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

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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Restated Articles of Incorporation under the Ontario Not-for-Profit Corporations Act, 2010 (ONCA; also referred to as NFPCA) are filed to consolidate all amendments and the original articles into one set of articles. Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments made to them (subsection 109 (4)). The directors of the corporation may restate the articles of incorporation as amended at any time, and must do so when required by the Director under the ONCA. A corporation is not permitted to restate its articles under section 109 unless the articles are in conformity with the ONCA and regulations (subsection 207 (5)). 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 Restated Articles of Incorporation Online

You can file Restated Articles of Incorporation 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 are filed before they expire, and that 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 Restated Articles of Incorporation, have the following documents and information ready:

1. **Corporate name and Ontario Corporation Number (OCN)**

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2. **Administrative information** (not shown on public record)
 - Contact information: name, email address
3. **Date of Restated Articles of Incorporation** Articles will be dated the date received by the Ministry in accordance with the applicable requirements. A future date is not permitted (see below – Effective Date)
4. **Purposes**, as set out in the Articles of Incorporation and all amendments made to them
5. **Special provisions**, as set out in the Articles of Incorporation and all amendments made to them
6. **Be ready to confirm the following statement:** These Restated Articles of Incorporation correctly set out, without any change, the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and all amendments made to them
7. **A valid credit or debit card ready to pay the filing fee**

Note: You are not required to provide information such as the corporation's registered office address, NAICS business activity code, director/officer information, etc. because this information is in the Ministry records, based on the most recent filings by the corporation. If the information has changed, you must file a Notice of Change before filing Restated Articles of Incorporation. For more information, please see [Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations](#).

Important – Additional Required Documents and Information

1. You may also need to obtain consent 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 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.

3. Documents Issued by the Ministry

When the Restated Articles of Incorporation are completed, you will receive your documents by email:

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

These documents will be emailed to the official corporation email address provided 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 Restated Articles of Incorporation by mail, see below – Filing Restated Articles of Incorporation by Mail.

4. Supporting Documents – Additional Information

Consent

Public Guardian and Trustee (PGT) consent may be required (see below – Public Guardian and Trustee – Charities).

5. General Information

Signature Requirements

The Restated Articles of Incorporation 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.

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

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LSRS is available at www.lsrinfo.com. 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.

Public Guardian and Trustee – Charities

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 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

6. Effective Date

When Restated Articles of Incorporation 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.

7. File Restated Articles of Incorporation by Mail

To file Restated Articles of Incorporation by mail, go online and download the required [ONCA Restated Articles of Incorporation – Form Number 5273](#). You will be required to provide the email addresses noted below.

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

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1. **Restated Articles of Incorporation** 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. **Date of Restated Articles of Incorporation** Articles will be dated the date received by the Ministry in accordance with the applicable requirements. A future date is not permitted (see above – Effective Date)
6. **Purposes**, as set out in the Articles of Incorporation and all amendments made to them
7. **Special provisions**, as set out in the Articles of Incorporation and all amendments made to them
8. **[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

Note: You are not required to provide information such as the corporation’s registered office address, NAICS business activity code, director/officer information, etc. because this information will already be current in the Ministry records, based on the most recent filings by the corporation. If you wish to change this information, you may wish to file a Notice of Change before filing Restated Articles of Incorporation. For more information, please see Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations.

Important – Additional Required Documents and Information

You may also need to obtain consent 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.

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

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When Restated Articles of Incorporation 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. 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.

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

8. Related Legislation

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.