

- (f) specifying and governing methods of executing applications for letters patent or supplementary letters patent and other applications and forms approved under section 326.6 and supporting documents, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for corporations filing letters patent, supplementary letters patent, other applications and forms approved under section 326.6 electronically to keep a properly executed version of them at the head office in paper or electronic format and, if required by notice from the Director, to provide a copy of the executed version to the Minister within the time period set out in the notice;
- (h) establishing the time and circumstances when applications for letters patent or supplementary letters patent, other applications, documents and information are considered to be sent to or received by the Minister, and the place where they are considered to have been sent or received;
- (i) establishing technology standards and requirements for filing applications for letters patent or supplementary letters patent and other applications, documents and information in electronic format with the Minister and for paying fees in electronic format;
- (j) specifying a type of copy of a court order or other document issued by the court that may be filed with the Minister;
- (k) specifying a type of copy of a document required under this Act to be filed with the Minister that may be filed in place of the types of copies permitted to be filed under this Act;
- (l) respecting and governing the issuance of letters patent, supplementary letters patent, orders, certificates, authorizations and other documents by the Minister, including rules respecting the issuance by electronic means;
- (m) governing the assignment of corporation numbers under section 326.5;
- (n) governing searches and search methods of records for the purpose of section 6.1.

#### **Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
  - (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

#### **Non-application of *Legislation Act, 2006***

- (3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

#### **Conflict**

- (4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

#### **Accepting copy of notice or other document**

**326.4** (1) If a notice or other document is required to be sent to the Minister under this Act, the Minister may accept a copy of it, including an electronic copy.

#### **Exception**

- (2) Unless otherwise provided in the regulations, subsection (1) does not apply to applications for letters patent or supplementary letters patent or other applications filed in paper format.

#### **Corporation number**

**326.5** (1) Every corporation shall be assigned a number by the Director and the number shall be specified as the corporation number in the letters patent, supplementary letters patent and in any other document relating to the corporation issued by the Minister.

#### **Same**

- (2) If, through inadvertence or otherwise, the Director has assigned to a corporation a corporation number that is the same as the corporation number of any other corporation previously assigned, the Director may, without holding a hearing, change the corporation number assigned to the corporation and any letters patent, supplementary letters patent or orders subsequently issued under this Act must bear its new corporation number.



### **Reissue of letters patent of incorporation or amalgamation**

(3) If a new corporation number is assigned to a corporation under subsection (2), the Director may reissue the letters patent of incorporation or amalgamation, whichever was most recently issued to the corporation, and the reissued letters patent must bear the new corporation number.

### **Same**

(4) If, for any reason, letters patent, supplementary letters patent or any other document has been issued that sets out the corporation number incorrectly, the Director may, without holding a hearing, substitute a corrected letters patent, supplementary letters patent or other document that bears the date of the letters patent, supplementary letters patent or other document that it replaces.

### **Assignment of corporation numbers to existing corporations**

(5) The Director may assign a corporation number to a corporation that has not already been assigned a corporation number if the Director is of the opinion that it is appropriate to do so.

### **Forms**

**326.6** (1) The Director may require that forms approved by the Director be used for any purpose under this Act.

### **Non-application of *Legislation Act, 2006***

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

### **Refusal to issue letters patent, etc. if corporation in default**

**326.7** Despite any provision of this Act permitting the Minister to issue letters patent, supplementary letters patent or an order, the Minister may refuse to do so if a corporation is in default of a filing requirement under the *Corporations Information Act* or of a registration requirement under the *Business Names Act* or has any unpaid fees or penalties outstanding under this Act, the *Corporations Information Act* or the *Business Names Act*.

### **Documents may be publicly available**

**326.8** The Minister may publish or otherwise make available to the public,

- (a) any notices or other documents sent by the Minister under this Act; and
- (b) any documents required by this Act, the regulations or the Director to be sent to the Minister under this Act.

**74 The French version of section 328 of the Act is amended by striking out “ni pris de décret” and substituting “ni pris d’arrêté”.**

**75 Subsections 82 (2) and (3) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.**

## **RELATED AMENDMENTS**

### ***Agricultural Research Institute of Ontario Act***

**76 (1) Section 2 of the *Agricultural Research Institute of Ontario Act* is amended by adding the following subsection:**

#### ***Corporations Act* does not apply**

(1.1) The *Corporations Act* does not apply to the Research Institute.

**(2) Subsection 2 (1.1) of the Act, as enacted by subsection (1), is repealed.**

### ***Child Care and Early Years Act, 2014***

**77 Subsection 57 (2) of the *Child Care and Early Years Act, 2014* is repealed and the following substituted:**

#### **Natural person powers**

(2) For greater certainty, a service system manager may exercise the capacity, rights, powers and privileges of a natural person conferred on it by the following provisions, for the purposes of this Act:

1. If the service system manager is a municipality, section 9 of the *Municipal Act, 2001* or section 7 of the *City of Toronto Act, 2006*.
2. If the service system manager is a district social services administration board, section 126.1 of the *Corporations Act*.

### ***Housing Services Act, 2011***

**78 (1) Subsection 13 (2) of the *Housing Services Act, 2011* is repealed and the following substituted:**

#### **Natural person powers**

(2) For greater certainty, a service manager may exercise the capacity, rights, powers and privileges of a natural person conferred on it by the following provisions, for the purposes of this Act:

1. If the service manager is a municipal service manager, section 9 of the *Municipal Act, 2001* or section 7 of the *City of Toronto Act, 2006*.
2. If the service manager is a dssab service manager, section 126.1 of the *Corporations Act*.

**(2) Subsection 15 (1) of the Act is repealed and the following substituted:**

**Clarification on powers – dssab service manager**

(1) Subsection 4 (1) of the *District Social Services Administration Boards Act* does not limit a dssab service manager from exercising its powers under this Act or the capacity, rights, powers and privileges of a natural person under section 126.1 of the *Corporations Act* throughout its service area for the purposes of this Act.

**Law Society Act**

**79 Subsection 6 (1) of the *Law Society Act* is amended by striking out “Section 84” at the beginning and substituting “Sections 84 and 126.1”.**

***Métis Nation of Ontario Secretariat Act, 2015***

**80 Paragraph 1 of subsection 13 (7) of the *Métis Nation of Ontario Secretariat Act, 2015* is repealed.**

***Ontario Educational Communications Authority Act***

**81 Subsection 6 (4) of the *Ontario Educational Communications Authority Act* is repealed and the following substituted:**

**Application of *Corporations Act***

(4) Section 126.1 of the *Corporations Act* does not apply to the Authority.

**Same**

(4.1) Clauses 23 (1) (a), (b), (d), (e), (g), (h), (j), (k), (m), (p), (q), (r), (t), (u) and (v) and sections 274 and 275 of the *Corporations Act* do not apply to the Authority unless the approval of the Lieutenant Governor in Council is obtained.

***Ontario Food Terminal Act***

**82 (1) Section 4 of the *Ontario Food Terminal Act* is amended by adding the following subsection:**

**Application of *Corporations Act***

(4) Except as set out in subsection (3), the *Corporations Act* does not apply to the Board.

**(2) Subsection 4 (4) of the Act, as enacted by subsection (1), is repealed.**

***Ontario French-language Educational Communications Authority Act, 2008***

**83 Subsection 6 (4) of the *Ontario French-language Educational Communications Authority Act, 2008* is repealed and the following substituted:**

**Application of *Corporations Act***

(4) Section 126.1 of the *Corporations Act* does not apply to the Authority.

**Same**

(4.1) Clauses 23 (1) (a), (b), (d), (e), (g), (h), (j), (k), (m), (p), (q), (r), (t), (u) and (v) and sections 274 and 275 of the *Corporations Act* do not apply to the Authority unless the approval of the Lieutenant Governor in Council is obtained.

***Ontario Northland Transportation Commission Act***

**84 (1) The *Ontario Northland Transportation Commission Act* is amended by adding the following section:**

***Corporations Act* does not apply**

**2.1** The *Corporations Act* does not apply to the Commission.

**(2) Section 2.1 of the Act, as enacted by subsection (1), is repealed.**

**COMMENCEMENT**

**Commencement**

**85 (1) Subject to subsections (2) to (6), this Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.**

**(2) Subsections 3 (2), 4 (2), 64 (3) and 68 (6) come into force on the 25th anniversary of the day subsection 3 (1) comes into force.**

**(3) Sections 13 and 23, subsections 28 (1), 31 (1), 35 (1) and 37 (1), section 47, subsections 58 (1) and 59 (1), section 60, subsections 64 (1) and 68 (2), sections 74 and 75, subsections 76 (1), 82 (1) and 84 (1) come into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(4) Subsections 33 (1), 34 (1), 36 (1), 38 (1), 64 (4) and 72 (1) and (2), sections 77 to 81 and 83 come into force on the 60th day after the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(5) Subsections 28 (2), 31 (2), 33 (2), 34 (2), 35 (2), 36 (2), 37 (2), 38 (2), 59 (2), 64 (5), 72 (3) and (4), 76 (2), 82 (2) and 84 (2) come into force on the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force.**

**(6) Subsection 72 (6) comes into force on the third anniversary of the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**SCHEDULE 8**  
**MINISTRY OF GOVERNMENT AND CONSUMER SERVICES —**  
**NOT-FOR-PROFIT CORPORATIONS ACT, 2010 AND CONSEQUENTIAL AMENDMENTS**

**NOT-FOR-PROFIT CORPORATIONS ACT, 2010**

**1 (1) The definition of “articles” in subsection 1 (1) of the *Not-for-Profit Corporations Act, 2010* is repealed and the following substituted:**

“articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act; (“statuts”)

**(2) The definition of “associate” in subsection 1 (1) of the Act is repealed.**

**(3) Subsection 1 (1) of the Act is amended by adding the following definitions:**

“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; (“signature électronique”)

“endorse” includes,

- (a) imprinting a stamp on the face of articles or other document sent to the Director, and
- (b) electronically producing an equivalent to a stamp in respect of articles or other documents sent to the Director; (“produire”)

**(4) The definition of “incorporator” in subsection 1 (1) of the Act is repealed and the following substituted:**

“incorporator” means a person who signs or otherwise authorizes articles of incorporation; (“fondateur”)

**(5) The definition of “Minister” in subsection 1 (1) of the Act is repealed and the following substituted:**

“Minister” means the member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the *Executive Council Act*; (“ministre”)

**(6) Clause (b) of the definition of “public benefit corporation” in subsection 1 (1) of the Act is amended by striking out “\$10,000” in the portion before subclause (i) and substituting “\$10,000 or other prescribed amount”.**

**(7) The definition of “related person” in subsection 1 (1) of the Act is repealed.**

**(8) The definition of “telephonic or electronic means” in subsection 1 (1) of the Act is repealed and the following substituted:**

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks. (“moyen de communication téléphonique ou électronique”)

**(9) Section 1 of the Act is amended by adding the following subsection:**

**Predecessor Act**

(3) In this or any other Act, a reference to a predecessor of the *Not-for-Profit Corporations Act, 2010* is a reference to the *Corporations Act*, and any predecessor of the *Corporations Act*, as they applied to a body corporate without share capital that was not governed by Part V of the *Corporations Act* or any predecessor of Part V of the *Corporations Act*.

**2 (1) Section 4 of the Act is amended by adding the following subsection:**

**Same, corporations sole**

(1.1) This Act does not apply, except as is prescribed, to,

- (a) a body corporate incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada as a corporation sole;
- (b) a body corporate incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its registered office and carries on its activities in Ontario and that was incorporated with purposes that are within the legislative authority of the Province of Ontario as a corporation sole; or
- (c) a body corporate incorporated by or under a general or special Act of the Legislature as a corporation sole.

**(2) Subsection 4 (2) of the Act is repealed and the following substituted:**

**Non-application**

(2) This Act does not apply to,

- (a) a body corporate without share capital to which the *Co-operative Corporations Act* or Part V of the *Corporations Act* applies; or
- (b) a body corporate incorporated for the construction and working of a railway, an incline railway or a street railway.

**3 The Act is amended by adding the following section:**

**Execution of documents**

**4.1** Any articles, notice, resolution, requisition, statement or other document required or permitted to be executed by more than one person for the purposes of this Act may be executed in several documents of like form, each of which is executed by one or more persons, and such documents, when duly executed by all persons required or permitted, as the case may be, to do so, are deemed to constitute one document for the purposes of this Act.

**4 Section 5 of the Act is repealed and the following substituted:**

**Conflict with other law**

**5** (1) If there is a conflict between a provision that applies to a body corporate without share capital in this Act or in a regulation and a provision that applies to the body corporate in any other Act or in a regulation made under it, the provision in the other Act or regulation prevails.

**Charities law prevails**

(2) If a provision in this Act or in a regulation that applies to a charitable corporation conflicts with a law relating to charities, the law relating to charities prevails, regardless of whether it is a provision in another Act, a regulation made under it or a rule or principle of common law or equity.

**Inconsistent with intent or purpose**

(3) A provision in this Act or in a regulation does not apply to a body corporate without share capital to the extent that it is inconsistent with the intent or purpose of another Act or a regulation made under it that applies to the body corporate without share capital.

**5 Section 6 of the Act is repealed and the following substituted:**

**Appointment of Director**

**6** The Minister shall appoint a Director to carry out the duties and exercise the powers of the Director under this Act.

**6 Subsection 7 (1) of the Act is repealed and the following substituted:**

**Articles of incorporation**

(1) One or more individuals or bodies corporate, or any combination of them, may incorporate a corporation by filing articles of incorporation and any other required documents and information with the Director.

**7 Subsection 8 (5) of the Act is amended by adding “that were endorsed under this Act” after “a provision in a corporation’s articles”.**

**8 Subsection 9 (1) of the Act is repealed and the following substituted:**

**Certificate of incorporation**

(1) Upon receipt of the articles of incorporation, together with any required documents and information and the required fee, the Director shall issue a certificate of incorporation by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of incorporation.

**9 (1) The French version of subsection 10 (1) of the Act is amended by striking out “qui est estampillé ou délivré par le directeur” at the end and substituting “qui est produit ou délivré par le directeur”.**

**(2) Subsection 10 (2) of the Act is repealed and the following substituted:**

**Changing corporation number**

(2) If, through inadvertence or otherwise, the Director has assigned to a corporation a corporation number that is the same as the corporation number of any other corporation previously assigned, the Director may, without holding a hearing, change the corporation number assigned to the corporation, and any certificate subsequently endorsed for the corporation under this Act must bear its new corporation number.

### **Reissue of certificate of incorporation or amalgamation**

(2.1) If a new corporation number is assigned to a corporation under subsection (2), the Director may reissue the certificate of incorporation or certificate of amalgamation, whichever was most recently issued to the corporation, and the reissued certificate must bear the new corporation number.

**(3) Section 10 of the Act is amended by adding the following subsection:**

#### **Assignment of corporation numbers to bodies corporate**

(4) The Director may assign a corporation number to a body corporate that has not already been assigned a corporation number if the Director is of the opinion that it is appropriate to do so.

**10 (1) Subsection 16 (2) of the Act is repealed and the following substituted:**

#### **Restricted activities and powers**

(2) A corporation shall not carry on any activity or exercise any power that it is restricted by its articles from carrying on or exercising, nor shall the corporation exercise any of its powers in a manner contrary to its articles.

**(2) The English version of subsection 16 (3) of the Act is amended by striking “that the act or transfer” and substituting “that the act”.**

**11 Subsection 17 (1) of the Act is amended by striking out “clause 103 (1) (g), (j) or (l)” at the end and substituting “clause 103 (1) (g), (k) or (l)”.**

**12 (1) Subsection 18 (1) of the Act is amended by striking out “Director” at the end and substituting “Ministry”.**

**(2) Subsection 18 (2) of the Act is repealed and the following substituted:**

#### **Where available**

(2) The Ministry shall approve standard organizational by-laws and shall make them publicly available on a website designated by the Ministry, or as prescribed.

**13 Subsection 24 (8) of the Act is amended by striking out “unless the individual consented to hold office as a director” and substituting “unless the individual consents in writing to hold office as a director”.**

**14 Subsection 30 (2) of the Act is amended by striking out “the articles are amended accordingly” and substituting “the articles are deemed to be amended”.**

**15 Subsection 34 (2) of the Act is amended by striking out “or of the minimum number of directors” and substituting “or the minimum number of directors”.**

**16 Subsection 64 (1) of the Act is repealed and the following substituted:**

#### **Proxies**

(1) Subject to subsection (1.1), every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the member’s nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

#### **Limitation**

(1.1) A member may appoint a proxyholder only if the articles or by-laws of the corporation permit it.

#### **Who may be proxyholder**

(1.2) A proxyholder need not be a member of the corporation unless so required by the articles or by-laws of the corporation.

**17 Section 65 of the Act is repealed.**

**18 Subsection 73 (1) of the Act is amended by striking out “or the Director”.**

**19 Subsection 84 (2) of the Act is amended by striking out “Not less than 21 days before each annual meeting of the members” at the beginning and substituting “Not less than 21 days, or a prescribed number of days, before each annual meeting of the members”.**

**20 (1) Subsection 97 (1) of the Act is repealed and the following substituted:**

#### **Consents of directors to be kept**

(1) A corporation shall keep at its registered office,

(a) the consents to act as a director, in the approved form,

(i) of each individual who is named in the articles as a first director and who is not an incorporator, and

(ii) of each individual who is named in the articles as a first director and who is an incorporator, if the articles are filed with the Director in an electronic format and the consent is required by the regulations; and

(b) the consents to act as a director of each individual who is elected or appointed a director of the corporation.

**(2) Section 97 of the Act is amended by adding the following subsection:**

**Director may require copy of consent**

(3) The Director may, at any time by notice, require that a copy of a consent kept under subsection (1) be provided to the Director within the time period set out in the notice.

**21 (1) Clause 103 (1) (b) of the Act is repealed and the following substituted:**

(b) add, remove or change any restriction upon the activity or activities that the corporation may carry on or upon the powers that the corporation may exercise;

**(2) Subsection 103 (3) of the Act is repealed and the following substituted:**

**Limitation**

(3) This section does not apply to a corporation incorporated by a special Act, except that such a corporation may amend its articles to change its name.

**(3) Subsection 103 (4) of the Act is amended by striking out “by articles of amendment” in the portion before clause (a).**

**22 Section 106 of the Act is repealed and the following substituted:**

**Articles of amendment to be sent to Director**

**106** Subject to a revocation under subsection 103 (2), after an amendment to the articles has been adopted under section 103, the corporation shall file articles of amendment and any required documents and information with the Director.

**23 Section 107 of the Act is repealed and the following substituted:**

**Certificate of amendment**

**107** Upon receipt of the articles of amendment, together with any required documents and information and the required fee, the Director shall issue a certificate of amendment by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of amendment.

**24 (1) Subsections 109 (1), (2) and (3) of the Act are repealed and the following substituted:**

**Restated articles**

(1) The directors may, at any time, restate the articles of incorporation as amended and shall do so when directed by the Director.

**Filing with Director**

(2) The corporation shall file its restated articles of incorporation and any required documents and information with the Director.

**Restated certificate**

(3) Upon receipt of the restated articles of incorporation, together with any required documents and information and the required fee, the Director shall issue a restated certificate of incorporation by endorsing the articles in accordance with section 201, and the endorsed articles constitute the restated certificate of incorporation.

**(2) Section 109 of the Act is amended by adding the following subsection:**

**Exception**

(5) This section does not apply to a corporation incorporated by special Act.

**25 Section 110 of the Act is amended by adding the following subsection:**

**Exception**

(4) This section does not apply to a corporation incorporated by special Act.

**26 (1) Subsection 112 (1) of the Act is repealed and the following substituted:**

**Articles of amalgamation**

(1) Subject to subsection 111 (6), after an amalgamation agreement has been adopted under section 111, articles of amalgamation and any required documents and information shall be filed with the Director.

**(2) Subsection 112 (2) of the Act is amended by striking out the portion before clause (a) and substituting the following:**

**Attached statements**

(2) The articles of amalgamation must have attached to them a statement of a director or an officer of each amalgamating corporation stating that,

**(3) Subsection 112 (4) of the Act is repealed and the following substituted:****Certificate of amalgamation**

(4) Upon receipt of articles of amalgamation, together with the statements required by subsection (2), any other required documents and information and the required fee, the Director shall issue a certificate of amalgamation by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of amalgamation.

**27 (1) Subsections 114 (4) and (5) of the Act are repealed and the following substituted:****Articles of continuance**

(4) If a body corporate wishes to apply for a certificate under subsection (1), the body corporate shall file articles of continuance and any required documents and information with the Director.

**Certificate of continuance**

(5) Upon receipt of articles of continuance, together with any required documents and information and the required fee, the Director may, on the terms and subject to the limitations and conditions that the Director considers fit, issue a certificate of continuance by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of continuance.

**(2) Subsection 114 (7) of the Act is repealed and the following substituted:****Notification of continuance**

(7) The Director may notify the appropriate official or public body in the jurisdiction in which continuance under this Act is authorized that a certificate of continuance has been issued.

**28 (1) Section 115 of the Act is repealed and the following substituted:****Continuance of other Ontario bodies corporate**

**115 (1)** In this section,

“charter” includes,

- (a) the text of an Act of incorporation and of any amendments to that Act, and
- (b) any letters patent, supplementary letters patent, certificate of incorporation and certificate of amendment issued under an Act other than this Act or a predecessor of this Act; (“charte”)

“special resolution” has the same meaning as in subsection 1 (1), except references in the definition to a corporation shall be read as references to a body corporate and, when applied to a body corporate with share capital, references in the definition to a member or members of a corporation shall be read as references to a shareholder or shareholders of the body corporate. (“résolution extraordinaire”)

**Special resolution**

(2) The shareholders or members of a body corporate incorporated or continued by or under an Act other than this Act or a predecessor of this Act who are entitled to vote at annual meetings of shareholders or members may, by special resolution, authorize the directors of the body corporate to apply to the Director for a certificate of continuance under this Act.

**Amendment of charter**

(3) A resolution referred to in subsection (2) must also,

- (a) if the body corporate has authorized share capital provisions and related provisions set out in its charter, provide for the deletion of those provisions; and
- (b) if the body corporate has issued shares, provide for the cancellation of all those shares upon the issuance of a certificate of continuance under subsection (9).

**Same, permissive provision**

(4) A resolution referred to in subsection (2) may also make any amendment to the charter of the body corporate that a corporation incorporated under this Act may make to its articles.



### **Change of class or group rights, body corporate without share capital**

(5) Despite subsection (4), the members of a body corporate without share capital may not, by a resolution referred to in subsection (2), make any amendment of the nature referred to in subsection 105 (1) that affects a class or group of members, unless,

- (a) the charter of the body corporate or the Act which governs the body corporate, if that Act is different from its charter, provides otherwise in respect of an amendment of the nature referred to in clause 105 (1) (a) or (e); or
- (b) the members of the class or group approve the amendment in accordance with section 105.

### **Additional authorization, body corporate with share capital**

(6) In the case of a body corporate with share capital, a resolution referred to in subsection (2) must also be authorized,

- (a) in accordance with any applicable requirements of the Act which governs the body corporate; or
- (b) if there are no applicable requirements in the Act which governs the body corporate, unanimously by shareholders entitled to vote, instead of being approved by at least two-thirds of the votes cast at a special meeting.

### **Corporation must be able to pay liabilities**

(7) Despite subsection (2) and clause 2.1 (1) (a) of the *Corporations Act*, the shareholders of a body corporate with share capital may not authorize the body corporate to apply to the Director for a certificate of continuance under this Act if, upon continuance, the body corporate will be unable to pay its liabilities as they become due.

### **Articles of continuance**

(8) If a body corporate wishes to apply for a certificate under subsection (2), the body corporate shall file articles of continuance and any required documents and information with the Director.

### **Certificate of continuance**

(9) Upon receipt of articles of continuance, together with any required documents and information and the required fee, the Director may, on the terms and subject to the limitations and conditions that the Director considers fit, issue a certificate of continuance by endorsing the articles of continuance in accordance with section 201, and the endorsed articles constitute the certificate of continuance.

### **Rights preserved**

(10) From the date of continuance of a body corporate as a corporation under this Act,

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

**(2) Subsection 115 (7) of the Act, as re-enacted by subsection (1), is amended by striking out “and clause 2.1 (1) (a) of the *Corporations Act*”.**

**29 (1) Subsections 116 (4) and (5) of the Act are repealed and the following substituted:**

#### **Filing application with Director**

(4) If the members approve of the continuance by special resolution, the corporation may file with the Director its application for authorization of the continuance and any required documents and information.

#### **Director’s authorization**

(5) Upon receipt of the application, together with any required documents and information and the required fee, the Director may endorse an authorization in respect of the application if the Director is satisfied that the application is not prohibited by subsection (10) in accordance with any applicable regulations and Director’s requirements, and the endorsed application constitutes the Director’s authorization of the application for continuance.

**(2) The French version of subsection 116 (6) of the Act is amended by striking out “la date de l’apposition d’une estampille sur la demande” and substituting “la date de l’inscription produite à l’égard de la demande”.**

**(3) Section 116 of the Act is amended by adding the following subsection:**

**Equivalent of filing**

(7.1) If the appropriate official or public body of the other jurisdiction notifies the Director that it has issued an instrument of continuance to the corporation, the Director may, if the Director is of the opinion that it is appropriate to do so and is satisfied that the corporation has satisfied the requirements of this section, notify the corporation that it is deemed to have complied with subsection (7).

**30 (1) Subsection 117 (1) of the Act is amended by adding “or a predecessor of this Act, other than a charitable corporation” after “incorporated under this Act”.**

**(2) Subsections 117 (2) and (3) of the Act are repealed and the following substituted:**

**Filing application with Director**

(2) If a corporation wishes to apply for the Director’s authorization to be continued under subsection (1), the corporation shall file the application and any required documents and information with the Director.

**Director’s authorization**

(3) Upon receipt of the application, together with any required documents and information and the required fee, the Director may endorse an authorization in respect of the application in accordance with any applicable regulations and Director’s requirements. The endorsed application constitutes the Director’s authorization of the application for continuance.

**(3) The French version of subsection 117 (4) of the Act is amended by striking out “la date de l’apposition d’une estampille sur la demande” and substituting “la date de l’inscription produite à l’égard de la demande”.**

**31 (1) Subsections 119 (4) and (5) of the Act are repealed and the following substituted:**

**Articles of reorganization**

(4) After an order referred to in subsection (1) has been made, the corporation shall file articles of reorganization and any required documents and information with the Director.

**Certificate of amendment**

(5) Upon receipt of articles of reorganization, together with any required documents and information and the required fee, the Director shall issue a certificate of amendment by endorsing the articles of reorganization in accordance with section 201, and the articles of incorporation are amended accordingly, and the endorsed articles constitute the certificate of amendment.

**(2) Section 119 of the Act is amended by adding the following subsection:**

**Exception**

(7) This section does not apply to a corporation incorporated by special Act.

**32 (1) Section 120 of the Act is amended by adding the following subsection:**

**Same**

(4.1) A corporation that applies to the court under subsection (4) shall give the Director notice of the application, and the Director is entitled to appear before the court and be heard in person or by counsel.

**(2) Subsections 120 (6), (7) and (8) of the Act are repealed and the following substituted:**

**Articles of arrangement**

(6) After an order referred to in clause (5) (d) has been made, the corporation shall file articles of arrangement and any required documents and information with the Director.

**Certificate of arrangement**

(7) Upon receipt of articles of arrangement, together with any required documents and information and the required fee, the Director shall issue a certificate of arrangement by endorsing the articles of arrangement in accordance with section 201, and the endorsed articles constitute the certificate of arrangement.

**Effective date of articles of arrangement**

(8) Articles of arrangement are effective on the date shown in the certificate of arrangement.

**Exception**

(9) This section does not apply to a corporation incorporated by special Act.

**33 Subsection 123 (4) of the Act is repealed and the following substituted:**

**Publication of notice**

(4) A corporation shall file notice in the approved form of a resolution requiring the voluntary winding up of the corporation with the Director within 10 days after the resolution has been passed.

**34 (1) Subsection 134 (2) of the Act is amended by striking out “and shall forthwith publish the notice in *The Ontario Gazette*” at the end.**

**(2) Subsection 134 (6) of the Act is repealed and the following substituted:**

**Copy of extension order to be filed**

(6) The person on whose application an order was made under subsection (4) or (5) shall file with the Director, within 10 days after the order was made, a certified copy of the order, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**35 Subsection 139 (4) of the Act is amended by striking out “and shall publish the notice in *The Ontario Gazette* within 20 days after being appointed” at the end.**

**36 Subsection 147 (2) of the Act is repealed and the following substituted:**

**Copy of dissolution order to be filed**

(2) The person on whose application the order was made shall file with the Director, within 10 days after the order was made, a certified copy of the order, a notarial copy of the certified copy or any other type of copy of the order permitted by the Director.

**37 (1) Sub-clauses 150 (1) (b) (i) (A) and (B) of the Act are repealed and the following substituted:**

- (A) if it is a charitable corporation, to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada,
- (B) if it is a non-charitable corporation, to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada, or

**(2) Section 150 of the Act is amended by adding the following subsection:**

**Deemed distribution in accordance with Act**

(1.1) If the remaining property of a corporation that is not a public benefit corporation is distributed on winding up in accordance with a by-law described in paragraph 5 of subsection 207 (3), the property is deemed to have been distributed in accordance with the corporation’s articles for the purposes of sub-subclause (1) (b) (ii) (A).

**38 (1) Sub-clauses 167 (1) (d) (i) (A) and (B) of the Act are repealed and the following substituted:**

- (A) if it is a charitable corporation, to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada,
- (B) if it is a non-charitable corporation, to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada, or

**(2) Section 167 of the Act is amended by adding the following subsections:**

**Deemed amendment of articles, charitable corporations**

(5.1) If, on the day this section comes into force, a charitable corporation does not have a valid provision in its articles respecting the distribution of the corporation’s remaining property on dissolution that is in conformity with sub-subclause (1) (d) (i) (A), the corporation is deemed, on that day, to have filed articles of amendment adding such a provision to its articles.

**Same, public benefit non-charitable corporations**

(5.2) If, on the day that a non-charitable corporation that is a public benefit corporation for the purposes of this section files articles of dissolution, the corporation does not have a valid provision in its articles respecting the distribution of the corporation’s remaining property on dissolution that is in conformity with sub-subclause (1) (d) (i) (B), the corporation is deemed, on that day, to have filed articles of amendment adding such a provision to its articles.

**Deemed distribution in accordance with Act**

(5.3) If the remaining property of a corporation that is not a public benefit corporation is distributed on dissolution in accordance with a by-law described in paragraph 5 of subsection 207 (3), the property is deemed to have been distributed in accordance with the corporation’s articles for the purposes of sub-subclause (1) (d) (ii) (A).

**39 Section 168 of the Act is repealed and the following substituted:**

### **Certificate of dissolution**

**168** (1) Upon receipt of the articles of dissolution, together with any required documents and information and the required fee, the Director shall issue a certificate of dissolution by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of dissolution.

### **Exception, registered owner of land**

(2) Despite subsection (1), the Director may refuse to endorse the articles of dissolution if the Director learns that the corporation is a registered owner of land in Ontario.

### **40 Section 169 of the Act is repealed and the following substituted:**

#### **Cancellation of certificate, etc., by Director**

**169** (1) If sufficient cause is shown to the Director, the Director may, after giving the corporation an opportunity to be heard, make an order upon the terms and conditions that the Director thinks fit cancelling the corporation's certificate of incorporation, any other certificate issued to the corporation under this Act or a predecessor of this Act, its letters patent, supplementary letters patent, any other instrument by which the corporation was incorporated under a predecessor of this Act, or any amendments to such instrument, or an order issued under a predecessor of this Act accepting the surrender of its charter, accepting its application for termination of existence or reviving the corporation.

#### **Same**

(2) The Director may make an order under subsection (1) despite the imposition of any other penalty for the same cause and in addition to any rights the Director may have under this or any other Act.

#### **Written hearing**

(3) A hearing referred to in subsection (1) shall be in writing in accordance with the rules made by the Director under the *Statutory Powers Procedure Act*.

#### **Date of dissolution**

(4) In the case of the cancellation, under subsection (1), of a certificate of incorporation, letters patent or other instrument by which the corporation was incorporated under a predecessor of this Act, the corporation is dissolved on the date fixed in the order made under this section.

#### **Effective date**

(5) In the case of the cancellation, under subsection (1), of any other certificate, supplementary letters patent, amendments to the instrument by which the corporation was incorporated under a predecessor of this Act or any order, the matter that became effective upon the issuance of the certificate, supplementary letters patent, amendment or order ceases to be in effect from the date fixed in the order made under this section.

**41 (1) Subsection 170 (1) of the Act is amended by striking out "or by publication once in *The Ontario Gazette*" and substituting "in accordance with section 197 or by publication in accordance with the regulations".**

**(2) Section 170 of the Act is amended by adding the following subsections:**

#### **Same**

(2.0.1) The Director may make an order revoking a dissolution order made under subsection (2) if,

- (a) there was no authority to make the dissolution order;
- (b) there was an error in respect of the dissolution order; or
- (c) the prescribed circumstances exist.

#### **Effect of order under subs. (2.0.1)**

(2.3.1) If an order is made under subsection (2.0.1),

- (a) the order is effective as of the date of the dissolution order; and
- (b) the corporation is deemed for all purposes never to have been dissolved, subject to the rights, if any, acquired by any person during the period of dissolution.

**(3) Subsections 170 (5) and (6) of the Act are repealed and the following substituted:**

#### **Certificate of revival**

(5) Upon receipt of articles of revival, together with any required documents and information and the required fee, the Director shall, subject to subsection (3), issue a certificate of revival by endorsing the articles in accordance with section 201, and the endorsed articles constitute the certificate of revival.

**Definition**

(6) In this section,

“interested person” includes a director, officer and member of the corporation.

**42 The Act is amended by adding the following section:****Refusal to endorse if corporation in default**

**188.1** Despite any provision of this Act requiring the Director to endorse a certificate or an authorization, the Director may refuse to do so if a corporation is in default of a filing requirement under the *Corporations Information Act* or of a registration requirement under the *Business Names Act* or has any unpaid fees or penalties outstanding under this Act, the *Corporations Information Act* or the *Business Names Act*.

**43 The French version of paragraph 1 of subsection 190 (1) of the Act is repealed and the following substituted:**

1. Refuser de délivrer un certificat en produisant une inscription à l'égard des statuts ou d'un autre document dont la présente loi exige le dépôt auprès du directeur.

**44 Section 197 of the Act is amended by adding the following subsections:****Notice, etc., sent by Director**

(2) A notice or other document that is required or permitted by this Act or the regulations to be sent by the Director may be sent by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier, to an address referred to in this section or section 196 if there is a record that the notice or document has been sent.

**Same**

(3) A notice or other document referred to in subsection (2) may be sent by any telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

**Deemed receipt**

(4) A notice or other document sent by the Director by a method described in subsection (2) is deemed to have been received by the intended recipient on the earlier of,

- (a) the day the intended recipient actually receives it; or
- (b) the fifth business day after the day it is sent.

**Same**

(5) A notice or other document sent by the Director by a method described in subsection (3) is deemed to have been received by the intended recipient on the earlier of,

- (a) the day the intended recipient actually receives it; or
- (b) the first business day after the day the transmission is sent by the Director.

**45 Section 200 of the Act is repealed and the following substituted:****Search, etc., of documents kept by Director**

**200** (1) A person who has paid the required fee is entitled, using any search method approved by the Director, to search and obtain copies of any document required by this Act or the regulations to be filed with or given to the Director.

**Copies**

(2) The Director shall, upon receipt of the required fee, give any person a copy or a certified copy of a document required by this Act or the regulations to be filed with or given to the Director.

**Privileged documents**

(3) Subsections (1) and (2) do not apply in respect of an inspector's report filed with or given to the Director under subsection 174 (6) that the court has ordered not to be made available to the public.

**46 Section 201 of the Act is repealed and the following substituted:****Requirements re articles filed with the Director**

**201** (1) If this Act permits or requires articles to be filed with the Director, unless otherwise provided in this Act, the regulations or the Director's requirements,

- (a) if the articles are filed with the Director in paper format,
  - (i) one set of the original articles must be filed in the approved form, and

- (ii) the set of original articles referred to in subclause (i) must be signed by two directors or officers of the corporation or, in the case of articles of incorporation, by all its incorporators;
- (b) if the articles are filed with the Director in an electronic format,
  - (i) the articles must be filed in a format that is prescribed by the Minister or required by the Director, and
  - (ii) the articles referred to in subclause (i) must meet any signature or authorization requirements established by the Director under subsection 210.2 (1).

#### **Director's duties**

- (2) Upon receiving articles completed in accordance with clause (1) (a) or (b), any other required documents and information and the required fee, the Director shall, unless otherwise provided in this Act, the regulations or the Director's requirements and subject to his or her discretion under this Act and to subsection (1),
- (a) endorse the articles with a certificate setting out the day, month and year of endorsement and the corporation number;
  - (b) file the articles endorsed with the certificate in the records maintained under section 203; and
  - (c) send or otherwise make available to the corporation or its representative a copy of the articles endorsed with the certificate.

#### **Date of certificates**

- (3) A certificate issued under subsection (2), other than a certificate of arrangement, must be dated as of,
- (a) the day the Director receives,
    - (i) the articles completed in accordance with clause (1) (a) or (b),
    - (ii) all other required documents executed in accordance with this Act, the regulations and the Director's requirements,
    - (iii) all other required information, and
    - (iv) the required fee; or
  - (b) any later date that is acceptable to the Director and specified by the person who submitted the articles or by the court.

#### **Effective date**

- (4) A certificate issued under this section is effective on the date shown in the certificate, even if any action required to be taken by the Director under this Act with respect to the issuance of the certificate is taken at a later date.

#### **47 (1) Subsections 202 (1) and (2) of the Act are repealed and the following substituted:**

##### **Errors in certificates, etc.**

- (1) If a certificate or other document issued or endorsed under this Act, or letters patent, supplementary letters patent or any other document issued or endorsed under a predecessor of this Act, contains an error, or if a certificate or other document has been endorsed or issued in respect of articles or any other documents that contain an error,
- (a) the corporation or its directors or members may apply to the Director for a corrected certificate or other document and, if requested by the Director, shall surrender the certificate or other document and the related articles or documents to the Director within the time period specified by the Director; or
  - (b) the Director may notify the corporation that a corrected certificate or other document may be required and the corporation shall, if requested by the Director, surrender the certificate or other document and the related articles or documents to the Director within the time period specified by the Director.

#### **(2) Subsection 202 (3) of the Act is repealed and the following substituted:**

##### **Director to endorse corrected certificate, etc.**

- (3) After giving the corporation an opportunity to be heard in respect of an error described in subsection (1) and if the Director is of the opinion that it is appropriate to do so and is satisfied that any steps required by the Director have been taken by the corporation, the Director shall endorse a corrected certificate or other document.

#### **(3) The French version of subsection 202 (4) of the Act is amended by striking out "qui est estampillé" and substituting "qui est produit".**

#### **(4) Section 202 of the Act is amended by adding the following subsection:**

##### **Same**

- (4.1) If a correction is made with respect to the date of the certificate, the corrected certificate shall bear the corrected date.

#### **48 Section 203 of the Act is amended by adding the following subsections:**

**Documents may be publicly available**

- (4) The Director may publish or otherwise make available to the public,
- (a) any notices or other documents sent by the Director under this Act; and
  - (b) any documents required by this Act, the regulations or the Director to be sent to the Director under this Act, except the documents referred to in subsection 174 (6) that the court has ordered not be available to the public.

**Inability to receive filings in electronic system**

(5) Despite any regulation made under paragraph 4 of subsection 208 (1), if the Director is of the opinion that it is not possible, for any reason, to receive articles, applications and other documents and information in an electronic format in an electronic system maintained under subsection (1) of this section, the Director may require that they be filed in paper format alone in accordance with the Director's requirements, if any, or in another electronic format approved by the Director.

**Same, retaining filings and requests until system is operational**

(6) If the Director is of the opinion that it is not possible, for any reason, to endorse or issue articles, applications or other documents using an electronic system maintained under subsection (1), the Director may retain articles, applications and other documents that have been filed until it is possible for the Director to endorse or issue them in accordance with this Act, the regulations and the Director's requirements, if any.

**Same, searches**

(7) If the Director is of the opinion that it is not possible, for any reason, for searches to be made of an electronic system maintained under subsection (1), the Director may retain search requests that have been filed until it is possible for searches to be made.

**49 (1) Subsection 204 (1) of the Act is amended by adding "including an electronic copy" at the end.**

**(2) Subsection 204 (2) of the Act is repealed and the following substituted:**

**Exception**

(2) Unless otherwise provided in the regulations, subsection (1) does not apply to articles or to applications filed in paper format.

**50 The Act is amended by adding the following sections:**

**Filing by fax**

**204.1** Despite any regulation made under section 208, articles, applications and other documents may be filed by fax only with the Director's consent.

**Electronic version prevails**

**204.2** (1) If articles or an application are filed with the Director in an electronic format and there is a conflict between the electronic version and any other version of the articles or application, the electronic version of the articles endorsed with a certificate under this Act and recorded in an electronic system maintained under section 203 or the electronic version of the application endorsed with an authorization under section 116 or 117 and recorded in an electronic system maintained under section 203, or a printed copy of the applicable electronic version, prevails over any other version of the articles or application that may exist, regardless of whether the other version of the articles or application has been executed in accordance with this Act, the regulations and the Director's requirements.

**Same, prescribed documents**

(2) If a prescribed document is filed in an electronic format and there is a conflict between the electronic version and any other version of the document, the electronic version of the document recorded in an electronic system maintained under section 203, or a printed copy of the electronic version, prevails over any other version of the document that may exist, regardless of whether the other version of the document has been executed in accordance with this Act, the regulations and the Director's requirements.

**51 Section 206 of the Act is repealed and the following substituted:**

**Delegation of Director's duties and powers**

**206** The Director may delegate any or all of the Director's duties and powers under this Act to any person, subject to any restrictions set out in the delegation.

**Director's certificates, etc.**

**206.1** (1) If this Act requires or authorizes the Director to endorse or issue a certificate, including a certificate as to any fact, or a certified copy of a document, the certificate or certified copy must be signed by the Director or by a public servant employed under Part III of the *Public Service of Ontario Act, 2006* and designated by the regulations.

**Evidence**

(2) A certificate or certified copy referred to in subsection (1), when introduced as evidence in any civil, criminal, administrative, investigative or other action or proceeding, is, in the absence of evidence to the contrary, proof of the facts so certified without personal appearance to prove the signature or official position of the person appearing to have signed the certificate.

**Reproduction of signature**

(3) For the purposes of this section, any signature of the Director or of a public servant may be printed or otherwise mechanically or electronically reproduced.

**Agreements with authorized persons**

**206.2** (1) In this section,

“business filing services” includes any of the duties and powers of the Director and related services.

**Agreements to provide business filing services**

(2) The Minister or a person designated by the Minister may, on behalf of the Crown in right of Ontario, enter into one or more agreements authorizing a person or entity to provide business filing services on behalf of the Crown, the government, the Minister, the Director or other government official.

**Not Crown agent**

(3) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services is not an agent of the Crown for any purpose despite the *Crown Agency Act*, unless a regulation provides otherwise.

**Use, etc., of records and information**

(4) An agreement entered into under subsection (2) may also include provisions respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Discretion to delegate unaffected by agreement**

(5) An agreement entered into under subsection (2) does not affect the Director’s power to delegate any duties or powers under section 206.

**No power to waive or refund fees for services**

(6) A person or entity that has entered into an agreement under subsection (2) for the provision of business filing services may not waive or refund all or part of any fee for such a service that is payable to the Province of Ontario, but the person or entity may pay all or part of the fee on behalf of the person or entity to whom the service was provided.

**Deemed date of receipt by Director**

(7) Articles, applications and other documents and information sent to a person or entity that has entered into an agreement under subsection (2), that authorizes the person or entity to receive articles, applications and other documents and information on behalf of the Director, are deemed to be received by the Director on the date that they are received by the authorized person or entity.

**Agreements for use, etc., of records and information**

(8) The Minister or the Director, or a person designated by the Minister or the Director, may enter into an agreement with any person or entity respecting the use, disclosure, sale or licensing of records and information required under this Act.

**Property of Crown**

**206.3** The records and information filed with and maintained by the Director under this Act are the property of the Crown.

**52 Section 207 of the Act is repealed and the following substituted:****Transition**

**207** (1) Except as provided in subsection (3), any provision in letters patent, supplementary letters patent, by-laws or any special resolution of a corporation that was valid immediately before the day this section comes into force and that is not in conformity with this Act continues to be valid and in effect until the third anniversary of the day this section comes into force.

**Deemed amendment after three years**

(2) Except as provided in subsection (3), a provision described in subsection (1) that has not been amended to bring it into conformity with this Act is deemed to be amended to the extent necessary to bring it into conformity with this Act on the third anniversary of the day this section comes into force.



### **Extended period of validity, certain by-laws and special resolutions**

(3) The following provisions contained in a corporation's by-laws or a special resolution that were valid immediately before the day this section comes into force and that are not, on or after the day this section comes into force, removed and added to its articles to bring them into conformity with this Act, continue to be valid and in effect until the day articles of amendment are endorsed, whether before, on or after the third anniversary of the day this section comes into force, to add the provision to the articles with any amendments necessary to bring it into conformity with this Act:

1. A provision respecting the number of directors of the corporation.
2. A provision providing for two or more classes or groups of members.
3. A provision respecting voting rights of members.
4. A provision respecting delegates made pursuant to section 130 of the *Corporations Act*.
5. A provision respecting the distribution of the remaining property of a corporation that is not a public benefit corporation on winding up or dissolution.

### **Amendment of letters patent, etc.**

(4) For greater certainty, a corporation may, to come into conformity with this Act,

- (a) amend, by articles of amendment, a provision in its letters patent or supplementary letters patent; and
- (b) amend, remove or replace, under this Act, a provision in its by-laws or a special resolution, including the revocation of a provision required by this Act to be contained in the articles and not in the by-laws or special resolution.

### **Restated articles**

(5) A corporation shall not restate its articles under section 109 unless,

- (a) the articles of the corporation are in conformity with this Act and the regulations; and
- (b) if the articles have been deemed to be amended under subsection (2) or under subsection 167 (5.1), the corporation has amended its articles to bring them into conformity with this Act and the regulations in accordance with this section.

### **LG in C regulations**

**207.1** The Lieutenant Governor in Council may make regulations prescribing provisions of this Act and the regulations that are to apply to corporations sole with the modifications, if any, that the regulations specify.

### **53 (1) Section 208 of the Act is repealed and the following substituted:**

#### **Minister's regulations**

**208 (1)** The Minister may make regulations,

1. prescribing or governing any matter referred to in this Act as prescribed or that is required or permitted to be done in accordance with or as provided in the regulations for which a specific power is not otherwise provided;
2. respecting and governing the content, form, format and filing of articles, applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
3. respecting and governing the manner of completion, submission and acceptance of articles, applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
4. designating articles, applications and other documents and information to be filed with the Director,
  - i. in paper or electronic format,
  - ii. in electronic format alone, or
  - iii. in paper format alone;
5. subject to any terms and conditions specified in the regulation, prescribing and governing documents and information that are required to support articles, applications and other forms approved under section 210 and specifying, for each of the formats designated under paragraph 4 of this subsection,
  - i. the documents and information that must be filed with the Director, together with articles, applications and other forms approved under section 210, and
  - ii. the documents and information that must be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, and subject to any terms and conditions imposed by the Director, that must be filed with the Director or given to any other person specified in the notice;
6. permitting the Director, subject to any terms and conditions imposed by the Director, for each of the formats designated under paragraph 4,

- i. to require that a document or information prescribed under subparagraph 5 i be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice,
  - ii. to require that a document or information prescribed under subparagraph 5 ii be filed with the Director, together with articles, applications and other forms approved under section 210, and
  - iii. to require that a document required by this Act to be filed with the Director be retained by the corporation and, upon receipt of and in accordance with written notice from the Director, be filed with the Director or given to any other person specified in the notice;
7. governing the terms and conditions that the Director may impose pursuant to a regulation made under subparagraph 5 ii or paragraph 6;
  8. respecting and governing the endorsement of articles and applications with a certificate or authorization and the issuance of certificates and authorizations by the Director, including rules respecting the endorsement and issuance by electronic means;
  9. governing the assignment of corporation numbers under section 10;
  10. prescribing restrictions in respect of corporations' purposes;
  11. governing corporations' names, including prescribing rules and requirements respecting their form and language, prescribing permitted words, expressions, punctuation and other marks and prescribing prohibited words, expressions, punctuation and other marks;
  12. prescribing the documents relating to names that must be filed with the Director;
  13. governing the retention and destruction of articles, applications and other documents and information filed with the Director, including the form and format in which they must be retained;
  14. governing the form, method and manner in which any notice or other document required or permitted to be made or given under this Act is to be made or given, including rules respecting deemed receipt;
  15. governing the publication of notices to corporations for the purposes of subsection 170 (1);
  16. governing the form of documents and information required or permitted to be made, given, filed, kept or retrieved under this Act, including prescribing rules respecting the making, giving, filing, keeping and retrieval of electronic documents;
  17. prescribing technology standards and requirements for filing electronic documents with and giving electronic documents to a corporation, the members, directors and officers of a corporation or any other person;
  18. prescribing and governing the form, manner and methods of giving notice and giving or filing other documents to or with a corporation, the members, directors and officers of a corporation or any other person, including prescribing rules respecting deemed receipt;
  19. governing the publication of the Ministry's standard organizational by-laws under subsection 18 (2);
  20. respecting the authorization of any individual by a member corporation or other entity to represent the member at meetings for the purpose of subsection 48 (7);
  21. governing the report to be made by auditors and other persons under section 78, including prescribing the standards, as they exist from time to time, of a prescribed accounting body that must be used for the purposes of Part VII;
  22. governing the financial statements to be approved by the directors under Part VIII, including prescribing the standards, as they exist from time to time, of a prescribed accounting body that must be used for their preparation;
  23. prescribing information to be contained in the registers of directors, officers and members kept by a corporation under subsection 92 (1);
  24. prescribing circumstances for the purpose of clause 170 (2.0.1) (c);
  25. governing waivers and abridgments of time under section 198, including prescribing the manner in which waivers and abridgements of time may be made;
  26. prescribing documents for the purposes of subsection 204.2 (2);
  27. prescribing duties and powers of the Director in addition to those set out in this Act;
  28. designating public servants employed under Part III of the *Public Service of Ontario Act, 2006*, or classes of them, for the purposes of endorsing and issuing certificates, including certificates as to any fact and certifying true copies of documents required or authorized under this Act;

29. providing that a person or entity that enters into an agreement under subsection 206.2 (2) is an agent of the Crown and specifying the services and purposes for which the person or entity is considered to be an agent of the Crown;
30. defining any word or expression used in this Act that has not already been expressly defined in this Act;
31. prescribing any matter that the Minister considers necessary or advisable for the purposes of this Act;
32. providing for transitional matters that the Minister considers necessary or advisable in connection with the implementation of amendments to this Act enacted by Schedule 8 to the *Cutting Unnecessary Red Tape Act, 2017*.

#### **Rolling incorporation by reference**

(2) A regulation made under subsection (1) that incorporates another document by reference may provide that the reference to the document includes amendments made to the document from time to time after the regulation is made.

**(2) Paragraph 32 of subsection 208 (1) of the Act, as enacted by subsection (1), is repealed.**

**54 Subsection 209 (1) of the Act is repealed and the following substituted:**

#### **Fees**

(1) The Minister may by order require the payment of fees for search reports, copies of documents or information, filing of documents or other services under this Act, approve the amount of those fees and provide for the waiver or refund of all or any part of any of those fees.

**55 Section 210 of the Act is amended by adding the following subsection:**

#### **Non-application of *Legislation Act, 2006***

(2) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

**56 Part XV of the Act is amended by adding the following sections:**

#### **Methods of endorsing and issuing**

**210.1** The Director may endorse articles and applications with a certificate or authorization and issue certificates, authorizations, certified copies and other documents by any method, and may use or issue validation codes or other systems or methods of validation in respect of the endorsements and issuance.

#### **Requirements established by Director**

**210.2** (1) The Director may establish requirements,

- (a) respecting and governing the content, form, format and filing of articles, applications and other documents and information filed with or issued by the Director and the form, format and payment of fees;
- (b) respecting and governing the manner of completion, submission and acceptance of articles, applications and other documents and information filed with the Director, the payment of fees and the determination of the date of receipt;
- (c) specifying that articles, applications and other documents and information may be filed with the Director and fees may be paid only by a person authorized by the Director or who belongs to a class of persons authorized by the Director;
- (d) governing the authorization of persons described in clause (c), including,
  - (i) establishing conditions and requirements to be an authorized person,
  - (ii) imposing terms and conditions on an authorization, including terms and conditions governing the filing of articles, applications and other documents and information and the payment of fees, and
  - (iii) requiring any person who applies for an authorization to enter into an agreement with the Director or a person designated by the Director governing the filing of articles, applications and other documents and information;
- (e) specifying whether and which articles, applications and other forms approved under section 210 and supporting documents must be signed, specifying requirements respecting their signing, and governing the form and format of signatures, including establishing rules respecting electronic signatures;
- (f) specifying and governing methods of executing articles, applications, other forms approved under section 210, supporting documents and statements, other than by signing them, and establishing rules respecting those methods;
- (g) specifying requirements for corporations filing articles, applications and other forms approved under section 210 electronically to keep a properly executed version of them at the registered office in paper or electronic format and, if required by notice from the Director, to provide a copy of the executed version to the Director within the time period set out in the notice;
- (h) if this Act specifies requirements respecting the signing of articles, applications and other documents filed with the Director, specifying and governing alternative requirements for their signing or providing that signing is not required;

- (i) establishing the time and circumstances when articles, applications and other documents and information are considered to be sent to or received by the Director, and the place where they are considered to have been sent or received;
- (j) establishing technology standards and requirements for filing articles, applications and other documents and information in electronic format with the Director and paying fees in electronic format;
- (k) specifying a type of copy of a court order or other document issued by the court that may be filed with the Director;
- (l) respecting and governing the endorsement of articles and applications with a certificate or authorization and the issuance of certificates and authorizations by the Director, including rules respecting endorsement and the issuance of certificates by electronic means;
- (m) governing the assignment of corporation numbers under section 10;
- (n) governing searches and search methods of records for the purpose of subsection 200 (1).

#### **Classes**

- (2) For the purposes of clause (1) (c), a class may be defined,
  - (a) in terms of any attribute or combination of attributes; or
  - (b) as consisting of, including or excluding a specified member.

#### **Non-application of *Legislation Act, 2006***

- (3) Part III (Regulations) of the *Legislation Act, 2006* does not apply to a requirement established by the Director under subsection (1).

#### **Conflict**

- (4) If there is a conflict between a requirement established under this section and a regulation made under this Act, the regulation prevails to the extent of the conflict.

#### **57 Part XVI (section 211) of the Act is repealed.**

#### **58 Sections 212 and 226, subsection 231 (2) and sections 234 and 243 of the Act are repealed.**

#### **59 Section 249 of the Act is repealed and the following substituted:**

##### **Commencement**

**249 (1) Subject to subsection (2), this Act comes into force on a day to be named by proclamation of the Lieutenant Governor.**

**(2) Section 105, subsections 111 (3) and (4), 116 (3) and 118 (4) and (5) come into force on a day to be named by proclamation of the Lieutenant Governor that is not earlier than the third anniversary of the day subsection 4 (1) comes into force.**

#### **60 Subsection 55 (9) of Schedule 7 to the *Budget Measures Act, 2015* is repealed.**

### **CONSEQUENTIAL AMENDMENTS**

#### ***AgriCorp Act, 1996***

**61 Subsection 1 (4) of the *AgriCorp Act, 1996* is repealed and the following substituted:**

##### **Non-application of Acts**

(4) The *Corporations Act*, the *Corporations Information Act*, the *Insurance Act* and the *Not-for-Profit Corporations Act, 2010* do not apply to AgriCorp or to corporations constituted under subsection 16 (1).

#### ***Agricultural Research Institute of Ontario Act***

**62 (1) Subsection 2 (1) of the *Agricultural Research Institute of Ontario Act* is amended by striking out “body corporate” and substituting “body corporate without share capital”.**

**(2) Section 2 of the Act is amended by adding the following subsection:**

##### **Non-application of *Not-for-Profit Corporations Act, 2010***

(1.1) The *Not-for-Profit Corporations Act, 2010* does not apply to the Research Institute.

#### ***Alcohol and Gaming Regulation and Public Protection Act, 1996***

**63 (1) Subsection 2 (9) of the *Alcohol and Gaming Regulation and Public Protection Act, 1996* is repealed and the following substituted:**

### **Non-application of Acts**

(9) The following Acts do not apply to the Commission:

1. The *Corporations Information Act*.
2. The *Not-for-Profit Corporations Act, 2010*, except as is prescribed by regulations made under this Part.

**(2) Section 16 of the Act is amended by adding the following clause:**

(0.a) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Commission;

### ***Algoma University Act, 2008***

**64 Subsection 2 (3) of the *Algoma University Act, 2008* is amended by striking out “*Corporations Act*” and substituting “*Not-for-Profit Corporations Act, 2010*”.**

### ***Algonquin Forestry Authority Act***

**65 Subsection 3 (4) of the *Algonquin Forestry Authority Act* is repealed and the following substituted:**

### **Non-application of Acts**

(4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the Authority.

### ***Art Gallery of Ontario Act***

**66 Section 9 of the *Art Gallery of Ontario Act* is repealed and the following substituted:**

### ***Not-for-Profit Corporations Act, 2010***

**9 (1) The *Not-for-Profit Corporations Act, 2010* applies to the Gallery, except as prescribed by regulation under subsection (2).**

### **Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that do not apply to the Gallery.

### ***Arts Council Act***

**67 The *Arts Council Act* is amended by adding the following section:**

### ***Not-for-Profit Corporations Act, 2010***

**12 (1) The *Not-for-Profit Corporations Act, 2010* applies to the Council, except as prescribed by regulation under subsection (2).**

### **Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that do not apply to the Council.

### ***Centennial Centre of Science and Technology Act***

**68 Subsections 2 (4) and (5) of the *Centennial Centre of Science and Technology Act* are repealed and the following substituted:**

### ***Not-for-Profit Corporations Act, 2010***

(4) The *Not-for-Profit Corporations Act, 2010* does not apply to the Centre, except as prescribed by regulation under subsection (5).

### **Regulations**

(5) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Centre.

### ***Child Care and Early Years Act, 2014***

**69 Subsection 57 (2) of the *Child Care and Early Years Act, 2014*, as re-enacted by section 77 of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed and the following substituted:**

### **Natural person powers**

(2) For greater certainty, a service system manager may use its powers under the following provisions for the purposes of this Act:

1. If the service system manager is a municipality, section 9 of the *Municipal Act, 2001* or section 7 of the *City of Toronto Act, 2006*.

2. If the service system manager is a district social services administration board, section 15 of the *Not-for-Profit Corporations Act, 2010*.

***City of Greater Sudbury Act, 1999***

**70 Clause 11.8 (2) (a) of the *City of Greater Sudbury Act, 1999* is repealed and the following substituted:**

- (a) to which the *Not-for-Profit Corporations Act, 2010* applies; or

***City of Hamilton Act, 1999***

**71 Clause 11.2 (2) (a) of the *City of Hamilton Act, 1999* is repealed and the following substituted:**

- (a) to which the *Not-for-Profit Corporations Act, 2010* applies; or

***City of Ottawa Act, 1999***

**72 Clause 12.2 (2) (a) of the *City of Ottawa Act, 1999* is repealed and the following substituted:**

- (a) to which the *Not-for-Profit Corporations Act, 2010* applies; or

***City of Toronto Act, 2006***

**73 (1) Subsection 125 (4) of the *City of Toronto Act, 2006* is repealed and the following substituted:**

**Non-application of Acts**

- (4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the City.

**Local boards and *Not-for-Profit Corporations Act, 2010***

- (5) Except as prescribed, the *Not-for-Profit Corporations Act, 2010* does not apply to a local board that is a body corporate.

**Regulations**

- (6) The Lieutenant Governor in Council may, by regulation, prescribe for the purposes of subsection (5),

- (a) a local board;
- (b) the provisions of the *Not-for-Profit Corporations Act, 2010* that are to apply to the local board; and
- (c) any modifications subject to which those provisions are to apply to the local board.

**Definition**

- (7) In this section,

“local board” means a local board other than,

- (a) a board of health as defined in subsection 1 (1) of the *Health Protection and Promotion Act*,
- (b) a board of management established under the *Long-Term Care Homes Act, 2007*,
- (c) a body corporate established under the *Planning Act*, or
- (d) a city board established under this Act.

**(2) Subsection 142 (4) of the Act is repealed and the following substituted:**

**Non-application of Acts**

- (4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to a city board that is a body corporate.

***Compensation for Victims of Crime Act***

**74 Subsection 3 (2) of the *Compensation for Victims of Crime Act* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.**

***Condominium Act, 1998***

**75 Subsection 5 (3) of the *Condominium Act, 1998* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.**

***Conservation Land Act***

**76 Clause 3 (1) (f) of the *Conservation Land Act* is repealed and the following substituted:**

- (f) a corporation incorporated under the *Not-for-Profit Corporations Act, 2010* or a predecessor of that Act or the *Canada Not-for-profit Corporations Act* or a predecessor of that Act,

*Co-operative Corporations Act*

77 (1) The following provisions of the *Co-operative Corporations Act* are amended by striking out “a corporation subject to the provisions of Part III of the *Corporations Act*” wherever that expression appears and substituting in each case “a corporation subject to the *Not-for-Profit Corporations Act, 2010*”:

1. Clause 143 (b).
2. Clause 144 (1) (b).
3. Clause 144.1 (2) (b).

(2) Clause 151 (1) (n) of the Act is amended by striking out “a corporation to which Part III of the *Corporations Act* applies” at the end and substituting “a corporation to which the *Not-for-Profit Corporations Act, 2010* applies”.

(3) Subsection 158.1 (1) of the Act is repealed and the following substituted:

**Continuation of corporations incorporated under other Acts**

(1) A corporation incorporated under the *Business Corporations Act*, the *Corporations Act*, the *Not-for-Profit Corporations Act, 2010* or a predecessor of any of these Acts may apply to the Minister for a certificate of continuance continuing it as if it had been incorporated under this Act if the application meets the requirements set out in the Act that governs the corporation’s corporate status.

*Credit Unions and Caisses Populaires Act, 1994*

78 Subsection 249 (2) of the *Credit Unions and Caisses Populaires Act, 1994* is repealed and the following substituted:

**Non-application of Acts**

(2) The *Corporations Act* and the *Not-for-Profit Corporations Act, 2010* do not apply to the Corporation.

*Education Act*

79 Clause 248 (2) (f) of the *Education Act* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

*Education Quality and Accountability Office Act, 1996*

80 (1) Section 10 of the *Education Quality and Accountability Office Act, 1996* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.

(2) Clause 26 (1) (c) of the Act is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

*Electricity Act, 1998*

81 The following provisions of the *Electricity Act, 1998* are amended by striking out “the *Corporations Act*” wherever that expression appears and substituting in each case “the *Not-for-Profit Corporations Act, 2010*”:

1. Section 83.
2. Clause 86 (1) (b).

*Excellent Care for All Act, 2010*

82 (1) Clause 16 (1) (r) of the *Excellent Care for All Act, 2010* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

(2) Section 17 of the Act is repealed.

*Farm Products Marketing Act*

83 Subsection 3 (5) of the *Farm Products Marketing Act* is repealed and the following substituted:

**Body corporate without share capital**

(5) Every local board is a body corporate without share capital to which the *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply.

*Farm Products Payments Act*

84 Subsection 2 (6) of the *Farm Products Payments Act* is repealed and the following substituted:

**Application of *Not-for-Profit Corporations Act, 2010***

(6) The *Not-for-Profit Corporations Act, 2010* does not apply to a board.

*George R. Gardiner Museum of Ceramic Art Act*

85 Section 18 of the *George R. Gardiner Museum of Ceramic Art Act* is repealed and the following substituted:

***Not-for-Profit Corporations Act, 2010***

**18** (1) The *Not-for-Profit Corporations Act, 2010* applies to the Museum, except as prescribed by regulation under subsection (2).

**Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that do not apply to the Museum.

***Higher Education Quality Council of Ontario Act, 2005***

**86** Clause 9 (1) (o) of the *Higher Education Quality Council of Ontario Act, 2005* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

***Housing Development Act***

**87** Subsection 13 (2) of the *Housing Development Act* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

***Housing Services Act, 2011***

**88** (1) Subsection 13 (2) of the *Housing Services Act, 2011*, as re-enacted by subsection 78 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed and the following substituted:

**Natural person powers**

(2) For greater certainty, a service manager may use its powers under the following provisions for the purposes of this Act:

1. If the service manager is a municipal service manager, section 9 of the *Municipal Act, 2001* or section 7 of the *City of Toronto Act, 2006*.
2. If the service manager is a dssab service manager, section 15 of the *Not-for-Profit Corporations Act, 2010*.

(2) Subsection 15 (1) of the Act, as re-enacted by subsection 78 (2) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed and the following substituted:

**Clarification on powers – dssab service manager**

(1) Subsection 4 (1) of the *District Social Services Administration Boards Act* does not limit a dssab service manager from exercising its powers under this Act or section 15 of the *Not-for-Profit Corporations Act, 2010* throughout its service area for the purposes of this Act.

***Human Rights Code***

**89** Clause 48 (2) (o) of the *Human Rights Code* is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

***Legal Aid Services Act, 1998***

**90** (1) Subsection 52 (1) of the *Legal Aid Services Act, 1998* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.

(2) Clause 97 (2) (g) of the Act is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

***Local Health System Integration Act, 2006***

**91** Subsection 4 (2) of the *Local Health System Integration Act, 2006* is repealed and the following substituted:

**Other Acts**

(2) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to a local health integration network, except as prescribed.

***The McMaster University Act, 1976***

**92** Subsection 1 (2) of *The McMaster University Act, 1976* is amended by striking out “The *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

***McMichael Canadian Art Collection Act***

**93** Subsection 2 (5) of the *McMichael Canadian Art Collection Act* is repealed and the following substituted:

***Not-for-Profit Corporations Act, 2010***

(5) The *Not-for-Profit Corporations Act, 2010* does not apply to the Corporation, except as prescribed by regulation under subsection (6).



## Regulations

(6) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Corporation.

### *Metrolinx Act, 2006*

**94 (1) Subsection 37 (1) of the *Metrolinx Act, 2006* is repealed and the following substituted:**

#### Non-application of corporate Acts

(1) Except as provided in subsections (2) and (3), the *Business Corporations Act*, the *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the Corporation or its subsidiary corporations.

(2) **The following provisions of the Act are amended by striking out “the *Corporations Act*” wherever that expression appears and substituting in each case “the *Not-for-Profit Corporations Act, 2010*”:**

1. Subsection 37 (3), in the portion before clause (a).
2. Clause 42 (1) (k).

### *Metropolitan Toronto Convention Centre Corporation Act*

**95 Subsection 2 (2) of the *Metropolitan Toronto Convention Centre Corporation Act* is repealed and the following substituted:**

#### *Not-for-Profit Corporations Act, 2010*

(2) The *Not-for-Profit Corporations Act, 2010* does not apply to the Corporation, except as prescribed by regulation under subsection (2.1).

## Regulations

(2.1) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Corporation.

### *Milk Act*

**96 Subsection 6 (4) of the *Milk Act* is repealed and the following substituted:**

#### Body corporate without share capital

(4) Every marketing board is a body corporate without share capital to which the *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply.

### *Mining Act*

**97 Clause 184 (1) (a) of the *Mining Act* is repealed and the following substituted:**

- (a) are forfeited to the Crown under the *Corporations Act*, the *Not-for-Profit Corporations Act, 2010* or the *Business Corporations Act*, or any predecessor of any of them, or are forfeited to the Crown for any other cause; or

### *Ministry of Agriculture, Food and Rural Affairs Act*

**98 (1) Subsection 12 (1) of the *Ministry of Agriculture, Food and Rural Affairs Act* is amended by striking out “body corporate” and substituting “body corporate without share capital”.**

**(2) Subsection 12 (7) of the Act is repealed and the following substituted:**

#### Non-application of Acts

(7) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the Commission.

### *Municipal Act, 2001*

**99 (1) Section 4 of the *Municipal Act, 2001* is repealed and the following substituted:**

#### Body corporate

**4** The inhabitants of every municipality are incorporated as a body corporate.

#### Application of Acts

**4.1 (1)** The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to a municipality.

#### Local boards and *Not-for-Profit Corporations Act, 2010*

(2) Except as prescribed, the *Not-for-Profit Corporations Act, 2010* does not apply to a local board that is a body corporate.

## Regulations

(3) The Lieutenant Governor in Council may, by regulation, prescribe for the purposes of subsection (2),

- (a) a local board;
- (b) the provisions of the *Not-for-Profit Corporations Act, 2010* that are to apply to the local board; and
- (c) any modifications subject to which those provisions are to apply to the local board.

**Definition**

(4) In this section,

“local board” means a local board other than,

- (a) a board of health as defined in subsection 1 (1) of the *Health Protection and Promotion Act*,
- (b) a board of management established under the *Long-Term Care Homes Act, 2007*,
- (c) a body corporate established under the *Planning Act*, or
- (d) a municipal service board established under this Act.

**(2) Subsection 197 (4) of the Act is repealed and the following substituted:**

**Non-application of Acts**

(4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to a municipal service board that is a body corporate.

***Municipal Property Assessment Corporation Act, 1997***

**100 Subsection 7 (5) of the *Municipal Property Assessment Corporation Act, 1997* is repealed and the following substituted:**

**Non-application of corporate Acts**

(5) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply with respect to the Corporation except, in the case of the *Not-for-Profit Corporations Act, 2010*, as is prescribed by regulation.

**Regulations**

(6) The Minister may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Corporation.

***Niagara Escarpment Planning and Development Act***

**101 Subsection 5 (13) of the *Niagara Escarpment Planning and Development Act* is repealed and the following substituted:**

***Not-for-Profit Corporations Act, 2010***

(13) The *Not-for-Profit Corporations Act, 2010* does not apply to the Commission.

***Northern Ontario Heritage Fund Act***

**102 Section 4 of the *Northern Ontario Heritage Fund Act* is repealed and the following substituted:**

**Application of *Not-for-Profit Corporations Act, 2010***

**4 (1)** The *Not-for-Profit Corporations Act, 2010* does not apply to the Corporation, except as is prescribed by regulation.

**Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Corporation.

***Northern Services Boards Act***

**103 (1) Subsection 6 (1) of the *Northern Services Boards Act* is repealed and the following substituted:**

**Status of Board**

(1) A Board is a corporation, but the *Not-for-Profit Corporations Act, 2010* does not apply to Boards, except as is prescribed by regulation.

**(2) Subsection 7 (7) of the Act is repealed and the following substituted:**

**Assignment of contracts**

(7) A Board may, by by-law, accept the assignment of any contract or agreement entered into by a corporation incorporated under the *Not-for-Profit Corporations Act, 2010*, or a predecessor of that Act, where the subject matter of the contract or agreement is consistent with the powers of the Board.

**(3) Section 33 of the Act is repealed and the following substituted:**

## Regulations

**33** The Lieutenant Governor in Council may make regulations,

- (a) amending the Schedule to this Act;
- (b) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to Boards.

**(4)** Subsection 39 (13) of the Act is amended by striking out “*The Corporations Act*” at the beginning and substituting “*The Not-for-Profit Corporations Act, 2010*”.

### *Ontario Capital Growth Corporation Act, 2008*

**104** Subsection 2 (2) of the *Ontario Capital Growth Corporation Act, 2008* is amended by striking out “*The Corporations Act*” at the beginning and substituting “*The Not-for-Profit Corporations Act, 2010*”.

### *Ontario College of Art & Design University Act, 2002*

**105** Subsection 2 (2) of the *Ontario College of Art & Design University Act, 2002* is amended by striking out “*Corporations Act*” and substituting “*Not-for-Profit Corporations Act, 2010*”.

### *Ontario College of Teachers Act, 1996*

**106** (1) Subsection 2 (3) of the *Ontario College of Teachers Act, 1996* is amended by striking out “*The Corporations Act*” at the beginning and substituting “*The Not-for-Profit Corporations Act, 2010*”.

**(2)** Paragraph 1 of subsection 40 (1) of the Act is amended by striking out “*the Corporations Act*” and substituting “*the Not-for-Profit Corporations Act, 2010*”.

### *Ontario Colleges of Applied Arts and Technology Act, 2002*

**107** (1) Clause 8 (1) (c) of the *Ontario Colleges of Applied Arts and Technology Act, 2002* is amended by striking out “*Corporations Act* under such conditions as may be prescribed” at the end and substituting “*Not-for-Profit Corporations Act, 2010* under the conditions, if any, that are prescribed”.

**(2)** Subsection 8 (3) of the Act is amended by striking out “*Corporations Act*” and substituting “*Not-for-Profit Corporations Act, 2010*”.

### *Ontario Educational Communications Authority Act*

**108** (1) Subsection 6 (4) of the *Ontario Educational Communications Authority Act*, as re-enacted by section 81 of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed and the following substituted:

#### **Application of *Not-for-Profit Corporations Act, 2010***

**(4)** The provisions of the *Not-for-Profit Corporations Act, 2010* that are prescribed by the regulations do not apply to the Authority unless the approval of the Lieutenant Governor in Council is obtained.

**(2)** Subsection 6 (4.1) of the Act, as enacted by section 81 of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed.

**(3)** Section 17 of the Act is amended by adding the following clause:

- (e) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* for the purposes of subsection 6 (4).

### *Ontario Energy Board Act, 1998*

**109** Section 4.15 of the *Ontario Energy Board Act, 1998* is amended by striking out “*The Corporations Act*” at the beginning and substituting “*The Not-for-Profit Corporations Act, 2010*”.

### *Ontario Food Terminal Act*

**110** (1) Subsection 2 (1) of the *Ontario Food Terminal Act* is amended by striking out “body corporate” and substituting “body corporate without share capital”.

**(2)** Section 4 of the Act is amended by adding the following subsection:

#### **Application of *Not-for-Profit Corporations Act, 2010***

**(2.1)** The *Not-for-Profit Corporations Act, 2010* does not apply to the Board.

### *Ontario French-language Educational Communications Authority Act, 2008*

**111** (1) Subsection 6 (4) of the *Ontario French-language Educational Communications Authority Act, 2008*, as re-enacted by section 83 of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed and the following substituted:

**Application of *Not-for-Profit Corporations Act, 2010***

(4) The provisions of the *Not-for-Profit Corporations Act, 2010* that are prescribed by the regulations do not apply to the Authority unless the approval of the Lieutenant Governor in Council is obtained.

**(2) Subsection 6 (4.1) of the Act, as enacted by section 83 of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017*, is repealed.**

**(3) Section 22 of the Act is amended by adding the following clause:**

(e) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* for the purposes of subsection 6 (4).

***Ontario Heritage Act***

**112 (1) Section 6 of the *Ontario Heritage Act* is repealed and the following substituted:**

***Not-for-Profit Corporations Act, 2010***

**6** The *Not-for-Profit Corporations Act, 2010* does not apply to the Trust, except as prescribed by regulation.

**(2) Subsection 70 (1) of the Act is amended by adding the following clause:**

(n) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Trust.

***Ontario Mortgage and Housing Corporation Act***

**113 Subsection 2 (5) of the *Ontario Mortgage and Housing Corporation Act* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.**

***Ontario Municipal Employees Retirement System Act, 2006***

**114 (1) Subsection 22 (4) of the *Ontario Municipal Employees Retirement System Act, 2006* is repealed and the following substituted:**

**Same**

(4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the Sponsors Corporation.

**(2) Subsection 32 (4) of the Act is repealed and the following substituted:**

**Same**

(4) The *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act* do not apply to the Administration Corporation.

***Ontario Northland Transportation Commission Act***

**115 The *Ontario Northland Transportation Commission Act* is amended by adding the following section:**

***Not-for-Profit Corporations Act, 2010***

**2.1 (1)** The *Not-for-Profit Corporations Act, 2010* does not apply to the Commission except as is prescribed by regulation.

**Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Commission.

***Ontario Place Corporation Act***

**116 (1) Section 5 of the *Ontario Place Corporation Act* is repealed and the following substituted:**

***Not-for-Profit Corporations Act, 2010***

**5** The *Not-for-Profit Corporations Act, 2010* does not apply to the Corporation, except as prescribed by regulation under section 10.1.

**(2) The Act is amended by adding the following section:**

**Regulations, additional**

**10.1** The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Corporation.

***Ontario Trails Act, 2016***

**117 Clause (h) of the definition of “eligible body” in subsection 12 (1) of the *Ontario Trails Act, 2016* is amended by striking out “Part III of the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010* or a predecessor of that Act”.**

*Ottawa Convention Centre Corporation Act*

**118 Subsection 2 (2) of the *Ottawa Convention Centre Corporation Act* is repealed and the following substituted:**

*Not-for-Profit Corporations Act, 2010*

(2) The *Not-for-Profit Corporations Act, 2010* does not apply to the Centre, except as prescribed by regulation under subsection (2.1).

**Regulations**

(2.1) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Centre.

*Planning Act*

**119 The *Planning Act* is amended by adding the following section:**

*Not-for-Profit Corporations Act, 2010*

**1.2** The *Not-for-Profit Corporations Act, 2010* does not apply to a body corporate established under this Act.

*Prepaid Hospital and Medical Services Act*

**120 (1) Section 3 of the *Prepaid Hospital and Medical Services Act* is repealed and the following substituted:**

**Incorporation**

**3** No articles of incorporation of an association under the *Not-for-Profit Corporations Act, 2010* or the *Business Corporations Act* shall be issued without the written approval of the Superintendent.

(2) **Subsection 9 (4) of the Act is amended by striking out “section 210” and substituting “section 208” and by striking out “sections 208 to 238” and substituting “sections 207 to 236”.**

(3) **Subsection 9 (4) of the Act is repealed and the following substituted:**

**Winding up**

(4) The Superintendent may apply to the court under section 137 of the *Not-for-Profit Corporations Act, 2010* or section 208 of the *Business Corporations Act*, as appropriate, for an order winding up an association that has ceased issuing contracts to its members or subscribers, and sections 136 to 165 of the *Not-for-Profit Corporations Act, 2010* or sections 207 to 236 of the *Business Corporations Act*, as the case may be, apply to the winding up.

*Professional Foresters Act, 2000*

**121 (1) Subsection 4 (3) of the *Professional Foresters Act, 2000* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.**

(2) **Clause 52 (1) (a) of the Act is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.**

*Professional Geoscientists Act, 2000*

**122 (1) Subsection 27 (3) of the *Professional Geoscientists Act, 2000* is amended by striking out “The *Corporations Act*” at the beginning and substituting “The *Not-for-Profit Corporations Act, 2010*”.**

(2) **Clause 43 (1) (g) of the Act is amended by striking out “the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.**

*Public Guardian and Trustee Act*

**123 (1) The *Public Guardian and Trustee Act* is amended by adding the following section:**

*Not-for-Profit Corporations Act, 2010*

**13.2** The *Not-for-Profit Corporations Act, 2010* does not apply to the Public Guardian and Trustee except as is prescribed by regulation.

(2) **Section 14 of the Act is amended by adding the following clause:**

- (l) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Public Guardian and Trustee and prescribing any modifications, if necessary.

*Real Estate and Business Brokers Act, 2002*

**124 Clause 5 (1) (a) of the *Real Estate and Business Brokers Act, 2002* is amended by adding “the *Not-for-Profit Corporations Act, 2010*” after “the *Courts of Justice Act*”.**

***Resource Recovery and Circular Economy Act, 2016***

**125 (1) Section 35 of the *Resource Recovery and Circular Economy Act, 2016*, as amended by subsection 109 (1) of that Act, is repealed and the following substituted:**

**Application of corporate Acts**

**35** The *Corporations Act*, the *Corporations Information Act* and the *Not-for-Profit Corporations Act, 2010* do not apply to the Authority, except as provided by the regulations.

**(2) Subclause 105 (b) (iv) of the Act, as amended by subsection 109 (2) of that Act, is repealed and the following substituted:**

(iv) prescribing provisions of the *Corporations Act*, the *Corporations Information Act* and the *Not-for-Profit Corporations Act, 2010* that apply to subsidiary corporations;

**(3) Clause 106 (1) (h) of the Act, as amended by subsection 109 (3) of that Act, is repealed and the following substituted:**

(h) prescribing provisions of the *Corporations Act*, the *Corporations Information Act* and the *Not-for-Profit Corporations Act, 2010* that apply to the Authority.

***Retirement Homes Act, 2010***

**126 Section 15 of the *Retirement Homes Act, 2010* is amended by striking out “*Corporations Act*” and substituting “*Not-for-Profit Corporations Act, 2010*”.**

***Royal Botanical Gardens Act, 1989***

**127 Subsection 2 (3) of the *Royal Botanical Gardens Act, 1989* is amended by striking out “*The Corporations Act*” at the beginning and substituting “*The Not-for-Profit Corporations Act, 2010*”.**

***Royal Ontario Museum Act***

**128 The *Royal Ontario Museum Act* is amended by adding the following section:**

***Not-for-Profit Corporations Act, 2010***

**15 (1)** The *Not-for-Profit Corporations Act, 2010* applies to the Museum, except as prescribed by regulation under subsection (2).

**Regulations**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that do not apply to the Museum.

***Ryerson University Act, 1977***

**129 Subsection 1 (2) of the *Ryerson University Act, 1977* is amended by striking out “*The Corporations Act*” and substituting “*the Not-for-Profit Corporations Act, 2010*”.**

***Science North Act***

**130 (1) Subsection 2 (5) of the *Science North Act* is repealed and the following substituted:**

***Not-for-Profit Corporations Act, 2010***

(5) The *Not-for-Profit Corporations Act, 2010* does not apply to the Centre, except as prescribed by regulation under clause 16 (1) (c).

**(2) Subsection 16 (1) of the Act is amended by adding the following clause:**

(c) prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Centre.

***Shortline Railways Act, 1995***

**131 Section 3 of the *Shortline Railways Act, 1995* is repealed and the following substituted:**

**Corporate structure**

**3** The *Business Corporations Act* or the *Not-for-Profit Corporations Act, 2010*, as appropriate, applies to a corporation operating a shortline railway despite section 2 of the *Business Corporations Act*, section 4 of the *Not-for-Profit Corporations Act, 2010* and *The Railways Act*.

***St. Lawrence Parks Commission Act***

**132 Section 21 of the *St. Lawrence Parks Commission Act* is repealed and the following substituted:**

***Not-for-Profit Corporations Act, 2010***

**21** (1) The *Not-for-Profit Corporations Act, 2010* does not apply to the Commission, except as prescribed by regulation under subsection (2).

**Regulations, additional**

(2) The Lieutenant Governor in Council may make regulations prescribing provisions of the *Not-for-Profit Corporations Act, 2010* that apply to the Commission.

***Surveyors Act***

**133** Section 46 of the *Surveyors Act* is repealed and the following substituted:

***Not-for-Profit Corporations Act, 2010***

**46** The *Not-for-Profit Corporations Act, 2010* does not apply to the Association, except as is prescribed by regulation.

***Teachers' Pension Act***

**134** Subsection 6 (2) of the *Teachers' Pension Act* is repealed and the following substituted:

***Not-for-Profit Corporations Act, 2010***

(2) The *Not-for-Profit Corporations Act, 2010* does not apply to the Board.

***Toronto Islands Residential Community Stewardship Act, 1993***

**135** Subsection 11 (4) of the *Toronto Islands Residential Community Stewardship Act, 1993* is amended by striking out "The *Corporations Act*" at the beginning and substituting "The *Not-for-Profit Corporations Act, 2010*".

***Toronto Waterfront Revitalization Corporation Act, 2002***

**136** Subsection 2 (5) of the *Toronto Waterfront Revitalization Corporation Act, 2002* is amended by striking out "The *Corporations Act*" at the beginning and substituting "The *Not-for-Profit Corporations Act, 2010*".

***Town of Haldimand Act, 1999***

**137** Clause 13.2 (2) (a) of the *Town of Haldimand Act, 1999* is repealed and the following substituted:

- (a) to which the *Not-for-Profit Corporations Act, 2010* applies; or

***Town of Norfolk Act, 1999***

**138** Clause 13.2 (2) (a) of the *Town of Norfolk Act, 1999* is repealed and the following substituted:

- (a) to which the *Not-for-Profit Corporations Act, 2010* applies; or

***University Foundations Act, 1992***

**139** (1) Subsection 4 (6) of the *University Foundations Act, 1992* is amended by striking out "The *Corporations Act*" at the beginning and substituting "The *Not-for-Profit Corporations Act, 2010*".

(2) Clause 11 (1) (d) of the Act is amended by striking out "*Corporations Act*" and substituting "*Not-for-Profit Corporations Act, 2010*".

***University of Ontario Institute of Technology Act, 2002***

**140** Subsection 2 (3) of the *University of Ontario Institute of Technology Act, 2002* is amended by striking out "*Corporations Act*" and substituting "*Not-for-Profit Corporations Act, 2010*".

***The University of Toronto Act, 1971***

**141** (1) Subsection 1 (2) of *The University of Toronto Act, 1971* is amended by striking out "Sections 85 and 347 of *The Corporations Act*" at the beginning and substituting "Sections 64 and 169 of the *Not-for-Profit Corporations Act, 2010*".

(2) Subsection 1 (3) of the Act is amended by striking out "*The Corporations Act*" and substituting "the *Not-for-Profit Corporations Act, 2010*".

***University of Western Ontario Act, 1982***

**142** Subsection 1 (2) of the *University of Western Ontario Act, 1982* is amended by striking out "*Corporations Act*" and substituting "*Not-for-Profit Corporations Act, 2010*".

***Waste Diversion Transition Act, 2016***

**143** (1) Subsection 14 (2) of the *Waste Diversion Transition Act, 2016*, as amended by subsection 77 (1) of that Act, is amended by striking out "the *Not-for-Profit Corporations Act, 2010*" and substituting "the *Corporations Act* or the *Not-for-Profit Corporations Act, 2010*".

(2) Section 23 of the Act, as amended by subsection 77 (2) of that Act, is amended by striking out “The *Not-for-Profit Corporations Act, 2010*” at the beginning and substituting “The *Corporations Act, the Not-for-Profit Corporations Act, 2010*”.

(3) Subsection 43 (8) of the Act is repealed and the following substituted:

Same

(8) The administrator is a member of the industry funding organization for the purposes of any provision of Part VI of the *Corporations Act* that is prescribed to apply to the organization under section 23 of this Act.

(4) Subsection 43 (8) of the Act, as amended by subsection 77 (3) of that Act, is repealed and the following substituted:

Same

(8) The administrator is a member of the industry funding organization for the purposes of any provision of Part VI of the *Corporations Act* or Part XII of the *Not-for-Profit Corporations Act, 2010* that is prescribed to apply to the organization under section 23 of this Act.

(5) Clause 73 (1) (f) of the Act, as amended by subsection 77 (4) of that Act, is amended by striking out “the *Not-for-Profit Corporations Act, 2010*” and substituting “the *Corporations Act, the Not-for-Profit Corporations Act, 2010*”.

(6) Subclause 73 (1) (h) (iv) of the Act, as amended by subsection 77 (5) of that Act, is amended by striking out “the *Not-for-Profit Corporations Act, 2010*” and substituting “the *Corporations Act, the Not-for-Profit Corporations Act, 2010*”.

*The Wilfrid Laurier University Act, 1973*

144 Subsection 2 (2) of *The Wilfrid Laurier University Act, 1973* is amended by striking out “*The Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”.

#### OTHER AMENDMENTS

*Budget Measures Act, 2015*

145 Subsection 55 (8) of Schedule 7 to the *Budget Measures Act, 2015* is repealed.

*Child Care Modernization Act, 2014*

146 Section 89 and subsection 90 (2) of Schedule 1 to the *Child Care Modernization Act, 2014* are repealed.

*Protecting Condominium Owners Act, 2015*

147 The following provisions of the *Protecting Condominium Owners Act, 2015* are amended by striking out “subsection 211 (1) of the *Not-for-Profit Corporations Act, 2010*” wherever that expression appears and substituting in each case “subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010*”:

1. Subsection 159 (2) of Schedule 1.
2. Subsection 83 (2) of Schedule 2.
3. Subsection 83 (3) of Schedule 2.

*Putting Consumers First Act (Consumer Protection Statute Law Amendment), 2017*

148 The following provisions of Schedule 1 to the *Putting Consumers First Act (Consumer Protection Statute Law Amendment), 2017* are amended by striking out “subsection 211 (1) of the *Not-for-Profit Corporations Act, 2010*” wherever that expression appears and substituting in each case “subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010*”:

1. Subsection 82 (3).
2. Subsection 82 (4).

*Strong Communities through Affordable Housing Act, 2011*

149 Subsections 185 (1) and (2) of Schedule 1 to the *Strong Communities through Affordable Housing Act, 2011* are repealed.

#### COMMENCEMENT

Commencement

150 (1) Subject to subsections (2) to (6), this Schedule comes into force on a day to be named by proclamation of the Lieutenant Governor.



(2) Subsections 9 (1), 29 (2) and 30 (3), section 43, subsections 47 (2) and (3), sections 57, 58, 59 and 60, subsections 82 (2), 120 (2) and 143 (3) and sections 145 to 149 come into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

(3) Subsection 28 (2) comes into force on the 25th anniversary of the day subsection 3 (1) of Schedule 7 to the *Cutting Unnecessary Red Tape Act, 2017* comes into force.

(4) Subsection 53 (2) comes into force on the third anniversary of the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

(5) Sections 61 to 68 and 70 to 81, subsection 82 (1), sections 83 to 87 and 89 to 107, subsection 108 (3), sections 109 and 110, subsection 111 (3), sections 112 to 119, subsections 120 (1) and (3), sections 121 to 142, subsections 143 (1), (2), (4), (5) and (6) and section 144 come into force on the later of the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force and the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

(6) Sections 69 and 88, subsections 108 (1) and (2) and 111 (1) and (2) come into force on the later of the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force and the 60th day after the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.

**SCHEDULE 9**  
**MINISTRY OF GOVERNMENT AND CONSUMER SERVICES — REGISTRATION AND OTHER STATUTES**  
**ARTHUR WISHART ACT (FRANCHISE DISCLOSURE), 2000**

**1 (1) Subclauses (a) (i) and (ii) of the definition of “franchise” in subsection 1 (1) of the *Arthur Wishart Act (Franchise Disclosure), 2000* are repealed and the following substituted:**

- (i) the franchisor grants the franchisee the right to sell, offer for sale or distribute goods or services that are substantially associated with a trade-mark, trade name, logo or advertising or other commercial symbol that is owned by or licensed to the franchisor or the franchisor’s associate, and
- (ii) the franchisor or the franchisor’s associate has the right to exercise or exercises significant control over, or has the right to provide or provides significant assistance in, the franchisee’s method of operation, including building design and furnishings, locations, business organization, marketing techniques or training, or

**(2) Subclause (b) (i) of the definition of “franchise” in subsection 1 (1) of the Act is amended by striking out “service mark”.**

**(3) Clause (b) of the definition of “franchise system” in subsection 1 (1) of the Act is amended by striking out “service mark”.**

**2 (1) Paragraph 4 of subsection 2 (3) of the Act is amended by striking out “service mark”.**

**(2) Paragraph 5 of subsection 2 (3) of the Act is repealed and the following substituted:**

- 5. An arrangement arising from an agreement between a licensor and a single licensee to license a specific trade-mark, trade name, logo or advertising or other commercial symbol where the licence is the only one of its general nature and type to be granted by the licensor in Canada with respect to that trade-mark, trade name, logo or advertising or other commercial symbol.

**3 (1) Clauses 5 (1) (a) and (b) of the Act are repealed and the following substituted:**

- (a) the signing by the prospective franchisee of the franchise agreement or any other agreement relating to the franchise, other than an agreement described in subsection (1.1); and
- (b) the payment of any consideration by or on behalf of the prospective franchisee to the franchisor or franchisor’s associate relating to the franchise, excluding the payment of a fully refundable deposit if it,
  - (i) does not exceed the prescribed amount,
  - (ii) is refundable without any deductions, and
  - (iii) is given under an agreement that in no way binds the prospective franchisee to enter into a franchise agreement.

**(2) Section 5 of the Act is amended by adding the following subsections:**

**Exception**

(1.1) Clauses (1) (a) and (5) (a) do not apply to an agreement if it only contains terms that,

- (a) require any information or material that may be provided to a prospective franchisee to be kept confidential;
- (b) prohibit the use of any information or material that may be provided to a prospective franchisee; or
- (c) designate a location, site or territory for a prospective franchisee.

**Same**

(1.2) Despite subsection (1.1), clauses (1) (a) and (5) (a) apply to an agreement if it contains terms that,

- (a) require information to be kept confidential or prohibit the use of information, if the information,
  - (i) is or comes into the public domain other than as a result of a contravention of the agreement,
  - (ii) is disclosed to any person other than as a result of a contravention of the agreement, or
  - (iii) is disclosed with the consent of all the parties to the agreement; or
- (b) prohibit the disclosure of information to an organization of franchisees, other franchisees of the same franchise system or a franchisee’s professional advisors.

**(3) Clauses 5 (5) (a) and (b) of the Act are repealed and the following substituted:**

- (a) the signing by the prospective franchisee of the franchise agreement or any other agreement relating to the franchise, other than an agreement described in subsection (1.1); and

- (b) the payment of any consideration by or on behalf of the prospective franchisee to the franchisor or franchisor's associate relating to the franchise, excluding the payment of a fully refundable deposit if it,
  - (i) does not exceed the prescribed amount,
  - (ii) is refundable without any deductions, and
  - (iii) is given under an agreement that in no way binds the prospective franchisee to enter into a franchise agreement.

**(4) Section 5 of the Act is amended by adding the following subsection:**

**Contents of statement**

(5.1) A statement of material change shall contain the information that is prescribed.

**(5) Clause 5 (7) (b) of the Act is repealed and the following substituted:**

- (b) the grant of a franchise to a person for the person's own account or to a corporation that the person controls if the person,
  - (i) has been an officer or director of the franchisor or of the franchisor's associate for at least six months and is currently such an officer or director, or
  - (ii) was an officer or director of the franchisor or of the franchisor's associate for at least six months and not more than four months have passed since the person was such an officer or director;

**(6) Clause 5 (7) (e) of the Act is repealed and the following substituted:**

- (e) the grant of a franchise to a person to sell goods or services within a business in which that person has an interest if the sales arising from those goods or services during the first year of operation of the franchise, as anticipated by the parties or that should be anticipated by the parties at the time the franchise agreement is entered into, do not exceed, in relation to the total sales of the business during that year, a prescribed percentage;

**(7) Subclause 5 (7) (g) (i) of the Act is repealed and the following substituted:**

- (i) the prospective franchisee is required to make a total initial investment, as described in the disclosure document, of an amount that does not exceed a prescribed amount,

**(8) Clause 5 (7) (h) of the Act is repealed and the following substituted:**

- (h) the grant of a franchise if the prospective franchisee is required to make a total initial investment, as described in the disclosure document, of an amount that is greater than a prescribed amount.

**4 (1) Subsection 14 (1) of the Act is amended by adding the following clauses:**

(a.1) prescribing an amount for the purpose of subclause 5 (1) (b) (i) or (5) (b) (i);

. . . . .

(f.1) prescribing the information to be included in a statement of material change for the purpose of subsection 5 (5.1);

**(2) Clause 14 (1) (i) of the Act is repealed and the following substituted:**

- (i) prescribing an amount for the purpose of clause 5 (7) (h);

**CONDOMINIUM ACT, 1998**

**5 Subsection 5 (2) of the *Condominium Act, 1998*, as re-enacted by section 3 of Schedule 9 to the *Strong Action for Ontario Act (Budget Measures), 2012*, is amended by striking out "the regulations made under this Act" and substituting "the regulations".**

**LAND REGISTRATION REFORM ACT**

**6 Section 21 of the *Land Registration Reform Act* is repealed and the following substituted:**

**No writing or signature required**

**21 (1)** Despite section 2 of the *Statute of Frauds Act*, section 9 of the *Conveyancing and Law of Property Act* or any other Act or rule of law, an electronic document is not required to be in writing or to be signed by the parties.

**Same**

(2) An electronic document that is not in writing or signed by the parties has the same effect for all purposes as a document that is in writing and is signed by the parties.

**LAND TITLES ACT**

**7 Section 67 of the *Land Titles Act* is repealed and the following substituted:**

**Description of registered owner**

**67** Subject to section 64, no person, other than a corporation, may be shown as the registered owner of land or a charge unless the person is described by,

- (a) if the person has a single name, but no surname or first given name, the person's single name; or
- (b) if the person does not have a single name, the person's surname and first given name in full, followed by another given name, if any, in full.

**PERSONAL PROPERTY SECURITY ACT**

**8 Subsection 7 (2) of the *Personal Property Security Act* is repealed and the following substituted:**

**Change of jurisdiction**

(2) If a security interest to which subsection (1) applies is a perfected security interest under the law of the jurisdiction where the debtor is located, and if the jurisdiction where the debtor is located changes as a result of a change in a factor by which the location of the debtor is determined under subsection (3), the security interest continues perfected only until the earliest of,

- (a) 60 days after the day the jurisdiction where the debtor is located changed;
- (b) 15 days after the day the secured party learns that the jurisdiction where the debtor is located has changed; and
- (c) the day perfection ceases under the previously applicable law.

**Application of subs. (2)**

(2.1) For greater certainty, if a change in the jurisdiction where the debtor is located occurs on December 31, 2015 and the change is solely a result of the operation of subsections 7 (3), (4) and (5) of this Act, as they read on that day, and not a result of a change in a factor by which the location of the debtor is determined, subsection 7.2 (7) applies to the change instead of subsection (2) of this section.

**9 Subsections 7.1 (6) and (7) of the Act are repealed and the following substituted:**

**Change of jurisdiction**

(6) If a security interest to which subsection (5) applies is a perfected security interest under the law of the jurisdiction in which the debtor is located, and if the jurisdiction in which the debtor is located changes as a result of a change in a factor by which the location of the debtor is determined under subsection 7 (3), the security interest continues perfected only until the earliest of,

- (a) 60 days after the day the jurisdiction in which the debtor is located changed;
- (b) 15 days after the day the secured party learns that the jurisdiction in which the debtor is located has changed; and
- (c) the day perfection ceases under the previously applicable law.

**Application of subs. (6)**

(6.1) For greater certainty, if a change in the jurisdiction where the debtor is located occurs on December 31, 2015 and the change is solely a result of the operation of subsections 7 (3), (4) and (5) of this Act, as they read on that day, and not a result of a change in a factor by which the location of the debtor is determined, subsection 7.3 (6) applies to the change instead of subsection (6) of this section.

**Same**

(7) If a security interest to which clause (2) (b), (c) or (d) applies is a perfected security interest under the law of the jurisdiction of the issuer, securities intermediary or futures intermediary, as applicable, and if there is a change in the jurisdiction of the issuer, securities intermediary or futures intermediary, as determined under clause (3) (b) or (c) or subsection (4), the security interest continues perfected only until the earliest of,

- (a) 60 days after the day the jurisdiction of the issuer, securities intermediary or futures intermediary, as applicable, changed;
- (b) 15 days after the day the secured party learns that the jurisdiction of the issuer, securities intermediary or futures intermediary, as applicable, has changed; and
- (c) the day perfection ceases under the previously applicable law.

**10 (1) The following provisions of section 7.2 of the Act are amended by striking out “the day subsection 3 (2) of Schedule E to the *Ministry of Government Services Consumer Protection and Service Modernization Act, 2006* comes into force” wherever that expression appears and substituting in each case “December 31, 2015”:**

1. The definition of “prior law” in subsection (1).

2. Subsection (2).
3. Subsection (3).
4. Subsection (6).
5. Subsection (9).
6. Subsection (10).
7. Subsection (12).

**(2) Subsections 7.2 (7) and (8) of the Act are repealed and the following substituted:**

**Same**

(7) In the case of a prior security interest that is a perfected security interest under prior law immediately before December 31, 2015,

- (a) if the jurisdiction where the debtor is located on that day, as determined under subsections 7 (3), (4) and (5) of this Act, as they read on that day, is different from the jurisdiction where the debtor was located as determined under prior law; and
- (b) if the difference is solely a result of the operation of subsections 7 (3), (4) and (5) and not a result of any change in a factor by which the location of the debtor is determined under subsection 7 (3),
  - the prior security interest continues perfected only until the earliest of the following:
    1. The beginning of the day on December 31, 2020.
    2. The beginning of the day perfection ceases under prior law.
    3. The end of the day determined under subsection 7 (2), if the jurisdiction where the debtor is located on December 31, 2015, as determined under subsections 7 (3), (4) and (5) of this Act, changes after that day as a result of a change in a factor by which the location of the debtor is determined under subsection 7 (3).

**Same**

(8) If, on or after December 31, 2015 but before the earliest of the days referred to in paragraphs 1, 2 and 3 of subsection (7) of this section, a prior security interest referred to in subsection (7) is perfected in accordance with the applicable law as determined under this Act, the security interest shall be deemed to be continuously perfected from the day of its perfection under prior law.

**11 (1) The following provisions of section 7.3 of the Act are amended by striking out “the day subsection 3 (2) of Schedule E to the *Ministry of Government Services Consumer Protection and Service Modernization Act, 2006* comes into force” wherever that expression appears and substituting in each case “December 31, 2015”:**

1. The definition of “prior law” in subsection (1).
2. Subsection (2).
3. Subsection (3).

**(2) Subsections 7.3 (6) and (7) of the Act are repealed and the following substituted:**

**Perfection**

(6) In the case of a prior security interest that was perfected by registration and is a perfected security interest under prior law immediately before December 31, 2015,

- (a) if the jurisdiction in which the debtor is located on that day, as determined under subsections 7 (3), (4) and (5) of this Act, as they read on that day, is different from the jurisdiction where the debtor was located as determined under prior law; and
- (b) if the difference is solely a result of the operation of subsections 7 (3), (4) and (5) and not a result of any change in a factor by which the location of the debtor is determined under subsection 7 (3),
  - the prior security interest continues perfected only until the earliest of the following:
    1. The beginning of the day on December 31, 2020.
    2. The beginning of the day perfection ceases under prior law.
    3. The end of the day determined under subsection 7.1 (6), if the jurisdiction in which the debtor is located on December 31, 2015, as determined under subsections 7 (3), (4) and (5) of this Act, changes after that day as a result of a change in a factor by which the location of the debtor is determined under subsection 7 (3).

**Same**

(7) If, on or after December 31, 2015 but before the earliest of the days referred to in paragraphs 1, 2 and 3 of subsection (6) of this section, a prior security interest referred to in subsection (6) is perfected in accordance with the applicable law as determined under this Act, the security interest shall be deemed to be continuously perfected from the day of its perfection under prior law.

**12 The Act is amended by adding the following sections:****Deemed not likely to be misled by errors or omissions**

**46.1** (1) For the purposes of subsection 46 (4), in the case of a financing statement or financing change statement in respect of collateral that is or includes a motor vehicle, as defined in the regulations, a reasonable person shall be deemed not likely to be misled materially, insofar as the security interest in the motor vehicle is concerned, by the fact that the statement has one or more errors or omissions described in subsection (2) of this section, if,

- (a) the motor vehicle's vehicle identification number is set out correctly in the designated place on the statement;
- (b) the statement sets out at least the name of one debtor and, if the debtor is a natural person, his or her date of birth; and
- (c) the statement otherwise substantially complies with the requirements that apply for the purposes of subsection 46 (1).

**Errors or omissions to which subs. (1) applies**

(2) The following are the errors or omissions to which subsection (1) applies:

- 1. Regarding any debtor named in the statement, the debtor's name is set out incorrectly or in a way that does not comply with the requirements that apply for the purposes of subsection 46 (1).
- 2. Regarding any debtor named in the statement who is a natural person, the date of birth of the debtor is set out incorrectly or in a way that does not comply with the requirements that apply for the purposes of subsection 46 (1).

**Deemed likely to be misled by error or omission**

**46.2** For the purposes of subsection 46 (4), in the case of a financing statement or financing change statement in respect of collateral that is or includes a motor vehicle, as defined in the regulations, a reasonable person shall be deemed likely to be misled materially, insofar as the security interest in the motor vehicle is concerned, by any one or more of the following errors or omissions in the statement:

- 1. In the case where the motor vehicle is classified as consumer goods on the statement,
  - i. a vehicle identification number for the motor vehicle is not set out on the statement,
  - ii. a vehicle identification number for the motor vehicle is set out on the statement but not in the designated place, or
  - iii. a vehicle identification number for the motor vehicle is set out on the statement but is incorrect.
- 2. In the case where the motor vehicle is classified as equipment or inventory on the statement and the statement sets out a vehicle identification number for the motor vehicle even though that information is not required,
  - i. the vehicle identification number is not set out in the designated place on the statement, or
  - ii. the vehicle identification number that is set out is incorrect.

**No limitation**

**46.3** Nothing in sections 46.1 and 46.2 affects the application of subsection 46 (4) in circumstances not described in sections 46.1 and 46.2.

**REGISTRY ACT****13 Subsection 48 (2) of the *Registry Act* is repealed and the following substituted:****Description of grantee**

- (2) An instrument shall not be registered unless every grantee who is not a corporation is described by,
- (a) if the grantee has a single name, but no surname or first given name, the grantee's single name; or
  - (b) if the grantee does not have a single name, the grantee's surname and first given name in full, followed by another given name, if any, in full.

**REPAIR AND STORAGE LIENS ACT****14 Section 9 of the *Repair and Storage Liens Act* is amended by adding the following subsections:**

**Deemed not likely to be misled by errors or omissions**

(3) For the purposes of subsection (2), in the case of a claim for lien or change statement in respect of a motor vehicle or in respect of two or more articles that include a motor vehicle, a reasonable person shall be deemed not likely to be misled materially, insofar as the lien against the motor vehicle is concerned, by the fact that the claim for lien or change statement has one or more errors or omissions described in subsection (4), if,

- (a) the motor vehicle's vehicle identification number is set out correctly in the designated place on the claim for lien or change statement;
- (b) the claim for lien or change statement sets out at least the name of one debtor and, if the debtor is a natural person, his or her date of birth; and
- (c) the claim for lien or change statement otherwise substantially complies with the requirements that apply for the purposes of subsection (1).

**Errors or omissions to which subs. (3) applies**

(4) The errors or omissions to which subsection (3) applies are:

- 1. Regarding any debtor named in the claim for lien or change statement, the debtor's name is set out incorrectly or in a way that does not comply with the requirements that apply for the purposes of subsection (1).
- 2. Regarding any debtor named in the claim for lien or change statement who is a natural person, the date of birth of the debtor is set out incorrectly or in a way that does not comply with the requirements that apply for the purposes of subsection (1).

**Deemed likely to be misled by error or omission**

(5) For the purposes of subsection (2), in the case of a claim for lien or change statement in respect of a motor vehicle or in respect of two or more articles that include a motor vehicle, a reasonable person shall be deemed likely to be misled materially, insofar as the lien against the motor vehicle is concerned, by any one or more of the following errors or omissions in the claim for lien or change statement:

- 1. A vehicle identification number for the motor vehicle is not set out on the claim for lien or change statement.
- 2. A vehicle identification number for the motor vehicle is set out on the claim for lien or change statement but not in the designated place.
- 3. A vehicle identification number for the motor vehicle is set out on the claim for lien or change statement but is incorrect.

**No limitation**

(6) Nothing in subsections (3), (4) and (5) affects the application of subsection (2) in circumstances not described in subsections (3), (4) and (5).

**COMMENCEMENT**

**Commencement**

**15 (1) Subject to subsections (2) and (3), this Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(2) Sections 3 and 4 come into force on a day to be named by proclamation of the Lieutenant Governor.**

**(3) Section 5 comes into force on the day section 3 of Schedule 9 to the *Strong Action for Ontario Act (Budget Measures), 2012* comes into force.**

**SCHEDULE 10**  
**MINISTRY OF MUNICIPAL AFFAIRS**  
**MUNICIPAL ELECTIONS ACT, 1996**

**1 Subsections 88.33 (5) and (6) of the *Municipal Elections Act, 1996* are repealed and the following substituted:**

**Notice of meetings**

(5) Reasonable notice of the meetings of the committee under this section shall be given to the candidate, the applicant and the public.

**Open meetings**

(5.1) The meetings of the committee under this section shall be open to the public, but the committee may deliberate in private.

**Same**

(6) Subsection (5.1) applies despite sections 207 and 208.1 of the *Education Act*.

**2 Subsections 88.34 (9) and (10) of the Act are repealed and the following substituted:**

**Notice of meetings**

(9) Reasonable notice of the meetings of the committee under subsection (8) shall be given to the contributor, the applicable candidate and the public.

**Open meetings**

(9.1) The meetings of the committee under subsection (8) shall be open to the public, but the committee may deliberate in private.

**Same**

(10) Subsection (9.1) applies despite sections 207 and 208.1 of the *Education Act*.

**3 Subsection 88.36 (6) of the Act is repealed and the following substituted:**

**Notice of meetings**

(6) Reasonable notice of the meetings of the committee under subsection (5) shall be given to the contributor, the registered third party and the public.

**Open meetings**

(6.1) The meetings of the committee under subsection (5) shall be open to the public, but the committee may deliberate in private.

**COMMENCEMENT**

**4 (1) Subject to subsection (2), this Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(2) Sections 2 and 3 come into force on the later of the day section 65 of the *Municipal Elections Modernization Act, 2016* comes into force and the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**



**SCHEDULE 11  
ACCESSIBILITY AMENDMENTS**

**ABSCONDING DEBTORS ACT**

**1 (1) Subsection 16 (1) of the *Absconding Debtors Act* is amended by striking out “and a bill of sale in the Form to this Act” and substituting “and a bill of sale in the form prescribed by regulation under subsection (3)”.**

**(2) Section 16 of the Act is amended by adding the following subsection:**

**Regulations, bill of sale form**

(3) The Minister responsible for the administration of this Act may make regulations prescribing the form of a bill of sale for the purposes of subsection (1).

**2 The Form to the Act is repealed.**

**BAIL ACT**

**3 (1) Section 1 of the *Bail Act* is amended by striking out “(Form 1)”.**

**(2) Section 1 of the Act is amended by adding the following subsection:**

**Form of certificate**

(2) The certificate of lien shall be in the form prescribed by regulation under this Act.

**4 (1) Section 7 of the Act is amended by striking out “(Form 2)”.**

**(2) Section 7 of the Act is amended by adding the following subsection:**

**Form of certificate**

(2) The certificate of discharge shall be in the form prescribed by regulation under this Act.

**5 The Act is amended by adding the following section:**

**Regulations**

**9** The Minister responsible for the administration of this Act may make regulations prescribing forms for the purposes of this Act and providing for their use.

**6 Forms 1 and 2 of the Act are repealed.**

**COURTS OF JUSTICE ACT**

**7 Section 1.1 of the *Courts of Justice Act* is repealed and the following substituted:**

**References to former names of courts**

**In English**

**1.1** (1) A reference in the English version of an Act, rule or regulation to a court or official by the former name of that court or the former title of that official set out in Column 1 of the following table or by a shortened version of that name or title is deemed, unless a contrary intention appears, to be a reference to the new name of that court or the new title of that official set out in Column 2.

TABLE

Column 1 Former names and titles	Column 2 New names and titles
Ontario Court of Justice	Court of Ontario
Ontario Court (General Division)	Superior Court of Justice
Ontario Court (Provincial Division)	Ontario Court of Justice
Chief Justice of the Ontario Court of Justice	Chief Justice of the Superior Court of Justice
Associate Chief Justice of the Ontario Court of Justice	Associate Chief Justice of the Superior Court of Justice
Associate Chief Justice (Family Court) of the Ontario Court of Justice	Associate Chief Justice (Family Court) of the Superior Court of Justice
Chief Judge of the Ontario Court (Provincial Division)	Chief Justice of the Ontario Court of Justice
Associate Chief Judge of the Ontario Court (Provincial Division)	Associate Chief Justice of the Ontario Court of Justice
Associate Chief Judge-Co-ordinator of Justices of the Peace	Associate Chief Justice Co-ordinator of Justices of the Peace
Accountant of the Ontario Court	Accountant of the Superior Court of Justice

**In French**

(2) A reference in the French version of an Act, rule or regulation to a court or official by the former name of that court or the former title of that official set out in Column 1 of the following table or by a shortened version of that name or title is

deemed, unless a contrary intention appears, to be a reference to the new name of that court or the new title of that official set out in Column 2.

TABLE

Column 1 Former names and titles	Column 2 New names and titles
Cour de justice de l'Ontario	Cour de l'Ontario
Cour de l'Ontario (Division générale)	Cour supérieure de justice
Cour de l'Ontario (Division provinciale)	Cour de justice de l'Ontario
Juge en chef de la Cour de justice de l'Ontario	Juge en chef de la Cour supérieure de justice
Juge en chef adjoint de la Cour de justice de l'Ontario	Juge en chef adjoint de la Cour supérieure de justice
Juge en chef adjoint (Cour de la famille) de la Cour de justice de l'Ontario	Juge en chef adjoint (Cour de la famille) de la Cour supérieure de justice
Juge en chef de la Cour de l'Ontario (Division provinciale)	Juge en chef de la Cour de justice de l'Ontario
Juge en chef adjoint de la Cour de l'Ontario (Division provinciale)	Juge en chef adjoint de la Cour de justice de l'Ontario
Juge en chef adjoint-coordonnateur des juges de paix	Juge en chef adjoint et coordonnateur des juges de paix
Comptable de la Cour de l'Ontario	Comptable de la Cour supérieure de justice

### Newer references to Ontario Court of Justice

(3) Subsections (1) and (2) do not apply to references to the Ontario Court of Justice enacted or made on or after April 19, 1999.

### ESTATES ADMINISTRATION ACT

**8 (1) Subsection 9 (1) of the *Estates Administration Act* is amended by striking out “in Form 1” and substituting “in the form prescribed by regulation under subsection (7)”.**

**(2) Subsection 9 (4) of the Act is amended by striking out “in Form 2” and substituting “in the form prescribed by regulation under subsection (7)”.**

**(3) Subsection 9 (5) of the Act is amended by striking out “in Form 3” at the end and substituting “in the form prescribed by regulation under subsection (7)”.**

**(4) Section 9 of the Act is amended by adding the following subsection:**

#### Regulations, forms

(7) The Minister responsible for the administration of this Act may make regulations prescribing forms for the purposes of this section and providing for their use.

**9 Forms 1, 2 and 3 of the Act are repealed.**

### FORESTRY WORKERS LIEN FOR WAGES ACT

**10 The French version of the short title of the *Forestry Workers Lien for Wages Act* is repealed and the following substituted:**

#### Loi sur le privilège garantissant le paiement du salaire des travailleurs forestiers

**11 Subsections 5 (1) and (2) of the Act are repealed and the following substituted:**

#### Claim of lien to be filed

(1) The person claiming the lien shall state the claim in writing in a claim of lien form, setting out briefly the nature of the claim, the amount claimed to be due and a description of the logs or timber upon which the lien is claimed.

#### Verified by affidavit

(2) The claim shall be verified by the affidavit of the claimant or of the solicitor or agent of the claimant.

#### Form

(2.1) The claim of lien and affidavit referred to in subsections (1) and (2) shall be in English or in French and shall be in a form approved by the Minister of Natural Resources and Forestry and published on a website maintained by the Government of Ontario.

**12 Forms 1 and 2 of the Act are repealed.**

### INTERPROVINCIAL SUMMONSES ACT

**13 (1) Subsection 2 (2) of the *Interprovincial Summonses Act* is amended by striking out “in the form set out in Schedule 2” and substituting “in the form prescribed by regulation under subsection (3)”.**

**(2) Section 2 of the Act is amended by adding the following subsection:**

**Regulations, form of certificate**

(3) The Minister responsible for the administration of this Act may make regulations prescribing a form of the certificate for the purposes of subsection (2).

**14 Subsection 5 (1) of the Act is amended by striking out “in the form set out in Schedule 2” in the portion after clause (b) and substituting “in the form prescribed under subsection 2 (3)”.**

**15 Schedule 2 to the Act is repealed.**

**LEGISLATIVE ASSEMBLY ACT**

**16 Section 59 of the *Legislative Assembly Act* is repealed and the following substituted:**

**Power of committees to examine on oath, affirmation**

**59** Any standing or special committee of the Assembly may require that facts, matters and things relating to the subject of inquiry be verified or otherwise ascertained by the oral examination of witnesses, and may examine witnesses on oath or affirmation, and for that purpose the chair or any member of the committee may administer the following oath or affirmation, in English or French:

“Do you solemnly swear (or affirm) that the evidence you shall give to this Committee touching the subject of the present inquiry shall be the truth, the whole truth, and nothing but the truth? So help you God. (omit this phrase in an affirmation)”

**17 Section 101 of the Act is repealed and the following substituted:**

**Oath, affirmation of office**

**101** (1) Every employee of the Office of the Assembly shall, before any salary is paid to him or her, take and subscribe before the Speaker, the Clerk of the Legislative Assembly, or a person designated in writing by either of them, the following oath or affirmation of office and secrecy, in English or French:

“I, ....., do swear (or solemnly affirm) that I will faithfully discharge my duties as an employee of the Office of the Assembly and will observe and comply with the laws of Canada and Ontario, and, except as I may be legally required, I will not disclose or give to any person any information or document that comes to my knowledge or possession by reason of my being an employee of the Office of the Assembly. So help me God. (omit this phrase in an affirmation)”

**Oath, affirmation of allegiance**

(2) Every employee of the Office of the Assembly shall, before performing any duty as a member of the Office of the Assembly, take and subscribe before the Speaker or before the Clerk of the Legislative Assembly, or a person designated in writing by either of them, the following oath or affirmation of allegiance, in English or French:

“I, ....., do swear (or solemnly affirm) that I will be faithful and bear true allegiance to Her Majesty Queen Elizabeth the Second (or the reigning sovereign for the time being), her heirs and successors according to law. So help me God. (omit this phrase in an affirmation)”

**18 Forms 1, 2 and 3 of the Act are repealed.**

**LOCAL HEALTH SYSTEM INTEGRATION ACT, 2006**

**19 Clause (f) of the French version of the Preamble to the *Local Health System Integration Act, 2006* is amended by striking out “respectent les exigences” and substituting “respecter les exigences”.**

**20 The Table to subsection 3 (1) of the Act is repealed and the following substituted:**

TABLE  
CORPORATIONS CONTINUED AS LOCAL HEALTH INTEGRATION NETWORKS

Item	Column 1 Name of corporation in English	Column 2 Name of corporation in French	Column 3 Date of incorporation	Column 4 Name of continued corporation in English	Column 5 Name of continued corporation in French
1.	Central Health Integration Network	Réseau d'intégration des services de santé du Centre	June 2, 2005	Central Local Health Integration Network	Réseau local d'intégration des services de santé du Centre
2.	Central East Health Integration Network	Réseau d'intégration des services de santé du Centre-Est	June 2, 2005	Central East Local Health Integration Network	Réseau local d'intégration des services de santé du Centre-Est
3.	Central West Health Integration Network	Réseau d'intégration des services de santé du Centre-Ouest	June 9, 2005	Central West Local Health Integration Network	Réseau local d'intégration des services de santé du Centre-Ouest

4.	Health Integration Network of Champlain	Réseau d'intégration des services de santé de Champlain	June 2, 2005	Champlain Local Health Integration Network	Réseau local d'intégration des services de santé de Champlain
5.	Health Integration Network of Erie St. Clair	Réseau d'intégration des services de santé d'Érie St-Clair	June 2, 2005	Erie St. Clair Local Health Integration Network	Réseau local d'intégration des services de santé d'Érie St-Clair
6.	Health Integration Network of Hamilton Niagara Haldimand Brant	Réseau d'intégration des services de santé de Hamilton Niagara Haldimand Brant	June 2, 2005	Hamilton Niagara Haldimand Brant Local Health Integration Network	Réseau local d'intégration des services de santé de Hamilton Niagara Haldimand Brant
7.	Health Integration Network of Mississauga Halton	Réseau d'intégration des services de santé de Mississauga Halton	June 9, 2005	Mississauga Halton Local Health Integration Network	Réseau local d'intégration des services de santé de Mississauga Halton
8.	North East Health Integration Network	Réseau d'intégration des services de santé du Nord-Est	June 9, 2005	North East Local Health Integration Network	Réseau local d'intégration des services de santé du Nord-Est
9.	Health Integration Network of North Simcoe Muskoka	Réseau d'intégration des services de santé de Simcoe Nord Muskoka	June 9, 2005	North Simcoe Muskoka Local Health Integration Network	Réseau local d'intégration des services de santé de Simcoe Nord Muskoka
10.	Local Health Integration Network (North West Ontario)	Réseau d'intégration des services de santé (Nord-Ouest de l'Ontario)	June 16, 2005	North West Local Health Integration Network	Réseau local d'intégration des services de santé du Nord-Ouest
11.	South East Health Integration Network	Réseau d'intégration des services de santé du Sud-Est	June 9, 2005	South East Local Health Integration Network	Réseau local d'intégration des services de santé du Sud-Est
12.	South West Health Integration Network	Réseau d'intégration des services de santé du Sud-Ouest	June 2, 2005	South West Local Health Integration Network	Réseau local d'intégration des services de santé du Sud-Ouest
13.	Health Integration Network of Toronto Central	Réseau d'intégration des services de santé du Centre-Toronto	June 2, 2005	Toronto Central Local Health Integration Network	Réseau local d'intégration des services de santé du Centre-Toronto
14.	Health Integration Network of Waterloo Wellington	Réseau d'intégration des services de santé de Waterloo Wellington	June 2, 2005	Waterloo Wellington Local Health Integration Network	Réseau local d'intégration des services de santé de Waterloo Wellington

#### MORTGAGES ACT

**21** Subsection 26 (1) of the *Mortgages Act* is amended by striking out “in the Form to this Act” and substituting “in the form prescribed by the regulations made under this Act”.

**22** Subsection 31 (1) of the Act is amended by striking out “in the Form to this Act” in the portion before paragraph 1 and substituting “in the form prescribed by the regulations made under this Act”.

**23** The French version of subsection 47 (8) of the Act is amended by striking out “selon la formule prescrite par les règlements pris en application de la présente loi” at the end and substituting “selon le formulaire prescrit par les règlements pris en vertu de la présente loi”.

**24** Section 58 of the Act is amended by striking out “the form of notice described in subsection 47 (8)” at the end and substituting “forms for the purposes of this Act and providing for their use”.

**25** The Form to the Act is repealed.

#### MUNICIPAL ACT, 2001

**26** The Table to section 11 of the *Municipal Act, 2001* is repealed and the following substituted:

TABLE

Item	Sphere of Jurisdiction	Part of Sphere Assigned	Upper-tier Municipality (ies) to which Part of Sphere Assigned	Exclusive or Non-Exclusive Assignment
1.	Highways, including parking and traffic on highways	Whole sphere	All upper-tier municipalities	Non-exclusive
2a.	Transportation systems, other than highways	Airports	All upper-tier municipalities	Non-exclusive
2b.	Transportation systems, other than highways	Ferries	All upper-tier municipalities	Non-exclusive

2c.	Transportation systems, other than highways	Disabled passenger transportation systems	Peel, Halton	Non-exclusive
2d.	Transportation systems, other than highways	Whole sphere, except airports and ferries	Waterloo, York	Exclusive
3.	Waste management	Whole sphere, except waste collection	Durham, Halton, Lambton, Oxford, Peel, Waterloo, York	Exclusive
4a.	Public utilities	Sewage treatment	All counties, Niagara, Waterloo, York	Non-exclusive
4b.	Public utilities	Sewage treatment	Durham, Halton, Muskoka, Oxford, Peel	Exclusive
4c.	Public utilities	Collection of sanitary sewage	All counties, Niagara, Waterloo, York	Non-exclusive
4d.	Public utilities	Collection of sanitary sewage	Durham, Halton, Muskoka, Oxford, Peel	Exclusive
4e.	Public utilities	Collection of storm water and other drainage from land	All upper-tier municipalities	Non-exclusive
4f.	Public utilities	Water production, treatment and storage	All upper-tier municipalities except counties	Exclusive
4g.	Public utilities	Water distribution	Niagara, Waterloo, York	Non-exclusive
4h.	Public utilities	Water distribution	Oxford, Durham, Halton, Muskoka, Peel	Exclusive
5.	Culture, parks, recreation and heritage	Whole sphere	All upper-tier municipalities	Non-exclusive
6.	Drainage and flood control, except storm sewers	Whole sphere	All upper-tier municipalities	Non-exclusive
7.	Structures, including fences and signs	Whole sphere, except fences and signs	Oxford	Non-exclusive
8.	Parking, except on highways	Municipal parking lots and structures	All upper-tier municipalities	Non-exclusive
9.	Animals	None	None	Not assigned
10a.	Economic development services	Promotion of the municipality for any purpose by the collection and dissemination of information	Durham	Exclusive
10b.	Economic development services	Promotion of the municipality for any purpose by the collection and dissemination of information	All counties, Halton, Muskoka, Niagara, Oxford, Peel, Waterloo, York	Non-exclusive
10c.	Economic development services	Acquisition, development and disposal of sites for industrial, commercial and institutional uses	Durham	Exclusive
10d.	Economic development services	Acquisition, development and disposal of sites for industrial, commercial and institutional uses	Halton, Lambton, Oxford, Waterloo	Non-exclusive
11a.	Business licensing	Owners and drivers of taxicabs, tow trucks, buses and vehicles (other than motor vehicles) used for hire Taxicab brokers Salvage business Second-hand goods business	Niagara, Waterloo	Exclusive
11b.	Business licensing	Drainage business, plumbing business	York	Exclusive
11c.	Business licensing	Lodging houses, septic tank business	York	Non-exclusive

### NORTHERN SERVICES BOARDS ACT

**27 Subsection 3 (4) of the *Northern Services Boards Act* is repealed and the following substituted:**

#### Notice

(4) A person calling a meeting under this section shall prepare a notice of the meeting in English and in French setting out,

- (a) the purpose of the meeting and a description or drawing of the proposed Board area;
- (b) the place, date and time of the meeting;
- (c) the proposed name for the proposed Board;
- (d) a statement that a vote will be held at the meeting; and
- (e) the date of the notice and the signature of the person calling the meeting.

**How notice is given**

(4.1) The person calling the meeting shall,

- (a) post the notice of the meeting in at least six conspicuous places in the proposed Board area;
- (b) send the notice by mail and by electronic mail to the Minister; and
- (c) if available, publish the notice in a newspaper having general circulation in the proposed Board area or on a website maintained for the purposes of communicating to a group of persons that includes the inhabitants in the proposed Board area.

**Date of meeting**

(4.2) The date of the meeting set out in the notice of the meeting shall be at least 14 days from the date of the last posting or mailing of the notice, whichever occurs later.

**28 Section 20 of the Act is repealed and the following substituted:**

**Challenge to eligibility**

**20** (1) If the eligibility to vote or to seek office of any inhabitant is challenged at an election meeting, the chair shall require the inhabitant to make a declaration, in English or in French, that he or she is an inhabitant as defined in section 1.

**Making of declaration**

(2) A declaration under subsection (1) shall be made before a commissioner for taking affidavits, a notary public or the secretary and, for the purpose of the election meeting, the secretary is empowered to take such declarations.

**Effect of declaration**

(3) An inhabitant who makes a declaration under subsection (1) is eligible to vote or to seek office.

**29 Forms 1 and 2 of the Act are repealed.**

**REPAIR AND STORAGE LIENS ACT**

**30 Subsection 14 (1) of the *Repair and Storage Liens Act* is repealed and the following substituted:**

**Seizure of article**

(1) A lien claimant who has a non-possessory lien and who has registered a claim for lien may deliver at any time to the sheriff for the area in which the article is located,

- (a) a copy of the registered claim for lien; and
- (b) a direction to seize the article, in the prescribed form.

**31 Section 23 of the Act is amended by adding the following subsection:**

**Form of application**

(3) An application under subsection (1) to the Small Claims Court shall be in the prescribed form.

**32 (1) Subsection 24 (3) of the Act is amended by striking out “required form” and substituting “prescribed form”.**

**(2) Subsection 24 (5) of the Act is repealed and the following substituted:**

**Initial certificate**

(5) Where money is paid into court or a deposit is made with the court under subsection (4), the clerk or registrar of the court shall issue an initial certificate in the prescribed form and under the seal of the court stating that the amount indicated in the initial certificate, or security for that amount, has been paid into or deposited with the court to the credit of the application and, where applicable, indicating the portion of that amount that is offered in settlement of the dispute.

**(3) Subsection 24 (6) of the Act is amended by striking out “required form” at the end and substituting “prescribed form”.**

**(4) Subsection 24 (7) of the Act is repealed and the following substituted:**

### **Final certificate**

(7) Where an objection has been filed with the court, the applicant may pay the additional amount claimed as owing in the objection into court to the credit of the application or deposit security for that amount with the court to the credit of the application and, where the additional amount has been paid into court or the additional security has been deposited with the court, the clerk or registrar shall issue a final certificate in the prescribed form and under the seal of the court.

**(5) Subsection 24 (9) of the Act is amended by adding “in the prescribed form” after “writ of seizure”.**

**(6) Subsection 24 (11) of the Act is amended by striking out “required form” wherever it appears and substituting in each case “prescribed form”.**

**(7) The English version of subsection 24 (13) of the Act is amended by striking out “posted” and substituting “deposited”.**

**(8) The English version of subsection 24 (14) of the Act is amended by striking out “posted” and substituting “deposited”.**

**(9) The English version of subsection 24 (15) of the Act is amended by striking out “posted” and substituting “deposited”.**

**33 If subsection 4 (1) of Schedule 52 to the *Strong Action for Ontario Act (Budget Measures), 2012* has not come into force on or before the day this section comes into force, clause 31.1 (1) (b) of the Act is repealed and the following substituted:**

- (b) specifying forms other than those referred to in clause 33 (a), the information to be contained in such forms, the manner of recording the information, including the manner of setting out names, and the persons who shall sign such forms;

**34 Clause 31.2 (1) (a) of the Act is repealed and the following substituted:**

- (a) specifying information to be contained in forms other than those referred to in clause 33 (a), the manner of setting out the information, including names, and the persons who shall sign such forms;

**35 (1) Clause 32 (1) (b) of the Act is repealed.**

**(2) Clause 32 (1) (c) of the Act is amended by adding “other than matters with respect to which the Minister is authorized by section 33 to make regulations” at the end.**

**(3) Section 32 of the Act is amended by adding the following subsection:**

#### **Saving**

(3) Regulations made by the Lieutenant Governor in Council under clause 32 (a) or (b), as those clauses read immediately before December 18, 1998, continue until they are revoked.

**36 The Act is amended by adding the following section:**

#### **Regulations by Minister**

**33** The Minister responsible for the administration of this Act may make regulations,

- (a) prescribing forms for each of the following items, the information to be contained in each form, the manner of recording the information, including the manner of setting out names, and the persons who shall sign each form:
  - (i) a direction to seize an article under subsection 14 (1),
  - (ii) an application to the Small Claims Court under section 23,
  - (iii) an application under section 24,
  - (iv) an initial certificate under subsection 24 (5),
  - (v) a notice of objection by a respondent under subsection 24 (6),
  - (vi) a final certificate under subsection 24 (7),
  - (vii) a writ of seizure under subsection 24 (9),
  - (viii) a receipt under subsection 24 (11) for an article that a respondent releases to an applicant in compliance with an initial or final certificate,
  - (ix) a receipt under subsection 24 (11) for an article that is seized by a sheriff or bailiff under a writ of seizure, and
  - (x) a waiver of further claim under subsection 24 (11);

- (b) prescribing the types of security that may be deposited with a court under section 24 and prescribing a form for each type of security, the information to be contained in each form, the manner of recording the information, including the manner of setting out names, and the persons who shall sign each form.

**37 Subsections 268 (2) and (3) of Schedule E to the *Red Tape Reduction Act, 1998* are repealed.**

#### **SMOKE-FREE ONTARIO ACT**

**38 The French version of paragraph 7 of subsection 9 (2) of the *Smoke-Free Ontario Act* is repealed and the following substituted:**

- 7. Les lieux ou endroits prescrits.

**39 The French version of subsection 14 (16) of the Act is amended by striking out “ou de fournir à l’inspecteur” and substituting “ou fournir à l’inspecteur”.**

**40 The Table to section 15 of the Act is amended by,**

- (a) adding a numbered item column to the left of Column 1; and
- (b) adding “not applicable” in every blank cell.

#### **COMMENCEMENT**

##### **Commencement**

**41 (1) Subject to subsections (2) and (3), this Schedule comes into force on the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(2) Section 34 comes into force on the later of the day section 5 of Schedule 52 to the *Strong Action for Ontario Act (Budget Measures), 2012* comes into force and the day the *Cutting Unnecessary Red Tape Act, 2017* receives Royal Assent.**

**(3) Sections 1 to 6, 8 and 9, 13 to 15 and 21 to 25 come into force on a day to be named by proclamation of the Lieutenant Governor.**