

ServiceOntario

ServiceOntario

Companies and Personal Property
Security Branch

Direction des compagnies et
des sûretés mobilières

(mailing address)

393 University Avenue, Suite 200

Toronto ON M5G 2M2

(physical address)

375 University Avenue, 2nd floor

(adresse postale)

393, avenue University, bureau 200

Toronto ON M5G 2M2

(adresse municipale)

375, avenue University, 2^e étage

CORRECTED CERTIFICATE (BUSINESS CORPORATIONS)

COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH REQUIREMENTS

An application for a Corrected Certificate for a document filed under *the Business Corporations Act* must be submitted to the Companies and Personal Property Security Branch and must include the following:

- 1) **Corrected articles** or other document in duplicate bearing original signatures on both copies. There is no special form for a corrected certificate. You must complete new articles in duplicate the same as were originally filed but without the error;
- 2) **Certified copy of a resolution** of the directors confirmed by the shareholders, authorizing the application for the Corrected Certificate.

The resolution must state that the corporation waives any right to be heard by the Director under **Section 275 of the *Business Corporations Act***.

The resolution must be on 8 ½" by 11" size paper pursuant to the Regulations;

- 3) **Surrender of the original articles** or other documents as issued by the Companies and Personal Property Security Branch, bearing the original effective date;
- 4) **Fee of \$500.00** made payable to the Minister of Finance;
- 5) Covering letter giving a contact name, return address and telephone number and clearly outlining the nature of the error to be corrected.
- (6) **Any supporting documents** requested by the Ministry (e.g. affidavits).

FORMS

Forms prescribed under the *Business Corporations Act* may be purchased from most legal stationers or name search houses. Legal stationers and name search houses are listed in the Yellow Pages under "Legal Forms" and "Searchers of Records" respectively.

Selected forms under the *Business Corporations Act* are available at no cost on the ServiceOntario website at www.ServiceOntario.ca.

GENERAL INFORMATION

Please be advised that the Branch **CANNOT GIVE LEGAL ADVICE**. This information is intended as a general guide only. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Lawyer Referral Service of the Law Society of Upper Canada. You will be referred to a lawyer for up to a half-hour free legal consultation, either in person or over the phone. Please note that this is a toll service and phoning the Lawyer Referral Service line will automatically generate a \$6.00 charge on your phone bill, in the month following your call. You must be 18 years of age to access this service. The number is 1-900-565-4577 (1-900-565-4LRS).

Please refer to **Section 275 of the *Business Corporations Act*** on application for a Corrected Certificate.

Errors

Application for corrected certificate under S.275 of the *Business Corporations Act* may be made for an error contained in any document filed under the Act. In order to qualify for correction, the error must be on the face of the document, be a clerical error or provisions in the articles that do not conform to the Act. Errors must be clearly explained in writing and each application is dealt with on an individual basis. In some cases, affidavits or supporting documentation such as evidence that there was an error at the time the articles were filed may be required.

Examples of Circumstances Which May Warrant A Corrected Certificate

- An error in the name of the corporation (does not correspond to the NUANS report, legal ending omitted, missing a word, etc.);
- Incorrect Ontario corporation number (number misquoted on the Articles of Amendment, on page 2 of the Articles of Amalgamation, on Restated Articles, etc.);
- Typographical errors, obvious spelling errors, words which were clearly omitted from a sentence;
- Missing pages or clauses (where it is apparent they are missing);
- Anything that was clearly intended to be done at the time of the original application (as evidenced by the original resolution).

Examples of Circumstances For Which A Corrected Certificate Would *NOT* Be Granted

- Things that were not intended to be done at the time of the original application;
- Change in effective date (if no specific date had been requested);
- Change from a long-form to a short-form amalgamation;
- Where the error invalidates the certificate (e.g. no shareholder approval).

November 30, 2007
(aussi disponible en français)