

DRAFT

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

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 Continuance Online
2. Required Documents and Information
3. Documents Issued by the Ministry
4. Supporting Documents – Additional Information
5. General Information
6. Corporate Name
7. Directors
8. Special Provisions
9. Effective Date
10. Ontario Corporation Number (OCN)
11. File Articles of Continuance by Mail
12. Related Legislation

Articles of Continuance under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA) must be completed and filed to continue an extra-provincial corporation into Ontario under the ONCA (transfer out of the original jurisdiction). These articles are also required to continue Ontario corporations, other than co-operative corporations, under the ONCA. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director. Upon continuance, the corporation becomes a not-for-profit corporation subject to the ONCA and regulations.

An extra-provincial corporation that wishes only to operate in Ontario (as opposed to continuing/transferring from another jurisdiction to Ontario) does not apply for Articles of Continuance. For more information on registration requirements for extra-provincial corporations seeking to operate or carry on business and other activities in Ontario, see [Notice – EPCA – Extra-Provincial Corporations Licences and Filings](#).

1. How to File Articles of Continuance Online

You can file Articles of Continuance online directly with the 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

DRAFT

requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

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

1. **Corporate name and Ontario Corporation Number (OCN)**, if previously assigned (see below – Ontario Corporation Number)
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
 - An official email address for the corporation, unless previously provided
 - A NAICS business activity code (see below – NAICS Code)
3. **An Ontario-biased or weighted Nuans name search for the proposed 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
4. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
5. **Number of directors, their names and addresses for service** (see below – Directors)
6. **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 (see below – Charitable and Other Public Benefit Corporations)
7. **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 below – Special Provisions)
8. **Date of Articles of Continuance** 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)
9. **A valid credit or debit card ready to pay the filing fee**
10. **Copy of the incorporating document**, together with all amendment to the document, certified by the appropriate official (see below – Certified Copy of the Incorporating Document)
11. **Extra-provincial corporations also require:**
 - **Authorization to Continue** issued by the appropriate officer of the incorporating jurisdiction that indicates that the corporation is

authorized under the laws of that jurisdiction to apply for Articles of Continuance in Ontario (see below – Letter of Satisfaction, Certificate of Continuance or Other Document)

- **Legal opinion if the corporation is applying from a jurisdiction outside Canada**, to the effect that the laws of the jurisdiction to which the corporation is subject authorize the corporation to apply for continuance (see below – Legal Opinion)
- **Governing jurisdiction** This is the name of the jurisdiction that the corporation is leaving
- **Original date of incorporation or amalgamation**, if the corporation was not previously assigned an Ontario Corporation Number (OCN)
- **Authorization date** This is the date that the continuation was properly authorized under the laws of the jurisdiction currently governing the corporation
- **Confirmation of the required statements** (see below – Required Statements)

12. **Ontario corporations also require:**

- **Certified copy of special resolution or court order** You must upload a copy of the special resolution authorizing the directors to apply for a Certificate of Continuance, or a certified copy (or notarial copy of the certified copy) of the court order waiving the requirement for a special resolution (see below – Certified Copy of Special Resolution or Court Order)
- **Authorization date** This is the date of the special resolution or court order

Note: Social companies that are dissolved may apply for Articles of Continuance only by email in accordance with the Notice – Filing Methods and Requirements or by mail in accordance with the requirements in this Notice; see below – File Articles of Continuance by Mail.

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 (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

DRAFT

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.

3. Documents Issued by the Ministry

When Articles of Continuance are completed, you will receive your documents by email:

1. The Certificate of Continuance – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Continuance – this is a copy of the official articles recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. Company key 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. 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 Continuance by mail, see below – File Articles of Continuance by Mail.

4. Supporting Documents – Additional Information

Nuans Name Search

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

DRAFT

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 has expired 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.

Certified Copy of the Incorporating Document

Articles of Continuance must be supported by a copy of the incorporating document, together with all amendments to the document, certified by the officer of the incorporating jurisdiction (in the case of an extra-provincial corporation) or the officer in Ontario (in the case of an Ontario corporation) who is authorized to do so.

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. 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.

Additional Supporting Documents Required for Extra-Provincial Corporations

Legal Opinion

Articles of Continuance filed by an extra-provincial corporation from outside Canada must be accompanied by a legal opinion to the effect that the laws of the non-Canadian jurisdiction authorize the corporation to apply for continuance. The legal opinion must be from an individual lawyer (not a law clerk or law firm) qualified to practice in the non-Canadian jurisdiction, and it must be on letterhead paper, signed the lawyer. If the corporation is incorporated or continued under the laws of another Canadian jurisdiction, it does not need to obtain this legal opinion.

Letter of Satisfaction, Certificate of Continuance or Other Document

Articles of Continuance filed by an extra-provincial corporation must be supported by a letter of satisfaction, certificate of continuance or other document (e.g. authorization to

DRAFT

continue) issued by the proper officer of the jurisdiction in which the corporation is currently incorporated or continued, indicating that corporation is authorized under the laws of the jurisdiction to apply for Articles of Continuance in Ontario. Articles of Continuance do not have to be supported a letter of satisfaction, certificate of continuance or other document if there is no authority under the laws of the incorporating jurisdiction to issue any of the documents. In that case, the Articles of Continuance must be supported by a legal opinion of a lawyer qualified to practice in that jurisdiction indicating that there is no such authority.

Additional Supporting Documents Required for Ontario Corporations

Certified Copy of Special Resolution or Court Order

Articles of Continuance filed by an Ontario corporation must be supported by a certified copy of the special resolution authorizing the directors of the corporation to apply for a Certificate of Continuance

In the case of a social company as defined in the Corporations Act, the Articles must be supported by the above-noted special resolution or a certified copy of a court order, or a notarial copy of that certified copy of a court order, waiving the requirement for a special resolution (see section 2.1 of the Corporations Act).

“Social company” means a company that has objects (purposes) in whole or in part of a social nature (section 1 of the Corporations Act). Other terms commonly used to refer to social companies include “social club” and “social club with share.”

A social company that does not continue under the ONCA, the Business Corporations Act, or the Co-operative Corporations Act by the fifth anniversary of the day section 2.1 of the Corporations Act comes into force, will be dissolved on the day after that fifth anniversary.

5. General Information

Signature Requirements

The Articles of Continuance 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 (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.

DRAFT

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.

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 Statistics 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.

Charitable and Other Public Benefit Corporations

Public benefit corporations are a special type of not-for-profit corporation under ONCA, and special rules apply to them. Public benefit corporations include all charitable corporations and some non-charitable corporations that receive outside funding.

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

Public Guardian and Trustee – Charities

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

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

DRAFT

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 where 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 following words are to form part of the corporate name (section 2 of the Names and Filing Regulation):

- “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 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

Required Statements

The corporation is required to confirm that it is to be continued under the ONCA to the same extent as if it had been incorporated under the ONCA. The corporation must also confirm that it has complied with subsection 114 (2) or 115 (4) of the ONCA, as applicable.

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.lsr.info. If you would like to be referred to a lawyer, you may submit a request to

DRAFT

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.

6. Corporate Name

It is the responsibility of the corporation to ensure the name for an Ontario not-for-profit corporation complies with the ONCA and Name and Filings Regulation. For information on name requirements, see Notice – ONCA – Incorporating a Not-for-Profit Corporation.

If the corporation has ever operated in Ontario, before filing the Articles of Continuance, please ensure that you update any corporate name change by filing an amended licence under the Extra-Provincial Corporations Act or a Notice of Change under the Corporations Information Act, as applicable. For more information, see [Notice – EPCA – Extra-Provincial Corporations Licences and Filings](#), or [Notice – CIA – Filing an Initial Return and Notice of Change – Extra-Provincial Corporations](#).

7. Directors

The directors manage or supervise the management of the activities and affairs of a not-for-profit corporation (section 21 of the ONCA). A corporation must have at least three directors (subsection 22 (1) of the ONCA).

The Articles of Continuance 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). Each director must be at least 18 years of age (subsection 23 (1) of the ONCA). A director of a corporation is not required to be a member of the corporation unless the by-laws provide otherwise (subsection 23 (2) of the ONCA).

8. Special Provisions

Special provisions deal with matters of corporate governance. Different special provisions are required for charitable and non-charitable corporations. For more information, see Notice – ONCA – Incorporating a Not-for-Profit Corporation.

9. Effective Date

When Articles of Continuance 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.

10. Ontario Corporation Number (OCN)

Upon continuance, the corporation will be assigned an OCN (unless the corporation previously operated in Ontario and already has an OCN).

The OCN is unique to the corporation. It cannot be transferred to another corporation, nor can a corporation change its OCN. When corporations amalgamate, the amalgamated corporation is assigned a new OCN.

If the corporation was previously assigned an OCN before applying for continuance, it is very important to provide it. For example, if the corporation previously operated Ontario, it would have received an OCN and must provide it when filing Articles of Continuance, along with the company key for that corporation; contact ServiceOntario for information on filing Articles of Continuance in these circumstances at 416-314-8880 or toll-free at 1-800-361-3223. Otherwise, a second OCN may be inadvertently assigned, which may lead to compliance action.

11. File Articles of Continuance by Mail

To file Articles of Continuance by mail, go online and download the [ONCA Articles of Continuance – Form Number 5274](#). 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 Continuance** 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, if previously assigned
3. **Corporate name and Ontario Corporation Number (OCN)**, if previously assigned (see above – Ontario Corporation Number)
4. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation, unless previously provided
 - A NAICS business activity code (see above – NAICS Code)
5. **An Ontario-biased or weighted Nuans name search for the proposed name** (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

DRAFT

- The date of the report
6. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
 7. **Number of directors, their names and addresses for service** (see above – Directors)
 8. **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 (see above – Charitable and Other Public Benefit Corporations)
 9. **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)
 10. **Date of Articles of Continuance** 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)
 11. **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
 12. **Copy of the incorporating document**, together with all amendments to the document, certified by the appropriate official of the incorporating jurisdiction (see above – Certified Copy of the Incorporating Document)
 13. **Extra-provincial corporations also require:**
 - **Authorization to Continue or other document** issued by the appropriate officer of the incorporating jurisdiction that indicates that the corporation is authorized under the laws of that jurisdiction to apply for Articles of Continuance in Ontario (see above – Letter of Satisfaction, Certificate of Continuance or Other Document)
 - **Legal opinion if the corporation is applying from a jurisdiction outside Canada**, to the effect that the laws of the jurisdiction to which the corporation is subject authorize the corporation to apply for continuance (see above – Legal Opinion)
 - **Governing jurisdiction** This is the name of the jurisdiction that the corporation is leaving
 - **Original date of incorporation or amalgamation**, if the corporation was not previously assigned an Ontario Corporation Number (OCN)
 - **Authorization date** This is the date that the continuation was properly authorized to continue under the laws of the other jurisdiction
 - **Confirmation of the required statements** (see above – Required Statements)
 14. **Ontario corporations also require:**

DRAFT

- **Certified copy of special resolution or court order** You must upload a copy of the special resolution authorizing the directors to apply for a Certificate of Continuance, or a certified copy (or notarial copy of the certified copy) of the court order waiving the requirement for a special resolution (see above – Certified Copy of Special Resolution or Court Order)
- **Authorization date** This is the date of the special resolution or court order

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.

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 Continuance 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

DRAFT

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. 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.

12. 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.