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## Before You Begin

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Please consider applying online at [Ontario.ca/BusinessRegistry](https://Ontario.ca/BusinessRegistry) because it is better, easier and faster for you. Benefits of applying online include: a faster response, getting immediate notice that your application is received, ability to use a debit or credit card and being able to check the progress of your application online.

If you prefer to complete this form, you must complete it on a computer. The form is dynamic – it changes depending on how you answer questions. You can save the form but can't print it until you complete all mandatory fields – they are marked with an asterisk (\*).

Articles of Reorganization under the *Not-for-Profit Corporations Act, 2010* (NFPCA) must be completed and filed by an Ontario not-for-profit corporation after a reorganization has been made to amend its articles by a court order referred to in section 119 of the NFPCA.

If a corporation is subject to a reorganization, its articles may be amended by the order to effect any change that might lawfully be made by an amendment under section 103 (e.g. corporation name, minimum/maximum number of directors, purposes and provisions, etc.).

For detailed information about this application, please see the [applicable Notice](#) first.

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## Information You Need

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Before completing this form, please make sure that you have the following information ready. Note, you require the information for items 7 to 11 only if the court order requires changes to that information. If you are not changing the information for these items, leave the fields blank.

1. Corporation name, Ontario Corporation Number (OCN) and official email address.
2. Company Key. This is the 9-digit number provided by the ministry that establishes authority over the corporation. For more information refer to [company key](#).
3. Administrative information for the contact person (name, telephone and email address). **This will not be shown on the public record.**
4. Certified copy of the court order. **Please attach with your application.**
5. Be ready to confirm that the terms and conditions to which the reorganization is made subject by the Order have been complied with.
6. Effective date: this is the date that the articles are amended pursuant to the court order.
7. Ontario Nuans name search report for a proposed new name, if the corporation name is to be changed. Keep the Nuans search report at the corporation's registered office. You will be asked for the following:
  - The Nuans report reference number
  - The proposed name searched
  - The date of the search report
8. Fixed number or minimum/maximum number of directors, if the number of directors is to be changed.
9. Description of changes to the purposes and provisions, if there are changes.
10. Consent for the use of corporate name, if required under the Act and the regulations.
11. Fee of \$130.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

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## Section Numbers

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**Note:** The numbering of the sections in the form are for ease of reference only. It does not correspond to the numbering of the articles you will receive if your application is accepted.

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## Completing the Form

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### Corporation Information

Please enter the current corporation name, OCN, company key and official email address of the Ontario not-for-profit corporation filing the articles of reorganization.

We will need the company key to verify that you are authorized to file this application.

The corporation name entered must be the same as it appeared on the original articles of incorporation document or if there has been a name change, the name as it appears on the most recent document changing the name.

You must enter the corporation's official email address on record with the ministry. The corporation's official email will be used to communicate with the corporation and must be kept current. All official documents or notices and correspondence to the corporation that is the subject of this filing will be sent to this email address. The documents related to this application will be sent to the official email address of the corporation as well as to the email of the contact person indicated in Section 2 of this form. This information will not appear in the public record and is collected for administrative purposes only.

If your official email address has changed, you must notify the ministry by filing an [Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284](#) under the *Corporations Information Act* (CIA). For more information, see the applicable Notice. You may include the CIA filing together with this form when you mail your application.

### Contact Information

Please enter the full name, telephone number and email address of the contact person. This will not be shown on the public record. The ministry will contact this person for any questions related to this application, and documents related to this application will be sent to the contact person's email address.

### Court Order

Please include a certified copy of the court order with your application.

Be ready to confirm that the terms and conditions of the reorganization, if any, have been complied with, as ordered by the court.

### Requested Date for Reorganization

The effective date is the date that the articles are amended pursuant to the court order. You must select a preferred date; however, the earliest effective date will be the date the application acceptable for filing is received by the ministry. The Nuans report, if applicable, cannot be dated more than 90 days prior to the submission of the articles. For example, articles submitted on November 28 could be supported by a Nuans name search report dated as early as August 30, but not dated earlier. Allow enough time for the application to be received through the mail.

### Proposed New Corporation Name

#### Search

Before you get an Ontario Nuans report, you can search the ministry's records at [Ontario.ca/BusinessRegistry](https://Ontario.ca/BusinessRegistry) to see if your proposed new name is being used by another corporation.

**Proposed Name.** Select whether the new name of the corporation is in an English form only, a French form only, an English and a French form, or an English form and a French form which are equivalent but used separately.

A Nuans name search is required for each form of the name (English, French, and English and French combined). For an English and French form of the name, a Nuans name search is required for each form of the name unless the English and French forms of the name are identical and the legal element is the French version

of the legal element in the English form. When the certificate of reorganization is issued, a forward slash [/] separating the English and French form will be inserted in the corporate name.

For example,

A name that is English only would be Green Institute Inc.

A name that is French only would be Institut Green Inc.

A name that is a combination of English and French would be Institut Green Institute Inc.

A name in English and a name in French that are equivalent but used separately would be Green Institute Inc./ Institut Green Inc.

Your proposed new corporation name may contain a legal element and must be identical to the proposed name searched in Nuans. Indicate in this form the Nuans proposed name searched, the Nuans report reference number and the date the report was produced. You must keep the Nuans report at the corporation's registered office. Please do not send it with the form.

**Legal elements.** "Incorporated", "Incorporée" or "Corporation" or the corresponding abbreviations "Inc." or "Corp."

### **Number of Directors**

If you are changing the number of directors, please indicate if you are setting out a fixed number of directors or a minimum and maximum number of directors. You cannot select both options. The corporation is required to have at least three directors under the NFPCA.

If the director has an international address and the "Region" field is not applicable, please enter 'Parish,' 'County' or any other equivalent information in the "Region" field. This also applies to any international address in the form.

### **Purposes and Provisions**

You must indicate if the corporation is a charity or if it intends to operate as a charity.

#### **If Yes:**

Indicate if the corporation has consent from the Public Guardian and Trustee not to include an "After Acquired" clause.

If the corporation does not have Public Guardian and Trustee consent to not include the "After Acquired" clause, then the articles must contain a statement under the Provisions that:

"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."

Describe any amendments to the corporation's purposes, if any.

Describe any amendments to the corporation's special provisions, if any.

#### **If No, the Corporation does not Intend to Operate as a Charity:**

Describe any amendments to the corporation's purposes, if any.

Describe any amendments to the corporation's special provisions, if any

For more details, please refer to the applicable Notice. If you are not sure, seek legal advice.

### **Authorization**

The contact person must confirm that the form has been signed by the required persons.

### **Signature**

The form must bear the signatures of two directors or officers of the corporation. Please indicate the full name and position of the individuals (e.g., director, chairman, secretary) and ensure that the form is signed by the required persons beside their name before mailing the form.

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## Submitting the Form

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Once you have completed the form, print it, obtain the appropriate signature, attach the required supporting document and mail it to the ministry at the address below with your exact payment.

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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## Returned Application

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If your application is handwritten, missing the required payment, company key or email addresses, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. You may resubmit by regular mail in this case.

However, if the form is missing **any other** required information or has not been properly completed, it will be returned electronically for correction to the email address provided on the form. To resubmit the application, you will be provided with a link to the electronic business registration system, where you **must** complete the transaction electronically. When you resubmit the application, it is your responsibility to review the entire application, and to ensure that all data is accurate and meets all requirements. You are also responsible for obtaining the required signatures when prompted during the electronic transaction. **No additional fee will be charged.**

The effective date of a returned application that is resubmitted to the ministry will be the date an application acceptable for filing is received by the ministry. You must select a preferred date; however, the earliest effective date will be the date the application acceptable for filing is received by the ministry. You may choose a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid. For details, please refer to the applicable Notice.

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## Successful Application

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Whether you applied electronically or by mail, after the ministry receives your application and it is successfully processed, you will receive official documents by email, including a payment receipt if applicable and a company key if one has not already been assigned to the entity. For more information on the documents, please see the applicable Notice.

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

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## Questions

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After reading these detailed instructions and the applicable Notice, if you still have questions, visit [Ontario.ca/BusinessRegistry](https://Ontario.ca/BusinessRegistry) or contact us by [email](#). Alternatively, you may call ServiceOntario at:

- Telephone: 416-314-8880 or Toll-free: 1-800-361-3223
- TTY: 416-325-3408 or Toll-free TTY: 1-800-268-7095