

DRAFT

Notice – Not-for-Profit Corporations Act, 2010 – Filing Articles of Amendment

Effective Date: This Notice is to be effective on the day that section 56 of Schedule 8 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

1. How to File Articles of Amendment Online
2. Required Documents and Information
3. Documents Issued by the Ministry
4. Supporting Documents – Additional Information
5. Changes to Information
6. General Information
7. Effective Date
8. File Articles of Amendment by Mail
9. Related Legislation

Articles of Amendment must be completed and filed by a not-for-profit corporation under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA) to add, change or remove purposes or provisions set out in its articles (e.g. corporate name, fixed number of directors or minimum/maximum number of directors, etc.) in accordance with requirements of the ONCA, regulations and this Notice. If changes are being made by a charitable corporation, written consent of the Public Guardian and Trustee (PGT) may be required. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

For information on how to update officer or director information (e.g. address for service, date elected/appointed, date ceased to hold office), 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](#).

1. How to File Articles of Amendment Online

You can file Articles of Amendment online if you received a company key giving you authority over the corporation (see Notice – Company Key). You can file directly with the Ministry 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 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.

DRAFT

2. Required Documents and Information

To prepare for filing Articles of Amendment online using, have the following documents and information ready:

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
 - Contact Information: name, email address
3. **If there is a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search report** (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
4. **Date of Articles of Amendment** 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 amendments to articles** Be ready to provide a description of the amendments to the articles when prompted during the transaction (see below – Changes to Information)
6. **If there is a change in the fixed number or minimum/maximum number of directors, the new fixed number or minimum/maximum number**
7. **A valid credit or debit card ready to pay the filing fee**

Important – Additional Required Documents and Information

1. You may also need to obtain:
 - Consent(s) to the corporate name if required under the ONCA and regulations (see below – Supporting Documents).
 - Consent(s) of the Public Guardian and Trustee, and/or the Alcohol and Gaming Commission of Ontario (see below – Supporting Documents).
2. During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by two officers or directors, or an officer and a director, of the corporation prior to 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 and the Nuans name search report (if required).

DRAFT

3. Documents Issued by the Ministry

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

1. The Certificate of Amendment – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Amendment – this is a copy of your 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 Articles of Amendment by mail, see below – File Articles of Amendment 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. 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 ONCA (see [Notice – ONCA – Incorporating a Not-for-Profit Corporation](#)).

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

DRAFT

may wish to allow for additional time because if the Nuans report has expired before the articles are endorsed, you will be required to obtain a valid Nuans report 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.

Consents

Consents to a corporate name may be required under the ONCA and regulations.

Written consent from the PGT may be required in different circumstances: where the PGT has notified the Director that consent is required under section 26 of the Names and Filings Regulation under the ONCA; where a charitable corporation is making changes to its purposes under section 27 of the Names and Filings Regulation; or where certain prohibited and restricted words are included in the corporate name under section 2 of the Names and Filings Regulation. For more information, see below – Public Guardian and Trustee – Charities.

In addition, if the proposed purposes of a corporation include horse racing, the Articles of Amendment must be supported by written consent of the Alcohol and Gaming Commission of Ontario (section 34 of the Names and Filings Regulation).

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

Articles of Amendment can be filed to amend (add, change or remove) provisions set out in a corporation's articles. For example, the following changes can be made:

1. Corporate Name

If the Articles of Amendment change the corporate name, it is the responsibility of the corporation to ensure the name complies with the ONCA and regulations.

For more information on name requirements, see Notice – ONCA – Incorporating a Not-for-Profit Corporation.

Consent of the PGT may be required where the articles amend the name of the corporation and the new name uses words such as “foundation” or “charity” (section 2 of the Names and Filing Regulation under the ONCA; see below – Public Guardian and Trustee – Charities).

A corporation may identify itself to the public by a name other than its corporate name, provided that the name is registered under the Business Names Act.

For more information on registering the operating name, see Notice – BNA – Registering a Business Name.

DRAFT

2. Fixed Number of Directors or Minimum/Maximum Number of Directors

A corporation may increase or decrease the fixed number, or the minimum or maximum number, of its directors as set out in its articles (subsection 30 (1) of the ONCA) by filing Articles of Amendment. Where a minimum and maximum number of directors of a corporation is provided for in the articles, the number of directors of the corporation shall be determined from time to time by special resolution, or if the special resolution empowers the directors to determine the number, by resolution of the directors (subsection 22 (2) of the ONCA).

Whenever 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). See [Notice – Filing an Initial Return and Notice of Change – Ontario Corporations](#).

3. Purposes or Special Provisions

Any change to purposes or special provisions, as set out in the articles, must be clearly set out in the Articles of Amendment.

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, and not set out the amended version. For example: “the purpose of the corporation described in section 3 is amended to...”

If a non-charitable corporation amends its purposes with the intention of qualifying as a charitable corporation, the following special provisions must form part of the amended articles:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.
- b. The corporation shall be subject to the Charities Accounting Act.
- c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.
- d. To invest the funds of the corporation pursuant to the Trustee Act.

DRAFT

- e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

Other Changes to Information

The following changes cannot be made by filing Articles of Amendment, but must be reported to the Ministry:

1. Officer or director information (e.g. address for service, date elected/appointed, date ceased to hold office, officer title)
2. Registered office address
3. Administrative information (e.g. official email address for the corporation, NAICS business activity code)

Note: A corporation may by resolution of its directors change the location of its registered office within a municipality or geographic township (subsection 14 (3) of the ONCA). A corporation may also by special resolution change the municipality or geographic township in which its registered office is located to another place in Ontario (subsection 14 (4) of the ONCA). Whenever a corporation changes its registered office address, it is required to file a Notice of Change under the CIA.

See Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations

6. General Information

Signature Requirements

The Articles of Amendment must be signed by two officers or directors, or an officer and a director, of the corporation. Set out the name and position of the signatories ([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.

Public Guardian and Trustee – Charities

Where a charitable corporation makes changes to its purposes, the articles are required to contain the following statement referred to in subsection 24 (1) of the Names and Filing Regulation under the ONCA:

DRAFT

All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective.

In general terms, the statement provides that only funds and property received by the charitable corporation **after** the articles become effective can be applied to the amended purposes. If the articles do not include the statement, the written consent of the Public Guardian and Trustee is required as provided in section 27 in the Names and Filings Regulation.

In addition, written consent of the PGT is required to file the articles if the PGT has notified the Director that consent is required under section 26 of the Names and Filings Regulation.

In relation to both charitable and non-charitable corporations, written consent of the PGT is required where the articles amend the name of the corporation and the following words are to form part of the new corporate name (section 2 of the Names and Filing Regulation under the ONCA):

- “Foundation” or “fondation”, if the word suggests that the corporation is a charity.
- “Charity”, “organisme de bienfaisance”, “charitable”, “caritative” or any variation of those words.

If the PGT’s written consent is required, the PGT may be contacted at (416) 326-1963 or PGT-Charities@ontario.ca. The PGT’s written consent should be obtained prior to filing articles.

For information about the duties and responsibilities of charitable corporations, see the charity bulletins on the PGT’s section of the Ministry of the Attorney General’s website at: <https://www.attorneygeneral.jus.gov.on.ca/english/family/pgt/charities/>

For general information about charities, please contact:

Ministry of the Attorney General
Office of the Public Guardian and Trustee
Charitable Property Program
595 Bay Street, Suite 800
Toronto ON M5G 2M6
Telephone: (416) 326-1963 or toll-free in Ontario 1-800-366-0335

Legal Advice

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

DRAFT

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 ONCA for details governing not-for-profit corporations in Ontario. The ONCA is available at www.ontario.ca/laws.

7. Effective Date

When Articles of Amendment 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 201 of the ONCA. The date of any certificate issued will be the date the articles, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the ONCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

8. File Articles of Amendment by Mail

To file Articles of Amendment by mail, go online and download the required [ONCA Articles of Amendment – Form Number 5271](#). 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 and supporting documents. You will need:

1. **Articles of Amendment** One set of completed articles in approved form (see above link), signed by two officers or directors, or an officer and a director, 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. **If there is a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search report** (see above – 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
6. **Date of Articles of Amendment** You must select a preferred date; however, the earliest effective date would be the date the application is received, in

DRAFT

order, by the Ministry. You may choose a future date up to 30 days ahead (see above – Effective Date)

7. **Description of amendments to articles** Be ready to provide a description of the amendments to the articles (see above – Changes to Information)
8. **If there is a change in the fixed number or minimum/maximum number of directors, the new fixed number or minimum/maximum number**
9. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable

Important – Additional Required Documents and Information

You may also need to obtain:

- Consent(s) to the corporate name if required under the ONCA and regulations (see above – Supporting Documents).
- Consent(s) of the Public Guardian and Trustee, and/or the Alcohol and Gaming Commission of Ontario (see above – Supporting Documents).

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 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 Articles of Amendment 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 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 ONCA and

DRAFT

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 ONCA, 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 Names Act
Corporations Information Act
Not-for-Profit Corporations Act, 2010

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the ONCA and regulations made under it. Requirements of the Director are to be established pursuant to sections 210 and 210.2 of the ONCA.