

KEEPING CURRENT

October 14, 2021

Ontario Business Registry: Moving Businesses Online

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New Online Registry will go live as of October 19, 2021

On October 19, 2021, the Ontario Ministry of Government and Consumer Services (the “**Ministry**”) will open the online [Ontario Business Registry](#) (“**OBR**”). The registry will streamline access for organizations that are registered, incorporated or licenced to carry on business in Ontario. The OBR will be accessible 24 hours a day, 365 days a year, and will allow for more than 90 types of transactions including incorporation, amalgamation and dissolution of existing businesses. Corporations will also be able to file their annual return online. When filing online, users will receive an email with the documents attached in electronic format, instead of paper copies.

When the OBR launches, service counters across the province will no longer endorse articles over the counter, although qualified intermediaries, including law firms, may be able to get documents processed urgently by making

an appointment at the Service Ontario counter located at 375 University Avenue, Toronto.

The launch of the OBR coincides with the proclamation of the long-awaited *Not-For-Profit Corporations Act, 2010* (the “ONCA”), which will significantly modernize the legislative framework for Ontario not-for-profit corporations. For a more detailed discussion of the ONCA and what it means for not-for-profit corporations in Ontario, see our previous blog post [here](#).

Annual Filings

The *Corporations Information Act* annual return process has also changed. As of May 15, 2021, annual returns could no longer be filed with Canada Revenue Agency and, until the OBR launches, corporations are exempt from filing annual returns, if the returns fall due during this period. While corporations can take advantage of this exemption, we nevertheless recommend filing annual returns due during this period

Founded in the 1920s, Gardiner Roberts LLP has grown to become a strategically placed mid-sized business law firm with a diverse client base which includes several of Canada’s largest banks, public companies including mining, high tech and software companies, real estate enterprises, lenders and investors.

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to maintain continuity and avoid ambiguity in the future, as it may be unclear whether the corporation's annual returns were due during the exempt period.

Once the OBR launches, corporations will need to file their annual returns electronically, using this new platform. Corporations should take this opportunity to review their minute book and corporate records to ensure all corporate proceedings are up-to-date, both internally and with the Ministry.

Company Key versus Business Identification Number

Individuals who incorporate or register a new business directly with the OBR will be given a "company key". This is a confidential passcode that may be shared with authorized representatives (accountants and lawyers, for example) to allow them to make profile changes and complete filings.

When incorporating and forming an entity through the OBR, there will be a new requirement to include a corporation's official email address. This address will be used for all Ministry correspondence and confirmation of filings. The company key will be sent by email to the corporation's official email address immediately following incorporation.

A company key will not be required if a corporation completes filings through a registered service provider (i.e. Dye & Durham, ESC) since the registered service provider will have the authority to complete filings for the corporation. Most law firms will likely be filing in this way. Individuals or organizations filing on behalf of a corporation directly with the OBR will need the company key in order to complete the

transactions. As of October 19, 2021, existing corporations can request a company key using the Request Form located at www.ontario.ca/businessregistry. The company key will be mailed to the corporation's head office address.

It is important to note that corporations may also be issued an Ontario Business Identification Number ("BIN"), a 9-digit number assigned by the Central Production and Verification Services Branch, Ontario Business Information System (ONBIS). The Ontario BIN is different from the federal business number issued by Canada Revenue Agency and can be found on a corporation's Master Business License. It will be important to keep track of both the BIN and the company key, and to ensure that access is not mistakenly provided to an unauthorized recipient.

Who can use the OBR

All corporations filing under the *Business Corporations Act*, the *Business Names Act*, the *Corporations Act*, the ONCA, the *Corporations Information Act*, the *Extra-Provincial Corporations Act*, the *Partnerships Act* and the *Limited Partnerships Act* will be able to file under the OBR. Corporations that are already registered or incorporated in Ontario will automatically have a profile on the OBR when it launches.

Legal Services Providers

The release of the OBR will make it easier for business owners to prepare and file registrations and annual proceedings on their own. On October 19, 2021, only business and not-for-profit owners will have direct access to the OBR. Future releases of the OBR, however, will provide qualified intermediaries, such as lawyers and accountants, with direct access. Currently,



qualified intermediaries will be able to continue to file on behalf of their clients, either through third-party service providers, or through email.

Helpful Links

Sign up for updates on the Ontario Business Registry [here](#).

For more information on the OBR, click [here](#).

Updates

We will provide further updates on the OBR and the ONCA in the near future, as Ontario business and not-for-profits adjust to this new system.

Contact us

We will be pleased to review your existing corporate governance documents and assist you in bringing your corporation up-to-date. Please feel free to get in touch with the lawyer that you deal with at Gardiner Roberts to initiate this process, or contact one of our [non-profit and charity law specialists](#).

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