

Before You Begin

Please consider applying online at 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 was 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 Amalgamation under the *Business Corporations Act* (BCA) must be completed and filed to amalgamate two or more active business 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 access to the corporation. For more information refer to [company key](#).
3. Administrative information for the contact person (name, telephone number 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 directors' resolutions. This must have already occurred; it cannot be a future date.
6. Be ready to select one of the following methods of amalgamation:
 - Long-form – Where an amalgamation agreement has been adopted by the shareholders of each amalgamating corporation, as required by s. 176(4) of the Act

or

 - Short form – Where an amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries is approved by the directors of each amalgamating corporation by resolution as required by s. 177 of the Act
7. Schedule A: Signed statement of a director or officer of each of the amalgamating corporations, as required under subsection 178(2) of the BCA. This must be attached to your application.
8. Schedule B: For a long-form amalgamation, a copy of the signed amalgamation agreement. For a short-form amalgamation, a copy of the directors' resolutions, one from each amalgamating corporation. **This must be attached to your application.**
9. Ontario Nuans name search report for a proposed name if the name will be different from the names of any of the amalgamated corporations and is not a number name. **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
10. Date of articles of amalgamation. You may choose a future date, up to 30 calendar days in the future.

11. Administrative information. This will not be shown on the public record.
 - Official email address for the corporation
 - North American Industry Classification System (NAICS) primary activity code. For more information on NAICS code visit [NAICS](#) link.
12. Registered office address of the amalgamated corporation being formed. This must be in Ontario. A post office box alone is not acceptable.
13. Number of directors, their names and addresses for service.
14. Share structure and any restrictions on share transfers.
15. Any restrictions on the business of the corporation or powers that the corporations may exercise.
16. Other provisions, if any.
17. Legal opinion, if required for a proposed name that is identical to another name. **Keep the legal opinion at the corporation's registered office**; do not send it to the ministry. You will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements.
18. Fee of \$330.00. 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

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 articles 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 or approval of the directors' resolutions, whichever is applicable 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 or approval of the directors' resolutions, whichever is applicable. At a minimum, there must be 2 amalgamating corporations, including the applicant.

Method of Amalgamation

You will be asked to select the method of amalgamation, whether long- or short-form. For more details, please see the applicable Notice. If you are not sure, seek legal advice.

Long-Form Amalgamation

This refers to the amalgamation of 2 or more Ontario business corporations. Each amalgamating corporation

must enter into an agreement setting out the terms and means of amalgamating. The signed agreement must comply with section 175 of the BCA and be adopted by shareholders by special resolution under section 176 before filing the amalgamation with the ministry.

If you select the long-form amalgamation, **you are required to include with your application the following documents:**

- **Schedule A:** a signed statement of a director or officer of each of the amalgamating corporations, as required under subsection 178(2) of the BCA.
- **Schedule B:** a copy of the signed amalgamation agreement adopted by a special resolution under section 176(4) of the Act.

Short-Form Amalgamation

This refers to the amalgamation of a holding corporation and 1 or more of its subsidiary corporations, where all of the issued shares of each amalgamating subsidiary corporation are held by one or more of the other amalgamating corporations. It is also the amalgamation of 2 or more wholly-owned subsidiary corporations of the same holding corporation.

If you select the short-form amalgamation, you are **required to include with your application the following documents:**

- **Schedule A:** a signed statement of a director or officer of each of the amalgamating corporations, as required under subsection 178(2) of the BCA.
- **Schedule B:** a copy of the directors' resolutions for each amalgamating corporation.

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, if the name is not a number name. 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 can either propose a name for the corporation or request a number name. If you choose a name for your corporation instead of being assigned a number name, you will need an **Ontario** Nuans report. For a number name, you do not need a Nuans report.

It is the responsibility of the corporation to ensure the name for an Ontario business corporation complies with the BCA and its 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.

Number Name

A number name is an automatically generated name made up of the new OCN that will be assigned to you followed by "ONTARIO" and a legal element that you select. Example: 2222222 ONTARIO INC. To request a number name, select Yes to the question "Will this corporation have a number name?" Then choose the legal element of your choice from the drop-down list. The new number is assigned by the ministry and will be different from the number of any of the amalgamating corporations.

Proposed Name

To request a proposed name, select “No” to the question “Will this corporation have a number name?” Then 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 must 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.

Legal Elements

The corporate name must include one of the following legal elements: “Limited”, “Limitée”, “Incorporated”, “Incorporée” or “Corporation” or the corresponding abbreviations “Ltd.”, “Ltée”, “Inc.” or “Corp.”

Similar/Identical Names – Consents and Legal Opinion

If the corporation is acquiring an identical name other than the name of one of its amalgamating corporations, a legal opinion is required. It is the applicant’s responsibility to check the Nuans search report for similar/identical names and to obtain any consent or legal opinion that may be required. You cannot choose a corporation name that is identical to the current or former name of another corporation whether in existence or not, unless

- (i) the other corporation dissolved or changed its name more than 10 years ago; or
- (ii) the other corporation was incorporated outside Ontario and has not carried on business in Ontario.

There is an exception if the other corporation changed its name or dissolved, and the requirements of the Regulations are met. In this case, you need a legal opinion.

Check the box if you are using an identical name and you have a legal opinion. Confirm that you have met all the requirements to use the identical name and provide the following information; name, telephone number, email and address of the lawyer providing the legal opinion and name of the law firm, if any. **You must keep the legal opinion at the corporation’s registered office address** in case it is requested by the ministry. For more information, please see the applicable Notice for details.

Requested Date for Amalgamation

The requested date for amalgamation is the requested effective date for the corporations to be amalgamated under the laws of the BCA and its regulations. 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. 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.

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 address 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 one director under the *Business Corporations Act*.

Director Information

Directors must be individuals at least 18 years old. If you indicated 2 as the fixed number, you must provide the director information for 2 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 to you, please enter 'Parish,' 'County' or any other equivalent information in the "Region" field. This also applies to any international address in the form.

Resident Canadian

You must also indicate if the director is a resident Canadian.

Shares and Provisions

You have the option of indicating whether to use pre-defined text or to set out your own for the following headings, described in more details below: classes of shares, rights, privileges, restrictions and conditions, restriction on share transfers, restriction on business or powers, and other provisions. If you wish to use the pre-defined text, check the appropriate box.

Classes of Shares

Set out the classes and any maximum number of shares that the corporation is authorized to issue. This item must be completed.

Rights Attached to Classes of Shares

Set out the rights, privileges, restrictions and conditions (if any) attached to each class of shares and directors' authority with respect to any class of shares that may be issued in series. If there is only one class of shares, state "Not Applicable".

Restrictions on Issue, Transfer or Ownership of Shares

Set these out, if any. If none, state "none".

Restrictions on Business

Set out restrictions, if any, on the business the corporation may carry on or the powers that the corporation may exercise. If none, state "none".

Other Provisions

Set out other provisions (if any). If none, state "none".

Authorization

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

Signatures

The form must bear the signature of the director or officer of each amalgamating corporations. Please indicate the full name and position of the individual (e.g., director, president, secretary) and ensure that the form is signed by all the required persons in the space provided beside their names before mailing the form.

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 Public and Business Service Delivery
Business and Personal Property Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

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 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 see the applicable Notice.

Successful Application

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.

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.

Questions

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