



# Certificate of Authorization Renewal

## *Business Corporations Act* Certificates

Pursuant to [Ontario Regulation 39/02: Certificates of Authorization](#), members must submit a copy of a corporation profile report (dated not more than 30 days before applying for renewal) and a copy of **every certificate of the corporation that has been endorsed under the *Business Corporations Act*** since the corporation's most recent application for a Certificate of Authorization or for renewal of its Certificate of Authorization.

### Certificates that may be endorsed under the *Business Corporations Act*

Section	Certificate Type	Definition
1(1)	<b>Security Certificate</b>	A certificate evidencing a security.
7	<b>Certificate of Incorporation</b>	A certificate that proves that the corporation has been incorporated under this Act on the date set out in the certificate, except in a proceeding under section 240 to cancel the certificate for cause.
8(3.1)	<b>Reissued certificate of incorporation or amalgamation</b>	A reissued certificate of incorporation or certificate of amalgamation, whichever was most recently issued to the corporation, and the reissued certificate must bear the new corporation number or number name. The certificate is reissued by the Director and if a new corporation number or number name is assigned to a corporation under subsection (3).
8(4)	<b>Corrected certificate</b>	If, for any reason, the Director has endorsed a certificate in respect of articles that sets out the corporation number incorrectly, the Director may, without holding a hearing, substitute a corrected certificate that bears the date of the certificate it replaces.
27(1)	<b>Certificates evidencing the securities to which the conversion privileges, options or rights are attached</b>	A corporation may issue warrants as evidence of conversion privileges or options or rights to acquire securities of the corporation, and shall set out the conditions thereof, in these types of certificates; or in separate certificates or other documents.



Section	Certificate Type	Definition
49(2)	<b>Certificate as Evidence</b>	Certificate made by a director or an officer of the issuer or guarantor stating that the conditions referred to in subsection (1) have been complied with in accordance with the terms of the trust indenture. An issuer or a guarantor of debt obligations issued or to be issued under a trust indenture, before doing any act referred to in clause (a), (b), (c ) or (d), shall furnish the trustee with evidence of compliance with the conditions in the trust indenture relating to the issue, certification and delivery of debt obligations under the trust indenture; the release or release and substitution of property subject to a security interest constituted by the trust indenture; the satisfaction and discharge of the trust indenture; or the taking of any other action to be taken by the trustee at the request of or on the application of the issuer or guarantor.
49(4)	<b>Certificate of issuer or guarantor</b>	At least once in each twelve-month period beginning on the date debt obligations are first issued under the trust indenture and at any other reasonable time upon the demand of a trustee, the issuer or guarantor of debt obligations issued under a trust indenture shall furnish the trustee with a certificate that the issuer or guarantor has complied with all requirements contained in the trust indenture that, if not complied with, would, with the giving of notice, lapse of time or otherwise, constitute an event of default, or, if there has been failure to so comply, giving particulars thereof.
54(3)	<b>Share certificate</b>	Within a reasonable time after the issuance or transfer of an uncertificated security, the corporation shall send to the registered owner of the uncertificated security a written notice containing the information required to be stated on a share certificate pursuant to subsections 56(1) and (2).
56(6)	<b>Par value share certificate</b>	A share certificate issued prior to the date of the certificate of continuance by a body corporate continued under section 180, does not contravene this Act merely because the certificate refers to the share or shares represented thereby as having a nominal or par value.
57(1)	<b>Fractional share certificate</b>	A corporation may issue a certificate for a fractional share or may issue in place thereof scrip certificates in bearer form that entitle the holder to receive a certificate for a full share by exchanging scrip certificates aggregating a full share.
57(1), (2)(a)	<b>Scrip certificate</b>	As directly above. The scrip certificates become void if not exchanged for a certificate, or an uncertificated security, representing a full share before a specified date.
67(7)	<b>Security certificate owned by deceased holder</b>	Re: subsection 67(2) (Representatives, etc., may exercise rights of security holder).



Section	Certificate Type	Definition
172, 179(d)	<b>Certificate of amendment</b>	Upon receipt of articles of amendment and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of amendment. This certificate is deemed to be the certificate of incorporation of amalgamated corporation.
173(3)	<b>Restated certificate of incorporation</b>	Upon receipt of restated articles of incorporation and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the restated certificate of incorporation. Restated articles of incorporation superseded the original articles of incorporation and all amendments thereto.
180(1)	<b>Certificate of continuance</b>	A body corporate may apply to the Director for a certificate of continuance if it is incorporated or continued under the laws of any jurisdiction other than Ontario and the laws of the jurisdiction under which it was incorporated or continued authorize it to make the application; or it is a body corporate that is a social company within the meaning of the <i>Corporations Act</i> and, the shareholders, by special resolution, authorize the directors of the body corporate to apply to the Director for a certificate of continuance under this Act, or the body corporate has obtained a court order described in subsection 2.1(7) of the <i>Corporations Act</i> .
183(2)	<b>Certificate of arrangement</b>	Upon receipt of arrangement and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of arrangement.
239(1)	<b>Certificate of dissolution</b>	Upon receipt of the articles of dissolution and any other required documents and information, the Director shall endorse the articles, in accordance with section 273, with a certificate which shall constitute the certificate of dissolution.
265.3(1)	<b>Director's certificate</b>	If this Act requires or authorizes the Director to endorse a certificate or issue a certificate, including a certificate as to any fact, the certificate must be signed by the Director or by a public servant employed under Part III of the <i>Public Service of Ontario Act, 2006</i> and designated by the regulations.
266(1)	<b>Certificate that may be signed by directors, etc</b>	A certificate issued on behalf of a corporation stating any fact that is set out in the articles, the by-laws, a unanimous shareholder agreement, the minutes of the meetings of the directors, a committee of directors or the shareholders, or a trust indenture or other contract to which the corporation is a party, may be signed by a director, an officer or a transfer agent of the corporation.