

1989

## c 69 Business Information Statute Law Amendment Act, 1989

Ontario

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## CHAPTER 69

**An Act to amend Various Statutes in connection with  
information to be filed and records to be kept by  
Corporations and Limited Partnerships**

*Assented to December 14th, 1989*

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

**1.—(1) Section 240 of the *Business Corporations Act, 1982*, being chapter 4, is amended by adding thereto the following subsection:**

(2a) Where a corporation fails to comply with a filing requirement under the *Corporations Information Act*, the Director may give notice by registered mail to the corporation or by publication once in *The Ontario Gazette* that an order dissolving the corporation will be issued unless the corporation complies with the requirement within ninety days after the notice is given.

Idem  
R.S.O. 1980,  
c. 96

**(2) Subsection 240 (3) of the said Act is amended by striking out “subsection (1) or (2)” in the second line and inserting in lieu thereof “subsection (1), (2) or (2a)”.**

**(3) The said Act is amended by adding thereto the following section:**

**272a.** Notwithstanding any provision of this Act requiring the Director to endorse a certificate, the Director shall not do so if a corporation is in default of a filing requirement under the *Corporations Information Act* or has any unpaid fees or penalties outstanding.

No certificate  
if corporation  
in default

R.S.O. 1980,  
c. 96

**2.—(1) Section 5 of the *Corporations Act*, being chapter 95 of the Revised Statutes of Ontario, 1980, is amended by adding thereto the following subsection:**

(2) Notwithstanding subsection (1), the Lieutenant Governor shall not issue supplementary letters patent to a corporation that is in default of a filing requirement under the *Cor-*

No supple-  
mentary  
letters patent  
if corporation  
in default

R.S.O. 1980,  
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*porations Information Act* or that has any unpaid fees or penalties outstanding.

(2) Subsection 317 (9) of the said Act is amended by striking out “filing with the Minister a notice required under section 5 of” in the second line and inserting in lieu thereof “a filing requirement under” and by striking out “180” in the sixth line and inserting in lieu thereof “ninety”.

(3) Subsection 317 (10) of the said Act is amended by striking out “two” in the fourth line and inserting in lieu thereof “five”.

**3.—(1)** Subsection 3 (1) of the *Corporations Information Act*, being chapter 96 of the Revised Statutes of Ontario, 1980, as amended by the Statutes of Ontario, 1984, chapter 3, section 3, is repealed and the following substituted therefor:

Initial notice (1) Every corporation other than an extra-provincial corporation or a corporation of a class exempted by the regulations shall file with the Minister an initial notice setting out the prescribed information as of the date of filing.

Idem (1a) The initial notice shall be filed within sixty days after the date of incorporation, amalgamation or continuation of the corporation.

(2) Subsection 3 (3) of the said Act, as amended by the Statutes of Ontario, 1984, chapter 3, section 3, is repealed.

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

(4) Subsection 3 (7) of the said Act, as amended by the Statutes of Ontario, 1982, chapter 23, section 2, is repealed.

(5) Section 4 of the said Act, as re-enacted by the Statutes of Ontario, 1984, chapter 3, section 4, is repealed and the following substituted therefor:

Initial notice,  
extra-  
provincial  
corporation **4.—(1)** Every extra-provincial corporation, other than a corporation of a class exempted by the regulations, that begins to carry on business in Ontario shall file with the Minister an initial notice setting out the prescribed information as of the date of filing.

Idem (2) The initial notice shall be filed within sixty days after the date the corporation begins to carry on business in Ontario.

**(6) The said Act is amended by adding thereto the following sections:**

**4a.**—(1) Every corporation shall file with the Minister a notice of change for every change in the information filed under subsection 3 (1) or 4 (1) within fifteen days after the change takes place. Notice of change

(2) The notice of change shall repeat the information required under subsection 3 (1) or 4 (1), whichever is applicable, and shall specify any changes that have taken place and the dates of the changes. Idem

(3) It is not necessary to file a notice of change in respect of a director's retirement and subsequent re-election for the next term of office. Exception

(4) A corporation incorporated under the laws of Ontario that changes only its name does not need to file a notice of change. Idem

**4b.**—(1) Every notice filed under subsection 3 (1), 4 (1) or 4a (1) shall be verified by the certificate of an officer or director of the corporation or other individual having knowledge of the affairs of the corporation. Verification

(2) The corporation shall retain a duplicate of the last notice filed under this Act and shall maintain a copy for examination by any shareholder, member, director, officer or creditor of the corporation during the normal business hours of the corporation at its registered office or principal place of business in Ontario. Copy at registered office

(3) A person examining a document under subsection (2) may make copies of or take extracts from it. Idem

**4c.**—(1) The Minister may at any time by written notice require any corporation other than a corporation of a class exempted by the regulations to make a special filing for the purposes of establishing or maintaining an electronic record database under section 6a. Special filing

(2) Upon receipt of the notice, a corporation shall make the special filing in the prescribed form and manner within the prescribed time. Idem

(3) The special filing shall contain the information required by subsection 3 (1) or 4 (1), whichever is applicable. Idem

(7) Section 5 of the said Act is amended by striking out “section 3 or 4” in the fourth line and inserting in lieu thereof “section 3, 4, 4a or 4c”.

(8) The said Act is further amended by adding thereto the following section:

Form of records

**6a.**—(1) Records required by this Act to be prepared and maintained by the Minister may be in bound or loose-leaf form or in a photographic film form or may be entered or recorded by any system of mechanical or electronic data processing or by any other information storage device that is capable of reproducing any required information in an accurate and intelligible form within a reasonable time.

Idem

(2) If records maintained by the Minister are prepared and maintained otherwise than in written form, the Minister shall furnish any copy required to be furnished under subsection 7 (2) in an intelligible written form.

Idem

(3) A report reproduced from records prepared and maintained otherwise than in written form that purports to be certified by the Minister is, without proof of the Minister's office or signature, admissible in evidence to the same extent as the original written records would have been.

Copies

(4) The Minister is not required to produce the original of a document if a copy is furnished in compliance with subsection (2).

Idem

(5) For the purposes of this section, a document is a copy of an original if it contains all the information contained in the original.

(9) Subsection 7 (1) of the said Act is amended by inserting after “4” in the third line “4a, 4c”.

(10) Subsection 7 (2) of the said Act is amended by inserting after “4” in the third line “4a, 4c”.

(11) The said Act is further amended by adding thereto the following section:

Late filing fee

**13a.** A corporation that files a notice after the time set out in this Act or the regulations shall pay the prescribed late filing fee.

(12) Section 14 of the said Act is repealed and the following substituted therefor:

**14.**—(1) A corporation that is in default of a requirement under this Act to file a notice or that has unpaid fees or penalties is not capable of maintaining a proceeding in a court in Ontario in respect of the business carried on by the corporation except with leave of the court. Ability to sue

(2) The court shall grant leave if the court is satisfied that, Idem


- (a) the failure to file the notice or pay the fees or penalties 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 corporation has filed all notices required by this Act and has no unpaid fees or penalties.

(3) No contract is void or voidable by reason only that it was entered into by a corporation that was in contravention of this Act or the regulations at the time the contract was made. Contracts valid

**(13) Clause 18 (a) of the said Act is amended by striking out “section 3 or 4” in the second line and inserting in lieu thereof “section 3, 4 or 4c”.**

**(14) Section 18 of the said Act is amended by adding thereto the following clauses:**

- (g) prescribing the information required by subsections 3 (1) and 4 (1);
- (h) prescribing late filing fees;
- (i) prescribing the form and manner in which special filings under section 4c shall be made;
- (j) prescribing the time within which special filings under section 4c shall be made;
- (k) prescribing alternative methods of filing;
- (l) prescribing anything referred to in this Act as prescribed.

 **4. Section 91 of the *Corporations Tax Act*, being chapter 97 of the Revised Statutes of Ontario, 1980, as amended by the Statutes of Ontario, 1988, chapter 42, section 19, is further amended by adding thereto the following subsection:**

Exception

(4) Notwithstanding subsection (1), the Minister may, upon request of the Minister of Consumer and Commercial Relations, provide addresses of corporations obtained under this Act to authorized employees of the Ministry of Consumer and Commercial Relations for the purpose of sending special filing notices under section 4c of the *Corporations Information Act*.

R.S.O. 1980,  
c. 96

**5.—(1) Subsection 3 (2) of the *Limited Partnerships Act*, being chapter 241 of the Revised Statutes of Ontario, 1980, is repealed and the following substituted therefor:**

Declaration

(2) A declaration shall be signed by all of the general partners desiring to form a limited partnership and shall state the prescribed information.

**(2) The said Act is amended by adding thereto the following section:**

Record of  
limited  
partners

**3a.—(1) The general partners of every limited partnership other than an extra-provincial limited partnership shall maintain a current record of the limited partners stating, for each limited partner, the prescribed information.**

Where record  
to be kept

(2) The record of limited partners shall be kept at the limited partnership's principal place of business in Ontario.

Right to  
inspect

(3) Any person may inspect the record of limited partners during the normal business hours of the limited partnership and may make copies of and take extracts from it.

Registrar  
may require  
copy of  
record

(4) The Registrar may at any time by written notice require any general partner to provide to the Registrar or any other person a copy of the record of limited partners.

Copy of  
record to be  
provided

(5) Upon receipt of the Registrar's notice, the general partner to whom it is directed shall, within the time specified in the notice, provide a copy of the record of limited partners to the Registrar or any other person specified in the notice.

**(3) Section 8 of the said Act is amended by striking out "declaration" in the fourth line and inserting in lieu thereof "record of limited partners".**

**(4) Subsection 15 (1) of the said Act is amended by striking out "declaration" in the fourth line and inserting in lieu thereof "record of limited partners".**

**(5) Section 16 of the said Act is amended by striking out "declaration in accordance with section 18" in the second and**

third lines and inserting in lieu thereof “record of limited partners”.

(6) Subsection 17 (5) of the said Act is amended by striking out “declaration is amended in accordance with section 18” in the third line and inserting in lieu thereof “record of limited partners is amended”.

(7) Subsection 17 (6) of the said Act is amended by striking out “the partnership agreement or the declaration” in the fifth line and inserting in lieu thereof “the partnership agreement, the declaration or the record of limited partners”.

(8) Subsection 17 (7) of the said Act is amended by striking out “27” in the second line and inserting in lieu thereof “27a”.

(9) Subsection 18 (4) of the said Act is repealed.

(10) Section 19 of the said Act is repealed and the following substituted therefor:

**19.**—(1) No limited partnership that has unpaid fees or penalties or in respect of which a declaration has not been filed as required by this Act and no member thereof is capable of maintaining a proceeding in a court in Ontario in respect of the business carried on by the limited partnership except with leave of the court. Ability to sue

(2) The court shall grant leave if the court is satisfied that, Idem

- (a) the failure to pay the fees or penalties or file the declaration 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 limited partnership has no unpaid fees or penalties and has filed all declarations required by this Act.

(3) No contract is void or voidable by reason only that it was entered into by a limited partnership that was in contravention of this Act or the regulations at the time the contract was made. Contracts valid

(11) Subsection 24 (3) of the said Act is amended by inserting after “the” in the second line “general”.



**(12) The said Act is further amended by adding thereto the following section:**

Record of  
limited  
partners

**24a.**—(1) The general partners of every extra-provincial limited partnership that has filed a declaration under subsection 24 (1) shall maintain a current record of the limited partners stating, for each limited partner, the prescribed information.

Where record  
to be kept

(2) Subject to subsection (3), the record of limited partners shall be kept at the limited partnership's principal place of business in Ontario.

Idem

(3) If an extra-provincial limited partnership does not have a principal place of business in Ontario, the record of limited partners shall be kept by the attorney and representative in Ontario of the extra-provincial limited partnership at the address stated in the power of attorney filed under subsection 24 (4).

Right to  
inspect

(4) Any person may inspect the record of limited partners during the normal business hours of the limited partnership or the limited partnership's attorney and representative and may make copies of and take extracts from it.

Registrar  
may require  
copy of  
record

(5) The Registrar may at any time by written notice require any general partner or a limited partnership's attorney and representative to provide to the Registrar or any other person a copy of the record of limited partners.

Copy of  
record to be  
provided

(6) Upon receipt of the Registrar's notice, the person to whom it is directed shall, within the time specified in the notice, provide a copy of the record of limited partners to the Registrar or other person specified in the notice.

**(13) Section 26 of the said Act is repealed and the following substituted therefor:**

Ability to  
sue

**26.**—(1) No extra-provincial limited partnership that has unpaid fees or penalties or in respect of which a declaration or power of attorney has not been filed as required by this Act and no member thereof 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.

Idem

(2) The court shall grant leave if the court is satisfied that,

- (a) the failure to pay the fees or penalties or file the declaration or 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 powers of attorney required by this Act.

(3) No contract is void or voidable by reason only that it was entered into by an extra-provincial limited partnership that was in contravention of this Act or the regulations at the time the contract was made.

Contracts  
valid

(14) Clause 27 (a) of the said Act is amended by inserting after “every” in the first line “general” and by adding at the end thereof “and”.

(15) Clause 27 (b) of the said Act is amended by striking out “and” in the fourth line.

(16) Clause 27 (c) of the said Act is repealed.

(17) The said Act is further amended by adding thereto the following section:

**27a.** Where a record of limited partners contains a false or misleading statement, any person suffering loss as a result of relying upon the statement may hold liable,

Effect of  
false  
statement in  
record of  
limited  
partners

- (a) every general partner; and
- (b) every limited partner who became aware that the statement was false or misleading and failed within reasonable time to take steps to cause the record of limited partners to be corrected.

(18) Clause 28 (d) of the said Act is repealed and the following substituted therefor:

- (d) takes steps to cause the record of limited partners to be amended to show the person to be a limited partner.

(19) Subsection 30 (1) of the said Act is amended by inserting after “Every” in the first line “limited”.

(20) Clause 33 (b) of the said Act is repealed and the following substituted therefor:

- (b) prescribing information to be set out in a declaration filed under this Act and information to be set out in a record of limited partners.

Commence-  
ment

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

Short title

**7. The short title of this Act is the *Business Information Statute Law Amendment Act, 1989*.**