

## Before You Begin

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 pay by 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 Amalgamation under the *Not-for-Profit Corporations Act, 2010* (NFPCA) must be completed and filed to amalgamate two or more active not-for-profit corporations in Ontario. One of the corporations that is being amalgamated must file the Articles of Amalgamation.

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

## Information You Need

Before completing this form, please make sure that you have the following information ready.

1. Corporation Name and Ontario Corporation Number (OCN) of the applicant corporation.
2. Company Key of the applicant corporation. 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. Name and OCN of each amalgamating corporation(s), in addition to the applicant corporation.
5. Date of adoption of the amalgamation agreement or approval of the members' resolutions. This must have already occurred; it cannot be a future date.
6. Ontario Nuans name search report for a proposed name if the name will be different from the names of any of the amalgamated corporations. Please do not send the Nuans search report. Keep it 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
7. Effective date of articles of amalgamation. You may choose a future date, up to 30 calendar days in the future.
8. Administrative information. This will not be shown on the public record.
  - Official email address for the corporation
  - North American Industry Classification System (NAICS) business activity code. For more information on NAICS code visit [NAICS](#).
9. Registered office address of the amalgamated corporation being formed. This must be in Ontario. A post office box alone is not acceptable.
10. Number of directors, their names and addresses for service.
11. Purposes and Provisions.
12. Schedule A: Signed statutory declaration of a director or an officer of each amalgamating corporation required by subsection 112(2) of the *Not-For-Profit Corporations Act, 2010*.

13. Schedule B: Signed copy of the adopted amalgamation agreement. The agreement must include all of the terms and means of affecting the amalgamation set out in subsection 110(2) of the *Not-For-Profit Corporations Act, 2010*.
14. Consent for the use of corporate name, if required under the Act and the regulations.
15. Fee of \$155.00. 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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### Applicant Information

Please enter the current corporation name of the applicant corporation. The applicant is the one that makes this filing and initiates the amalgamation and may be any of the amalgamating corporations. 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.

Also provide the applicant corporation's OCN and the company key. We will need the company key to verify that you are authorized to file this amalgamation.

### 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.

### Amalgamating Corporations

The corporation name and OCN of the applicant corporation will be pre-populated in the amalgamating corporations section. Please enter the date of adoption of the amalgamation agreement for the applicant corporation. This cannot be a future date.

For all of the amalgamating corporations, enter the corporation name, OCN and date of adoption of the amalgamation agreement. At a minimum, there must be 2 amalgamating corporations, including the applicant.

### Corporation Name

Please indicate whether you would like to use the name of one of the amalgamating corporations or you would like to use a new name for the name of the amalgamated corporation.

#### Use the Name of One of the Amalgamating Corporations

The name of the amalgamated corporation may be identical to the name of one of the amalgamating corporations. In the case where the name of the amalgamated corporation will be identical to the name of one of the amalgamating corporations, a Nuans name search report is not required. Please select the name of one of the amalgamating corporations from the drop-down list.

#### Use a New Name

If you prefer to use a new name, you will need an **Ontario** Nuans report.

It is the responsibility of the corporation to ensure the name for an Ontario not-for-profit corporation complies with the NFPCA and the regulations.

#### Search

Before you get an Ontario Nuans report, you can search the ministry's records at [Ontario.ca/BusinessRegistry](https://www.ontario.ca/BusinessRegistry) to see if your proposed new name is being used by another 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](http://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](http://www.nuans.com) for a list of registered search houses that can assist you with obtaining a Nuans search report.

### **Proposed Name**

Select whether the 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. When the Certificate of Amalgamation is issued, a forward slash [/] separating the English and French form will be inserted in the corporation 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 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.** Do not send it.

### **Legal Elements**

The corporate name may include one of the following legal elements: “Incorporated”, “Incorporée” or “Corporation” or the corresponding abbreviations “Inc.” or “Corp.”

### **Requested Date for Amalgamation**

The requested date for amalgamation is the requested effective date for the corporations to be amalgamated under the NFPCA and the regulations. You must select a preferred date; however, the earliest effective date will be the date the application is received in order 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. You cannot choose a past date. The Nuans report 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 mail.

### **General Details**

In this section, indicate the primary activity code and official email address.

#### **Primary Activity**

Your primary activity is the main activity of your corporation. Please refer to the list of primary activities from the NAICS that best describes your primary activity and then indicate your primary activity code from the link in this form. This information will not appear in the public record and is collected for administrative purposes only.

#### **Official Email Address**

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.

## Registered Office Address

The address of the registered office of the amalgamated corporation being formed must be set out in full, including the street name, street or rural route number, municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number, indicate the lot and concession or lot and plan numbers. The registered office must be in Ontario.

## 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.

## Director Information

Directors must be individuals at least 18 years old. If you indicated 3 as the fixed number, you must provide the director information for 3 directors. If you indicated 3 as a minimum and 5 as a maximum, you must provide the information for either 3, 4, or 5 directors.

To complete the director information, please indicate the full name (first name, middle name and last name), and address for service of each of the directors. You may also provide an optional email address.

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 intends to operate as a charity.

### If the Corporation Intends to Operate as a Charity:

Indicate if the corporation has consent from the Public Guardian and Trustee (PGT) 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.”

### Purposes

Set out the purposes of the corporation in the space provided. It is the corporation’s responsibility to ensure that the application contains exclusively charitable purposes and meets charity law requirements. For more information and sample purposes, visit [describing your activities section](#) on federal government website.

### Special Provisions

Because the corporation intends to operate as a charity, the required special provisions for charities will be included in the articles. In addition to the required special provisions, you may add additional special provisions in the space provided.

### If the Corporation does not Intend to Operate as a Charity:

#### Purposes

Set out the purposes of the corporation in the space provided. You may set out any non-profit purpose that is not unlawful as the first purpose. You may set out additional purposes, but if any purposes are of a commercial nature, the articles must state that the commercial purpose is to advance or support one Replace this link to English notice in English document with the following link to French Notice or more of the not-for-profit purposes of the corporation.

## Special Provisions

Please refer to the [Not-for-Profit Corporation Handbook](#) for items that may be included in the special provisions section. For example, any restrictions on the activities that the corporation may carry on, or on powers that the corporation may exercise, should be set out here. Because the corporation does not intend to operate as a charity, the required special provisions for non-charities will be included in the articles. You may add additional special provisions in the space provided.

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

## Amalgamation Documents

You are required to include with your application the following documents:

- **Schedule A:** Signed statutory declaration of a director or an officer of each amalgamating corporation required by subsection 112(2) of the *Not-For-Profit Corporations Act, 2010*.
- **Schedule B:** Signed copy of the adopted amalgamation agreement. The agreement must include all of the terms and means of affecting the amalgamation set out in subsection 110(2) of the *Not-For-Profit Corporations Act, 2010*.

## Authorization

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

## Signatures

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

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## Submitting the Form

Once you have completed the form, print it, obtain the appropriate signatures, attach all supporting documents, include the exact payment and mail it to the ministry at the address below:

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

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 is received in order by the ministry. You may request a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid, if applicable. 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 address provided and to the contact person specified, except for the company key, if applicable, which is sent only to the official email.

A notification email will also be sent to all the amalgamating corporations to inform them that an amalgamation has occurred.

Upon amalgamation, the ministry will assign the amalgamated corporation with a new OCN. This number is unique to the corporation and cannot be transferred to another corporation, nor can a corporation ever change its corporation number.

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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://www.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