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Notice – Business Corporations Act – Filing Articles of Reorganization

Effective Date: This Notice is to be effective on the day that subsection 40 (1) of Schedule 6 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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Articles of Reorganization under the Business Corporations Act (BCA) must be completed and filed by an Ontario business corporation subject to a reorganization order. Under section 186 of the BCA, “reorganization” means a court order made under section 248, an order made under the Bankruptcy and Insolvency Act (Canada) or an order made under the Companies Creditors Arrangement Act (Canada) approving a proposal.

If a corporation is subject to a reorganization, its articles may be amended by the order to effect any change that might lawfully be made by an amendment under section 168 (e.g. corporate name, fixed number or minimum/maximum number of directors, share structure, etc.). Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

If the court has made an order appointing directors in place of or in addition to the directors then in office, a separate Notice of Change under the Corporations Information Act must be filed after the Articles of Reorganization have been filed. For more information, see [Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations](#).

1. How to File Articles of Reorganization Online

You can file Articles of Reorganization online if you received a company key giving you authority over the corporation (see Notice – Company Key). You can file directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at our website www.ontario.ca/businessregistry. You must use a valid and up-to-date ServiceOntario [online account](#) to complete and file this application electronically with ServiceOntario. You may save drafts prepared online for up to 90 days before filing; however, it is your responsibility to ensure that time sensitive documents such as Nuans

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reports are filed before they expire, and that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed. The Ministry strongly recommends that a draft of the proposed court order be submitted for review at least 7 days before it is filed with the court. If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

2. Required Documents and Information

To prepare for filing Articles of Reorganization, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
3. **Certified copy of the court order referred to in subsection 186 (1)** of the BCA (or notarial copy of the certified copy)
4. **Date of Articles of Reorganization** Articles will be dated the date received by the Ministry in accordance with the applicable requirements unless you request a future date up to 30 days ahead (see below – Effective Date)
5. **Description of changes to articles** Be ready to provide a description of the changes to the articles when prompted during the transaction (see below – Changes to Information).
6. **Be ready to confirm** the terms and conditions of the reorganization, if any, have been complied with, as ordered by the court
7. **A valid credit or debit card ready to pay the filing fee**
8. **Only required if the articles amend the corporate name:**
 - **An Ontario-biased or weighted Nuans name search report** (not required if the proposed name is a number name; see below – Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
 - The Nuans report reference number
 - The proposed name searched
 - The date of the report
 - **Legal opinion, if required** for an identical name (see below – Legal Opinion)
9. **Only required if the articles amend the fixed number or minimum/maximum number of directors:**
 - **Fixed number or minimum/maximum number of directors**

Important – Additional Required Documents and Information

1. You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations.
2. During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by an officer or director of the corporation prior to

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filing (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)).

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report (if required).

3. Documents Issued by the Ministry

When the Articles of Reorganization are completed, you will receive the following documents by email:

1. The Certificate of Reorganization – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Reorganization – this is a copy of the official articles recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address and to the contact person specified. Terms and conditions must be agreed to by the person(s) signing or otherwise authorizing the filing, and any person(s) acting on their behalf (the “authorizer(s)”) and by the corporation and is a mandatory requirement for filing.

To file by mail, see below – File Articles of Reorganization by Mail.

4. Supporting Documents – Additional Information

Nuans Name Search

If the articles include a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search report is required unless the proposed name is a number name. The Nuans report is a list of existing corporate and business names, as well as trademarks, that are the same or similar to the name being proposed. It is the applicant's responsibility to check the search report for similar or identical names and to obtain any consent that may be required. Otherwise, this may result in a lawsuit or the corporation may be the subject of a hearing under the BCA (see [Notice – BCA – Incorporating a Business Corporation](#)).

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The Nuans report must be obtained from a private name search company. The Ministry does not provide this search. Suppliers of Nuans reports may be found online at www.yellowpages.ca under the heading “Searchers of Records” or you may visit Innovation, Science and Economic Development Canada’s Nuans site at www.nuans.com for a list of registered search houses that can assist you with obtaining a Nuans search report and filing your documents. A Canada (federal) biased Nuans name search is not acceptable.

The Nuans report cannot be dated more than 90 days prior to the filing of the articles. For example, articles received by the Ministry on November 28th could be supported by a Nuans name search report dated as early as August 30th, but not dated earlier. You may wish to allow for additional time because if the Nuans report expires before the articles are endorsed, a valid Nuans report must be obtained to complete the filing. The proposed name searched, the Nuans reference number and the date of the Nuans report must be filed, and the Ministry will retrieve the report directly.

Legal Opinion

If the corporation is acquiring an identical name in accordance with subsection 5 (2) of the Names and Filings Regulation under the BCA, a legal opinion is required (see Notice – BCA – Incorporating a Business Corporation)

Consents

Consents to a name may be required under the BCA and regulations. The corporation is responsible for obtaining all necessary consents, retaining them at the registered office and providing them in accordance with any notice from the Director.

5. Changes to Information

Administrative Information

For information on how to report changes to officer or director information (e.g. address for service, date elected/appointed, date ceased to hold office, officer title), registered office address and administrative information (e.g. official email address for the corporation and North American Industry Classification System (NAICS) business activity code), see Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations.

Directors

If the court makes an order to increase or decrease the fixed number or the minimum/maximum number of the corporation’s directors as set out in the corporation’s articles, the Articles of Reorganization must include this amendment.

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If the number of directors changes within the minimum and maximum number provided for in the articles, a Notice of Change under the Corporations Information Act (CIA) must be completed and filed with the Ministry within 15 days after the change. If any of the directors (or officers) change, a Notice of Change under the CIA must be completed and filed with the Ministry within 15 days after the change (subsection 4 (1) of the CIA). For more information, see Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations.

Shares Structure and Other Provisions

Where the court order requires amendments to provisions in the articles, including provisions relating to shares or other provisions, those amendments must be set out in the Articles of Reorganization.

Clearly state whether the amendment is to add, remove, replace or change a provision in the existing articles and identify the sections, paragraphs or sub-paragraphs you are amending. Be sure to describe the changes; do not set out the amended version. For example: “the authorized capital of the corporation described in section 3 is amended by...”

6. General Information

Signature Requirements

The Articles of Reorganization must be signed by an officer or director of the corporation. Set out the name and position of the signatory (see Notice – Filing Methods and Requirements).

Single Name

If your legal name is a single name (where your culture has a tradition of single names) and you need to enter that single name on a form, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223 for more information.

Legal Advice

Please be advised that the Ministry **cannot** give legal advice. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Law Society Referral Service (LSRS). The LSRS is a program of the Law Society of Ontario which offers up to one half-hour of free legal consultation. Information about how to be referred to a lawyer through the LSRS is available at www.lsrso.info. If you would like to be referred to a lawyer, you may submit a request to the LSRS by completing the online request form at www.lawsocietyreferralservice.ca. Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at www.ontario.ca/laws.

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7. Effective Date

When Articles of Reorganization are filed with the Ministry, they are endorsed with a certificate and are effective on the date set out in the certificate in accordance with section 273 of the BCA. The date of any certificate issued will be the date the Articles of Reorganization, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

8. File Articles of Reorganization by Mail

To file Articles of Reorganization by mail, go online and download the required [BCA Articles of Reorganization – Form Number 5267](#). You will be required to provide the email addresses noted below.

You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment. You will need:

1. **Articles of Reorganization** One set of completed articles in approved form (see above link), signed by a director or officer of the corporation (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key** giving you authority over the corporation
3. **Corporate name and Ontario Corporation Number (OCN)**
4. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
5. **Certified copy of the court order referred to in subsection 186 (1)** of the BCA (or notarial copy of the certified copy)
6. **Date of Articles of Reorganization** You must select a preferred date; however, the earliest effective date would be the date the application is received, in order, by the Ministry. You may choose a future date up to 30 days ahead (see above – Effective Date)
7. **Description of changes to articles** Be ready to provide a description of the amendments to the articles (see above – Changes to Information)
8. **Be ready to confirm** the terms and conditions of the reorganization, if any, have been complied with, as ordered by the court
9. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution
10. **Only required if the articles amend the corporate name:**
 - **An Ontario-biased or weighted Nuans name search report** (not required if the proposed name is a number name; see above – Nuans

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Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:

- The Nuans report reference number
 - The proposed name searched
 - The date of the report
 - **Legal opinion, if required** for an identical name (see above – Legal Opinion)
11. **Only required if the articles amend the fixed number or minimum/maximum number of directors:**
- **Fixed number or minimum/maximum number of directors**

Important – Additional Required Documents and Information

You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations.

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report (if required).

Mailing Address

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

When the Articles of Reorganization are completed, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the company key, required payment or email address, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. Forms must be on 8.5" x 11" letter size paper.

If the form is missing any other required information or has not been properly completed, the Ministry will cease processing the application and will return the application for correction electronically to the email address provided on the form. A link will be provided to the electronic business registration system, where you must complete the transaction electronically. It is your responsibility to review the entire application, and to ensure that all data is accurate and meets the requirements of the

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BCA and regulations. You are also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the electronic transaction. This will be considered a new application filed in an electronic format.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are received by the Ministry in accordance with the requirements for filing under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

9. Related Legislation

Business Corporations Act
Corporations Information Act

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the BCA and regulations. Requirements of the Director are to be established pursuant to sections 271.2 and 272.2 of the BCA.