

ServiceOntario

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Companies and Personal Property
Security Branch

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NOTICE TO CLIENTS

Re: Closing of the Companies and Personal Property Security Branch Public Office and Service Delivery during the Statutory Holidays

This is a reminder that the Companies and Personal Property Security Branch Public Office will be closed December 25 and 26, 2007, and on January 1, 2008. The Public Office will be operating under normal hours of operation (8:30 a.m. to 5 p.m.) on December 24, 27, 28 and 31, 2007.

BUSINESS CORPORATION SERVICE DELIVERY OPTIONS

Clients have the following service delivery options:

- 1) File Articles of Incorporation electronically, via the Internet using one of the Service Providers under contract with the Ministry of Government and Consumer Services. Clients filing electronically may request a specific filing date up to 30 days in the future.

For more information about electronic filing of Articles of Incorporation, please contact the Service Providers. Contact information for the Service Providers is available on the ServiceOntario website at www.ServiceOntario.ca. Select "Gateway for Business" on the left-hand side of the home page. On the right-hand side of the page under "Other Resources", click on "Private-Sector Service Providers".

- 2) Submit articles in person at the Public Office counter in Toronto or Land Registry/ServiceOntario centres in Ontario that process business corporation documents. Articles will be processed while you wait; do not mail applications to these offices.
- 3) Deposit the articles in person at the Public Office Information Desk or in the Companies and Personal Property Security Branch drop box. The drop box is located beside the main entrance to the Public Office on the second floor of 375 University Avenue. Articles deposited at the Information Desk or in the drop box will be processed according to the service standards for mailed-in documents (4-6 weeks).

- 4) Submit articles by mail and they will be processed within 4-6 weeks.

To avoid line-ups, clients are encouraged to submit their *Business Corporations Act* documents early with a written request to have the documents endorsed with a specific date of up to 30 days in the future. Clients may also choose to file their Articles of Incorporation electronically using the Service Providers.

POSTDATED ARTICLES

Clients requiring an endorsement date that coincides with a Public Office closing date, such as a weekend or holiday, may request the branch to endorse articles with a specific filing date of up to 30 days in the future, from the date that the articles are submitted.

Clients must advise the clerk at the counter that they are requesting a future date in addition to indicating this in writing on the cover letter accompanying the articles. If the articles are complete and meet the requirements of the endorsement as of right policy, the documents will be endorsed with the requested filing date.

Companies and Personal Property Security Branch cannot backdate articles. If you require a specific date, you must file on or up to 30 days in advance of that date.

Unauthorized Back-to-Back Amalgamation: This refers to the filing of two sets of Articles of Amalgamation with both amalgamations coming into effect on a future date (i.e. both coming into existence on a future date no more than 30 days from the date of filing). The amalgamated corporation arising from the first amalgamation is one of the corporations that would be amalgamating to form the second corporation. (e.g. Articles of Amalgamation submitted on December 13, 2007, to amalgamate corporations A and B with a requested effective date of January 1, 2008, to form corporation C. On December 13, 2007 (or any date prior to January 1, 2008), a second application for Articles of Amalgamation is submitted to amalgamate corporations C and D to form corporation E).

Only the first set of postdated Articles is acceptable for filing with the Companies and Personal Property Security Branch. This is because the first amalgamated corporation must be in existence to authorize the second amalgamation. Articles of Amalgamation must be approved in accordance with the Act's requirements in order to be valid, and the Act clearly requires the approval of the directors (S. 177) or shareholders (S. 176) of each amalgamating corporation. If one of the amalgamating corporations does not yet exist, it is impossible for the necessary approval to be obtained to form a new amalgamation. However, it may be possible to obtain a court-ordered arrangement under section 182 of the Act in these circumstances. Please see the Information Sheet – Arrangement (Business Corporations).

PPSR SYSTEM AVAILABILITY

The PPSR system will be available for registration and enquiries on December 24, 27, 28 and 31, 2007, from 8 a.m. to 8 p.m.

The PPSR system will be available for **enquiries only** on December 26, 2007 from 8 a.m. to 8 p.m. and on December 29, 2007, from 9 a.m. to 5 p.m.

The PPSR system will not be available on December 25 & 30, 2007, and January 1, 2008.

December 6, 2007
(aussi disponible en français)