

## Before You Begin

Congratulations on deciding to incorporate your not-for-profit corporation in Ontario!

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 (\*).

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. Ontario Nuans name search report. 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
2. Administrative Information. This will not be shown on the public record.
  - Contact information (name, telephone and email address)
  - Official email address for the corporation
  - North American Industry Classification System (NAICS) primary activity code. For more information on NAICS code visit [NAICS](#).
3. Date of incorporation. You may choose a future date up to 30 calendar days in the future.
4. Registered office address. This must be in Ontario. A post office box alone is not acceptable.
5. Number of directors, their names and address for service.
6. Purposes and provisions.
7. Consent to Act as First Director, if the director is not an incorporator and therefore not signing the articles of incorporation. This must be retained by the corporation.
8. Incorporator(s) name and address for service.
9. Consent for the use of the corporate name, if required under the Act and regulations.
10. Fee of \$155.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

## Section Numbers

**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.

## Completing the Form

### 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.

## Corporation Name

You will need an **Ontario** Nuans report for the corporation name. Before you get an Ontario Nuans report, you can do a free search in the ministry's records 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.

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). When incorporating with both 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 are identical and the legal element in the French form is the French version of the legal element in the English form. When the certificate of incorporation 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 corporation name may contain a legal element and must be identical to the proposed name searched in the 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.** The corporate name may include one of the following legal elements: "Incorporated", "Incorporée" or "Corporation" or the corresponding abbreviations "Inc." or "Corp."

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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 the 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.

## General Details

In this section, indicate the requested date of incorporation, the corporation's primary activity code and official email address.

### Requested Date for Incorporation

The date of incorporation is the effective date that your corporation is incorporated. 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 the mail.

### **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 address 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 address of the contact person indicated in Section 1 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 corporation 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 *Not-for-Profit Corporations Act, 2010* (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 a 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.

### **Director who is not an Incorporator**

A person listed as a director who is not an incorporator and therefore is not signing the articles of incorporation form is required to download the [Consent to Act as a First Director - Form Number 5260](#) and complete and sign the form. Keep the Consent to Act as a First Director form at the corporation's registered office address and be prepared to provide it in accordance with any notice from the ministry.

### **Purposes and Provisions**

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

#### **If the Corporation intends to operate as a charity:**

##### **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.

## 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 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.

#### Incorporator(s)

Set out the name and address for service and/or Registered or Head Office address of each of the incorporators. Incorporators can be individuals, corporations registered in Ontario, or corporations not registered in Ontario. If the incorporator is an individual, indicate the full name and address for service. If the incorporator is a corporation registered in Ontario, indicate the name of the corporation, the Ontario Corporation Number (OCN), and the full name and position (e.g., Director, President, Secretary) of the person signing for the corporation. Please ensure that the corporation name and OCN is exactly what appears in the public record. If the corporation is not registered in Ontario, indicate the name of the corporation, the Registered or Head Office address, and the full name and position (e.g., Director, President, Secretary) of the person signing for the corporation. You can do a free search to check the exact corporation name and OCN at [Ontario.ca/BusinessRegistry](https://Ontario.ca/BusinessRegistry).

#### 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 all incorporator(s). The name(s) of the incorporators that have been entered in the form will automatically appear in the signature section. If the incorporator is an individual, the full name will appear. If the incorporator is a corporation, the name of the corporation, and the name and position of the person signing for the corporation will appear. Please ensure that the form is signed by all required persons in the space provided before mailing the form.

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## Submitting the Form

Once you have completed the form, print it, obtain the appropriate signatures, and mail it to the ministry at the address below with your exact payment.

Ministry of Public and Business Service Delivery and Procurement  
Business Registry 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.

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 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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If consent is required from the Public Guardian and Trustee for the use of the corporation name, you will receive an acknowledgement email advising that your application is under review. The application will be returned to you electronically for revision and resubmission only if changes are required.

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.

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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