



Ontario

Ministry of
Consumer and
Commercial
Relations

Property
Rights
Division

Legal
and
Survey
Standards
Branch

BULLETIN NO. 84023

DATE: June 14, 1984

TO:
ALL LAND REGISTRARS

EXECUTION OF INSTRUMENTS
BY CORPORATIONS

NECESSITY OF CORPORATE SEAL

We have come to the conclusion that it is the law in Ontario that a conveyance of an interest in real property by a corporation requires the seal of the corporation to be affixed thereto. Accordingly, every instrument executed by a corporation should be refused registration unless it is executed under its corporate seal. This requirement will be applied to all corporations, including foreign corporations, which may not have corporate seals for use within their own jurisdictions.

The above registration requirement does not apply to:

- an instrument executed on behalf of a corporation by an attorney under a registered power of attorney. However, if the attorney itself is a corporation, the attorney's corporate seal must be affixed when executing;
- an instrument executed by a corporation solely as a guarantor or surety;
- a claim for lien executed by a corporation pursuant to the Mechanics' Lien Act or the Construction Lien Act, 1983.

The following applies only to the land titles system:

In most cases, the seal of the corporation will be embossed or rubber stamped on the instrument and will include the corporate name as it appears on the instrument, although the last word of the corporate name may be abbreviated or expanded, i.e. "Ltd." for "Limited" or "Inc." for "Incorporated" or vice versa. If the names are not identical or if an unusual seal is used (such as a red wafer seal with the name of the corporation handwritten or typed on it), the Land Registrar must be satisfied that the seal used is, in fact, the seal of the corporation. Acceptable evidence

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in this regard includes an affidavit by an officer or solicitor of the corporation, or a certified or notarial copy of a by-law or of a resolution of the directors evidencing that that particular seal has been adopted by the corporation.

The adequacy of corporate execution of assignments and discharges of mortgages to be registered under the Registry Act will be dealt with in a future bulletin on the subject of mortgage entry deletion.

A handwritten signature in black ink, appearing to read "Wm. Duggan". The signature is written in a cursive, somewhat stylized font.

William M. Duggan
Solicitor

This bulletin supersedes Bulletin 83021

WMD/nb