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

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.

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Articles of Amalgamation under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA) must be completed and filed to amalgamate two or more Ontario not-for-profit corporations in accordance with the requirements of the ONCA, regulations and this Notice. Upon amalgamation, the amalgamating corporations continue as one corporation.

Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

1. How to File Articles of Amalgamation Online

You can file Articles of Amalgamation online if you received a company key giving you authority over the applicant amalgamating corporation (see Notice – Company Key). You can file directly with the Ministry Government and Consumer Services (Ministry) through ServiceOntario at: 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.

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2. Required Documents and Information

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

1. **Corporate name and Ontario Corporation Number (OCN) of the applicant corporation and other amalgamating corporations**
2. **Date of adoption by members (amalgamation agreement)**
3. **Schedule A** Upload a copy of the signed statutory declaration of a director or officer of each amalgamating corporation as required by subsection 112 (2) of the ONCA
4. **Schedule B** Upload a copy of the signed amalgamation agreement that has been duly adopted by the members of each amalgamating corporation as required by section 111 of the ONCA. The agreement must include all terms and means of effecting the amalgamation as set out in subsection 110 (2) of the ONCA
5. **An Ontario-biased or weighted Nuans name search report, if the proposed name is not the name of one of the amalgamating corporations** (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
6. **Administrative information** (not shown on public record):
 - Contact information: name, email address
 - An official email address for the corporation
 - A NAICS business activity code (see below – NAICS Code)
7. **Date of Articles of Amalgamation** Articles will be dated the date received by the Ministry in accordance with applicable requirements unless you request a future date up to 30 days ahead (see below – Effective Date)
8. **Registered office address of the amalgamated corporation** This must be a physical location in Ontario. A P.O. Box is not acceptable
9. **Number of directors of the amalgamated corporation, their names and addresses for service** (see below – Directors)
10. **Purposes** The corporation must have a non-profit purpose
 - **Not-for-profit:** any non-profit purpose that is not unlawful may be set out as the first purpose. Commercial purposes can be included only to advance or support one or more non-profit purposes of the corporation
 - **Charitable:** must set out exclusively charitable purposes
11. **Special provisions** These deal with matters of corporate governance. A “non-profit” special provision is required for non-charitable corporations; this will be inserted automatically in the articles. Several special provisions are required for charitable corporations (see below – Special Provisions)
12. **A valid credit or debit card ready to pay the filing fee**

Important – Additional Required Documents and Information

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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 (see below – Supporting Documents).
2. During the transaction, you will be prompted to print or save a PDF copy of the articles to have them signed by two officers or directors, or an officer and a director, of each of the amalgamating corporations 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).

3. Documents Issued by the Ministry

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

1. The Certificate of Amalgamation – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Amalgamation – this is a copy of the official articles recorded by Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. New company key for the amalgamated corporation needed for future filings (see Notice – Company Key)
5. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified, except for the company key which is sent only to the official corporation email address.

An email will also be sent to all the amalgamating corporations to notify them of the amalgamation.

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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 Amalgamation by mail, see below – File Articles of Amalgamation by Mail.

4. Supporting Documents – Additional Information

Nuans Name Search

If the proposed name of the corporation is not the name of any of its amalgamating corporations, 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 may wish to allow additional time because if the Nuans report expires before the articles are endorsed, a valid Nuans report will be required 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

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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.

The corporation must obtain all necessary consents, retain them at the registered office and provide them in accordance with any notice from the Director.

5. Amalgamation Agreement

Before filing articles with the Ministry, the signed amalgamation agreement must comply with section 110 of the ONCA and be adopted by members of the amalgamating corporations by special resolution under section 111 of the ONCA.

6. General Information

Signature Requirements

The Articles of Amalgamation must be signed by two officers or directors, or an officer and a director, of each of the amalgamating corporations. The name of the corporation must be set out along with the name and position of the individuals signing on behalf of the corporations (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.

Public Guardian and Trustee – Charities

If one or more of the amalgamating corporations is a charitable corporation, the written consent of the Public Guardian and Trustee (PGT) may be required. 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:

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

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the Public Guardian and Trustee is required as provided in section 27 in 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):

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

Written consent of the PGT is also required to file the articles where the PGT has notified the Director that consent is required under section 26 of the Names and Filings Regulation under the ONCA.

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

NAICS Code

The North American Industry Classification System (NAICS) code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the primary code that best describes the main activity of your corporation or other entity. For example, a code for providing community services could be “812117 – community outreach”. This information is collected for administrative purposes for corporations and may be shared with other government bodies for the purpose of administering their programs under the authority of the Business Regulation Reform Act, 1994; it does not appear on the public record. However, the NAICS code is also required under the Business Names Act and Limited Partnerships Act, in which case the NAICS code does appear on the public record.

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If you are filing online, you may type the word associated with your main activity and the electronic business registration system will provide a code that you may select to complete that field. To view a complete list of NAICS codes please visit Statistic Canada's website at: <https://www150.statcan.gc.ca/n1/en/catalogue/12-501-X>

If you are filing in paper, please refer to the list of activities from NAICS (the above link) that best describes the primary activity and then indicate your primary activity code from the link in the form.

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

7. Corporate Name

The name of the amalgamated corporation may be identical to the name of one of its amalgamating corporations (section 11 of the Names and Filing Regulation under the ONCA). Where the name of the amalgamated corporation will be identical to the name of one of its amalgamating corporations, a Nuans name search report is not required to support the Articles of Amalgamation. PGT consent may be required (see above – Public Guardian and Trustee – Charities). 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.

8. Directors

The directors manage or supervise the management of the activities and affairs of the corporation (section 21 of the ONCA). The board of directors of a corporation must consist of at least three individuals (subsection 22 (1) of the ONCA).

The Articles of Amalgamation may set out a fixed number of directors or a minimum and maximum number of directors (floating board) (subsections 22 (2) and 22 (3) of the ONCA). Directors must be at least 18 years of age (subsection 23 (1) of the ONCA).

9. Special Provisions

Special provisions deal with matters of corporate governance. Different special provisions are required for charitable and non-charitable corporations. For more

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information on special provisions, see Notice – ONCA – Incorporating a Not-for-Profit Corporation.

10. Effective Date

When Articles of Amalgamation 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.

11. Ontario Corporation Number (OCN)

Upon amalgamation, the Ministry assigns the amalgamated corporation a new OCN, which is unique to that corporation. It cannot be transferred to another corporation, nor can a corporation ever change its corporation number. The amalgamated corporation is assigned a new number which cannot be identical to that of an amalgamating corporation.

12. Existing Business Name Registration

Business names (operating names) registered under the Business Names Act for each of the amalgamating corporations will be amended to update the registrant information, and the Registrar will issue a Certificate of Registration showing the amalgamated corporation as the registrant. A copy of the Certificate of Registration will be emailed to the official email address provided. If the amalgamated corporation will not be carrying on its business activities under the business names, if any, the corporation may cancel the business name registration. For more information on how to cancel a business name registration, see [Notice – BNA – Registering a Business Name](#).

13. File Articles of Amalgamation by Mail

To file Articles of Amalgamation by mail, go online and download the [ONCA Articles of Amalgamation – Form Number 5272](#). 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 Amalgamation:** 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

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signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)

2. [Company key](#) of the applicant corporation
3. **Corporate name and Ontario Corporation Number (OCN) of the applicant corporation and other amalgamating corporations**
4. **Date of adoption by members (amalgamation agreement)**
5. **Schedule A** Attach a copy of the signed statutory declaration of a director or an officer of each amalgamating corporation as required by subsection 112 (2) of the ONCA
6. **Schedule B** Attach a copy of the signed amalgamation agreement that has been duly adopted by the members of each amalgamating corporation as required by section 111 of the ONCA. The agreement must include all the terms and means of effecting the amalgamation as set out in subsection 110 (2) of the ONCA
7. **An Ontario-biased or weighted Nuans name search report, if the proposed name is not the name of one of the amalgamating corporations** (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
8. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
 - A NAICS business activity code (see above – NAICS Code)
9. **Date of Articles of Amalgamation** 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)
10. **Registered office address of the amalgamated corporation** This must be a physical location in Ontario. A P.O. Box is not acceptable
11. **Number of directors of the amalgamated corporation, their names and addresses for service** (see above – Directors)
12. **Purposes** The corporation must have a non-profit purpose
 - **Not-for-profit:** any non-profit purpose that is not unlawful may be set out as the first purpose. Commercial purposes can be included only to advance or support one or more of the non-profit purposes of the corporation
 - **Charitable:** must set out exclusively charitable purposes
13. **Special provisions** These deal with matters of corporate governance. The only special provision required for non-charitable corporations is a "non-profit" provision, which will be inserted automatically in your articles. Several special provisions are required for charitable corporations (see above – Special Provisions)
14. **Consent, if required** for similar name (see below – Consent)

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15. **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

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 (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 Amalgamation 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 regulations. The corporation is also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the

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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.

14. Related Legislation

Business Names 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.