CHAPTER 90

The Corporations Information Act

1. In this Act,
   
   (a) “corporation” means a corporation with or without share capital, whether acting as a trustee or not;
   
   (b) “Minister” means the member of the Executive Council to whom the administration of this Act is assigned by the Lieutenant Governor in Council;
   
   (c) “regulations” means the regulations made under this Act;
   
   (d) “security” means a security as defined in The Securities Act. R.S.O. 1960, c. 72, s. 1; 1968-69, c. 17, s. 1, c. 426 amended.

2.—(1) On or before the 1st day of June in each year, without notice or demand to that effect, every corporation incorporated under the law of Ontario and every other corporation having its head or other office or carrying on business or a part thereof in Ontario, unless licensed or registered under The Insurance Act or The Loan and Trust Corporations Act, or unless of a class exempted by the regulations, shall make out, verify and file with the Minister, together with the prescribed fee, a return stating, as of the 31st day of March next preceding,
   
   (a) its name;
   
   (b) the jurisdiction under which it was incorporated;
   
   (c) (i) the manner of its incorporation, whether by special Act, letters patent, registration or otherwise, and (ii) the date of its incorporation;
   
   (d) whether or not it is carrying on business;
   
   (e) generally the business that it is actually carrying on;
   
   (f) (i) the number of directors authorized, (ii) the names and residence addresses, giving street and number, if any, of the persons who are directors, and the date on which each became a director, and (iii) the names and residence addresses, giving street and number, if any, of the persons who have been since the date of the last annual return but who are no longer directors, and the dates on which each became a director and ceased to be a director;
(g) the names and residence addresses, giving street and number, if any, of its president, secretary, treasurer and manager;

(h) the location of its head office, giving street and number, if any;

(i) the date on which its last annual meeting was held; and

(j) the total amount of its bond or debenture debt authorized, the amount outstanding and the rate of interest, and, in the case of a corporation with share capital, in addition,

(k) (i) the particulars of its authorized share capital stating the number and class of shares, with or without par value, or both, and the par value, if any, and

(ii) the date of its by-law, if any, authorizing the issue of shares as preference shares and stating the number of shares so authorized;

(l) the number of each class of shares allotted, issued and outstanding and the amount paid thereon;

(m) (i) the number and class of shares upon which the whole amount has not been called up,

(ii) the amount called up on each such share, and

(iii) the total amount of calls unpaid;

(n) the total number of each class of shares forfeited and the amount paid thereon at the date of forfeiture;

(o) the number and class of shares, if any, issued since the date of the last annual return, the extent to which the same are paid showing severally the number and class of shares issued for cash, services, commissions or property, and the consideration for which such shares were issued;

(p) if share warrants are authorized and issued, the number and class of shares represented thereby; and

(q) the number of preference shares redeemed or purchased for cancellation,

and, where the corporation is made subject to Part IV of The Corporations Act by its letters patent or supplementary letters patent, in addition,

(r) the number of its shares issued at a discount or premium; and

(s) the rate at which the shares mentioned in clause r were issued,

and, where the corporation is an extra-provincial corporation and is licensed to carry on business in Ontario, in addition,

(t) the name and office address of its attorney for service in Ontario;
(u) the name and office address of its chief officer or manager in Ontario;
(v) the location of its principal office in Ontario;
(w) the estimated amount of capital used in Ontario; and
(x) in detail, the land in Ontario owned or held by it or on behalf of it. R.S.O. 1960, c. 72, s. 3 (1); 1968-69, c. 17, s. 2 (1), amended.

(2) A corporation that holds a licence under Part IX of The "Carrying Corporations Act, or a predecessor of that Part or under The Mortmain and Charitable Uses Act shall be deemed to be carrying on business in Ontario for the purposes of subsection 1.

(3) The return mentioned in subsection 1 shall be verified by the certificate of the president or, in his absence, of a director of the corporation.

(4) Where the corporation is a private company incorporated under the law of Ontario, in addition to the information required by subsection 1, it shall append to the return mentioned therein a certificate signed by the president or, in his absence, by a director of the company that the company has not, since the date of the last annual return or, in the case of a first annual return, since the date of the incorporation of the company, issued any invitation to the public to subscribe for any of its shares or securities, and, where the number of shareholders of the company exceeds fifty, also a certificate so signed that the excess consists wholly of persons who under subclause ii of clause h of section 1 of The Corporations Act, are excluded in reckoning the number of fifty.

(5) The corporation shall post up a duplicate of the return mentioned in subsection 1 with the certificate of verification in a conspicuous position in its head or principal office in Ontario or before the 2nd day of July in each year, and such duplicate may be inspected by any shareholder or member or creditor of the corporation, and the corporation shall keep the same so posted until the duplicate of another return is posted up in compliance with this Act. R.S.O. 1960, c. 72, s. 3 (2-5).

(6) Every corporation to which subsection 1 applies shall file with the Minister a notice of every change in the membership of its board of directors within fifteen days after the change has taken place, and the notice shall specify the date upon which each person became a director or ceased to be a director, as the case may be, and the residence address, giving street and number, if any, of each such person. 1961-62, c. 22, s. 1, part; 1962-63, c. 25, s. 1 (1); 1968-69, c. 17, s. 2 (2).

(7) Where preference shares of a class are redeemed or purchased for cancellation or converted into another class or classes of shares or into securities by a corporation with share capital to
which subsection 1 applies, the corporation shall, within thirty
days of the date on which the redemption, purchase or conversion
is effected, file with the Minister a notice setting out,

(a) the number of shares of the class redeemed or purchased
for cancellation or converted;

(b) the number and class or classes of shares or securities
into which the shares were converted; and

(c) the date on which the redemption, purchase or conversion
was effected. 1961-62, c. 22, s. 1, part; 1968-69,
c. 17, s. 2 (3).

(8) A corporation that fails to comply with this section is guilty
of an offence and on summary conviction is liable to a fine of $20
for each day of such failure and every director or officer of the
corporation, and where the corporation is an extra-provincial
corporation, every person acting as its representative in Ontario
who authorizes, permits or acquiesces in any such failure, is guilty
of an offence and on summary conviction is liable to a fine of not
more than $200.

(9) Notwithstanding the imposition of any other penalty
under this Act, every corporation that has failed to comply with a
predecessor of this section and every corporation that fails to
comply with this section is liable to a penalty of $200 and every
director or officer of the corporation and, where the corporation is
an extra-provincial corporation, every person acting as its repre­
sentative in Ontario, who authorized, permitted or acquiesced in,
or who authorizes, permits or acquiesces in, any such failure is
liable to a penalty of $200, and any such penalty is recoverable in
any court of competent jurisdiction by action at the suit of the
Crown to be tried by a judge without a jury. R.S.O. 1960, c. 72,
s. 3 (6, 7).

(10) Every person who knowingly makes a statement false in
any material particular in a certificate required by subsection 3 is
guilty of an offence and on summary conviction is liable to a fine
of not more than $1,000 or to imprisonment for a term of not more
than three months, or both. R.S.O. 1960, c. 72, s. 3 (8); 1962-63,
c. 25, s. 1 (3).

(11) No prosecution under subsection 10 shall be commenced
more than one year after the facts upon which the prosecution is
based first come to the personal knowledge of the Minister or
Deputy Minister. 1962-63, c. 25, s. 1 (4), part; 1968-69, c. 17,
s. 2 (4).

(12) In a prosecution under subsection 10, the onus is upon the
accused to establish that he did not know that the statement was
false or that he had reasonable grounds to believe that the
statement was true. 1962-63, c. 25, s. 1 (4), part.
(13) Corporations incorporated before the 1st day of July, 1907, under any Act repealed by The Ontario Companies Act, 1907, except chapter 191 of the Revised Statutes of Ontario, 1897 and Acts consolidated therewith for which that Act was substituted, shall make such returns under this section as are required from corporations without share capital. R.S.O. 1960, c. 72, s. 3 (9).

(14) A corporation required to file a summary under section 125 of the Canada Corporations Act or section 42 of the Boards of Trade Act (Canada) may file with the Minister a duplicate of such summary, signed and certified as prescribed in the said section 125 or 42, as the case may be, in lieu of the return required by subsection 1, and shall pay the fee prescribed for such return. 1966, c. 29, s. 2; 1968-69, c. 17, s. 2 (5).

(15) The Minister may in his discretion enlarge the time for filing any such return or summary and may grant an exemption in whole or in part from the payment of the fee. R.S.O. 1960, c. 72, s. 3 (11); 1968-69, c. 17, s. 2 (6).

(16) Notwithstanding that a corporation has delivered or filed the return mentioned in this section or a predecessor of this section, the corporation shall be deemed to be in default in filing such return until the prescribed fee payable on the delivery or filing of such return has been paid. R.S.O. 1960, c. 72, s. 3 (12).

(17) A certificate purporting to be under the seal of office of the Minister and the hand of the Minister or his deputy that the return mentioned in this section or a predecessor of this section was not delivered or filed as required by this section or a predecessor of this section is admissible in evidence as prima facie proof in a prosecution or action under this section that such return was not so filed, without proof of the seal of office of the Minister or of the signature or of the official character of the person appearing to have signed the same. R.S.O. 1960, c. 72, s. 3 (13); 1968-69, c. 17, s. 2 (7).

(18) A certificate purporting to be under the seal of the Minister and under the hand of the Minister or the Deputy Minister that the person named in the certificate on the date or during the period specified in the certificate is shown on the records in the office of the Minister as a director or officer of the corporation named in the certificate is admissible as prima facie proof in a prosecution or action under this section that such person is so shown and that such person is or was a director or officer, as the case may be, of such corporation on such date or during such period, without proof of the seal of office of the Minister or of the signature or of the official character of the person appearing to have signed the certificate. 1962-63, c. 25, s. 1 (4), part; 1968-69, c. 17, s. 2 (8).
3. The Minister may at any time by notice require any corporation to make a return upon any subject connected with its affairs within the time specified in the notice, and on default in making such return every director of the corporation, and, where the corporation is an extra-provincial corporation every person acting as its representative in Ontario, is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 72, s. 4; 1968-69, c. 17, s. 3.

4. The Lieutenant Governor in Council may make regulations,

(a) exempting any class or classes of corporations from filing returns under section 2;

(b) prescribing the fees payable on the filing of returns under section 2, which fees may be made to vary in amount having regard to the nature of the corporation, the amount of the authorized capital, or otherwise;

(c) notwithstanding subsection 1 of section 2, specifying the information to be contained in the return mentioned therein;

(d) notwithstanding subsection 1 of section 2, specifying the date for the filing of the return and the date as of which the information is to be given in the return mentioned therein;

(e) notwithstanding subsection 3 of section 2, specifying the persons who may verify and prescribing the method of verifying the return mentioned therein;

(f) respecting any matter necessary or advisable to carry out effectively the intent and purpose of this Act. R.S.O. 1960, c. 72, s. 6; 1965, c. 29, s. 4.