

Notice – Business Corporations Act – Filing Articles of Dissolution

Effective Date: This Notice is effective on October 19, 2021.

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Articles of Dissolution must be completed and filed by a business corporation under the Business Corporations Act (BCA) to voluntarily dissolve. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

1. How to File Articles of Dissolution Online

You can file Articles of Dissolution online if you received a company key giving you authority over the corporation (see [Notice – Company Key](#)). You can file directly with the Ministry through ServiceOntario at our website www.ontario.ca/businessregistry.

You must use a valid and up-to-date ServiceOntario [online account](#) to complete and file this application electronically with ServiceOntario. You may save drafts prepared online for up to 90 days before filing; however, it is your responsibility to ensure that time sensitive documents such as Nuans reports are filed before they expire, and that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

To prepare for filing Articles of Dissolution online, have the following documents and information ready:

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
3. **Date of Articles of Dissolution** Articles will be dated the date received by the Ministry in accordance with the applicable requirements unless you request a future date up to 30 days ahead (see below – Effective Date)

4. **Minister of Finance consent** Minister of Finance consent is required to dissolve the corporation. A request for consent will automatically be forwarded to the Ministry of Finance (see below – Supporting Documents)
5. **Be ready to confirm:**
 - **The dissolution has been duly authorized** (see below – Authorization and Other Requirements)
 - **All required statements** (see below – Authorization and Other Requirements)
6. **A valid credit or debit card ready to pay the filing [fee](#)**

Note: The Director may refuse to endorse the Articles of Dissolution under subsection 239 (1.1) of the BCA if the Director learns that the corporation is a registered owner of land in Ontario.

Important – Additional Required Documents and Information

During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by a director or officer of the corporation, or all incorporators of the corporation or their personal representatives, as applicable (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)).

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice.

3. Documents Issued by the Ministry

When the Articles of Dissolution are completed, you will receive the following documents by email:

1. The Certificate of Dissolution – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Dissolution – this is a copy of the official articles recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified.

Terms and conditions must be agreed to by the person(s) signing or otherwise authorizing the filing, and any person(s) acting on their behalf (the “authorizer(s)”) and by the corporation and is a mandatory requirement for filing.

To file by mail, see below – File Articles of Dissolution by Mail.

4. Supporting Documents – Additional Information

Minister of Finance Consent

Articles of Dissolution under subsection 238 (1) or (2) of the BCA must be supported by a written consent from the Minister of Finance. A request for consent will be forwarded automatically to the Ministry of Finance. If you are interested in more information about Ministry of Finance consent prior to filing, you may contact:

Ministry of Finance
Account Management and Collections Branch
33 King Street West
PO Box 622
Oshawa, ON L1H 8H5
Phone: 1-866-668-8297 (1-866-ONT-TAXS)
Email: taxroll.management@ontario.ca

5. General Information

Signature Requirements

There are different signature requirements for corporations that have issued shares compared to those that have not commenced business and have not issued any shares:

- (i) If the dissolution has been authorized by the shareholders of the corporation, the Articles of Dissolution must be signed by an officer or director of the corporation; or
- (ii) If the corporation has not commenced business and has not issued any shares, the articles must be signed by all the incorporator(s) of the corporation or their personal representatives (e.g. executor, estate trustee, administrator, guardian or trustee).

Set out the name and position of the signatory. An electronic signature is permitted (see Notice – Filing Methods and Requirements).

Single Name

If your legal name is a single name (where your culture has a tradition of single names) and you need to enter that single name on a form, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223 for more information.

Authorization and Other Requirements

There are different authorization requirements for corporations that have issued shares, compared to corporations that have not commenced business and have not issued any shares.

(i) If the corporation has issued shares

An Ontario business corporation may be dissolved upon the authorization of: (i) a special resolution passed at a meeting of the shareholders of the corporation duly called for the purpose or, in the case of a corporation that is not an offering corporation, by such other proportion of the votes cast as the articles provide, but such other proportion shall not be less than 50 per cent of the votes of all the shareholders entitled to vote at the meeting (clause 237 (a) of the BCA), or (ii) the consent in writing of all the shareholders entitled to vote at such meeting (clause 237 (b)).

The corporation must confirm in the Articles of Dissolution that the dissolution has been duly authorized under clause 237 (a) or (b), and that the corporation meets the requirements set out in subsection 238 (1). Specifically, the articles must confirm the following required statements about the corporation:

- that it has no debts, obligations or liabilities or its debts, obligations or liabilities have been duly provided for in accordance with subsection 238 (3) or its creditors or other persons having interests in its debts, obligations or liabilities consent to its dissolution;
- that after satisfying the interests of creditors in all its debts, obligations and liabilities, if any, it has no property to distribute among its shareholders or that it has distributed its remaining property rateably among its shareholders according to their rights and interests in the corporation or in accordance with subsection 238 (4) where applicable;
- if it was at any time a registered owner of land in Ontario, that it is no longer a registered owner of land in Ontario; and
- that there are no proceedings pending in any court against it.

(ii) If the corporation has not commenced business and has not issued any shares

An Ontario business corporation may be dissolved upon the authorization of all its incorporators or their personal representatives if the corporation has not commenced business and has not issued any shares (clause 237 (c) of the BCA).

The corporation must confirm in the Articles of Dissolution that the dissolution has been duly authorized under clause 237 (c), and that the corporation meets the requirements set out in subsection 238 (2). Specifically, the articles must also confirm the following required statements:

- that the corporation has not commenced business;

- that none of its shares has been issued;
- that it has no debts, obligations or liabilities;
- that after satisfying the interests of creditors in all its debts, obligations and liabilities, if any, it has no property to distribute or that it has distributed its remaining property to the persons entitled thereto;
- if it was at any time a registered owner of land in Ontario, that it is no longer a registered owner of land in Ontario; and
- that there are no proceedings pending in any court against it.

Information for Executors

Under section 115 of the BCA, subject to any unanimous shareholder agreement, the directors manage or supervise the management of the business and affairs of a corporation. Directors are elected by, and accountable to, the corporation's owners (the shareholders). Directors may in turn appoint officers and delegate management powers to them. Articles of Dissolution therefore require the signature of a director or officer under section 273.

A corporation may not dissolve unless it has satisfied the BCA's requirements with respect to satisfying the interests of creditors, and distributing any remaining property in accordance with the BCA. The corporation's shareholders must authorize the filing of Articles of Dissolution in accordance with the requirements of the BCA.

Ministry staff cannot give advice on the management of the business and affairs of a corporation, or on the course of action that an executor should take. Executors are therefore advised to consult a lawyer to determine whether it is appropriate to replace directors and/or authorize the corporation's dissolution. If so, the executor should ask the lawyer whether it is advisable (i) to elect themselves or other person(s) to replace existing directors, and (ii) sign a resolution authorizing the dissolution of the corporation.

If, after obtaining such advice, you are able to pass the necessary resolutions and wish to dissolve the corporation, follow the above instructions.

Also, please note if any of the directors change, a Notice of Change under the CIA must be completed and filed with the Ministry within 15 days after the change (subsection 4 (1) of the CIA). For more information, see [Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations](#).

Actions after Dissolution

Despite dissolution of a corporation under the BCA, a civil, criminal, administrative, investigative or other action or proceeding commenced by or against the corporation before its dissolution may be continued as if it had not been dissolved (clause 242 (1)

(a) of the BCA). Please refer to section 242 for further details on actions after dissolution and section 243 for details on shareholder liability after dissolution.

Revival

There is no provision under the BCA to file Articles of Revival to revive a corporation that voluntarily dissolved (i.e. filed Articles of Dissolution). In this case, the only way to revive the corporation would be by a Special Act of the Legislature.

Legal Advice

Please be advised that the Ministry **cannot** give legal advice. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Law Society Referral Service (LSRS). The LSRS is a program of the Law Society of Ontario which offers up to one half-hour of free legal consultation. Information about how to be referred to a lawyer through the LSRS is available at www.lsrso.info. If you would like to be referred to a lawyer, you may submit a request to the LSRS by completing the online request form at www.lawsocietyreferralservice.ca. Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at www.ontario.ca/laws.

6. Effective Date

When Articles of Dissolution are filed with the Ministry, they are endorsed with a certificate and are effective on the date set out in the certificate in accordance with section 273 of the BCA. The date of any certificate issued will be the date the articles, other required documents (e.g. Minister of Finance consent) and the required fee are received by the Ministry in accordance with signature and filing requirements under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than the date on which you submit your articles, provided that Minister of Finance consent has been obtained by that date.

7. File Articles of Dissolution by Mail

To file Articles of Dissolution by mail, go online and download the BCA [Articles of Dissolution – Form Number 5268](#). You will be required to provide the email addresses noted below.

You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment. You will need:

1. **Articles of Dissolution** One set of completed articles in approved form (see above link), signed by a director or officer of the corporation, or all incorporator(s) of the corporation or their personal representatives, as

applicable (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)

2. **Company key** giving you authority over the corporation
3. **Corporate name and Ontario Corporation Number (OCN)**
4. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
5. **Date of Articles of Dissolution** You must select a preferred date; however, the earliest effective date would be the date the application is received, in order, by the Ministry. You may choose a future date up to 30 days ahead (see above – Effective Date)
6. **Minister of Finance consent** Minister of Finance consent is required to dissolve the corporation. A request for consent will automatically be forwarded to the Ministry of Finance. (see above – Supporting Documents)
7. **Be ready to confirm:**
 - **The dissolution has been duly authorized** (see above – Authorization and Other Requirements)
 - **All required statements** (see above – Authorization and Other Requirements)
8. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution

Note: The Director may refuse to endorse the Articles of Dissolution under subsection 239 (1.1) of the BCA if the Director learns that the corporation is a registered owner of land in Ontario (see above – Authorization and Other Requirements).

Important – Additional Required Documents and Information

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice.

Mailing Address

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

When the Articles of Dissolution are completed, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the company key, required payment or email address, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. Forms must be on 8.5" x 11" letter size paper.

If the form is missing any other required information or has not been properly completed, the Ministry will cease processing the application and will return the application for correction electronically to the email address provided on the form. A link will be provided to the electronic business registration system, where you must complete the transaction electronically. It is your responsibility to review the entire application, and to ensure that all data is accurate and meets the requirements of the BCA and regulations. You are also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the electronic transaction. This will be considered a new application filed in an electronic format.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are received by the Ministry in accordance with the requirements for filing under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

8. Related Legislation

Business Corporations Act

Note: This Notice is subject to change or revocation by further Notice. This Notice is made pursuant to the BCA and regulations. Requirements of the Director are established pursuant to sections 271.2 and 272.2 of the BCA.

Approved:
Director, BCA

Notice – BCA 3-001