

## 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 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 (\*).

The Articles of Amendment under the Ontario *Not-for-Profit Corporations Act, 2010* (NFPCA) must be completed and filed by an Ontario not-for-profit corporation to amend, add, change or remove provisions set out in its articles (e.g., corporation name, minimum/maximum number of directors, purposes and provisions, etc.).

You cannot use this form to update the officer or director information, corporation address and administrative information (e.g., corporation official email address and business activity code). To change this information, file an [Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284](#) under the *Corporations Information Act* (CIA).

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

## Information You Need

Before completing this form, please make sure that you have the following information ready. Note, you require the information for items 4 to 6 only if you are making 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. If the corporation name is to be changed, you need an Ontario Nuans name search report for a proposed new name. 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
5. Number of directors (fixed or minimum/maximum number), if this is being changed.
6. Description of changes to Purposes and/or Provisions.
7. Consent for the use of corporate name, if required under the Act and the regulations.
8. Date when the resolution for the amendment was approved by the members.
9. Effective date of the articles of amendment. You may choose a future date, up to 30 calendar days in the future.
10. Fee of \$130.00. 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

### 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 amendment.

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

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 articles 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 the corporation's 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.

### Proposed New Corporation Name

#### Search

If the corporation name is being changed, you will need an Ontario Nuans report. Before you get an Ontario Nuans report, you can search the ministry's records at [Ontario.ca/BusinessRegistry](http://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.

Once you have secured a Nuans report, select whether the proposed 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 amendment 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 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 new corporate name may include one of the following 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.

### **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 all the required persons.

The resolution date and the requested date of amendment must be provided.

### **Resolution Date**

Enter the date when the resolution for the amendment was approved by the members of the corporation. This cannot be a future date.

### **Requested Date for Amendment**

The date for amendment is the effective date that the amendments to the articles take effect. You must select a preferred date; however, the earliest effective date will be the date the application is 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. 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.

### **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 signatures, 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