

Notice – Not-for-Profit Corporations Act, 2010 – Filing Notice Concerning Winding Up

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

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A corporation under *Ontario's Not-for-Profit Corporations Act, 2010* (ONCA; also referred to as NFPCA) being wound up voluntarily or by order of the court must complete and file a Notice Concerning Winding Up. The processes involved are different for each. Sections 123 to 134 of Ontario's apply to corporations being wound up voluntarily. Section 136 to 147 of the ONCA apply to corporations being wound up by order of the court. Sections 149 to 165 apply to corporations being wound up either voluntarily or by order of the court. 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 a Notice Concerning Winding Up Online

You can file a Notice Concerning Winding Up online if you received a company key giving you authority over the corporation (see [Notice – Company Key](#)). You can file directly with the Ministry of Government and Consumer Services (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 are filed in a timely manner. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

Voluntary Winding Up

To prepare for filing a Notice Concerning Winding Up under subsection 123 (4) (Notice of Special Resolution) or subsection 134 (2) (Liquidator's Notice of Holding a Meeting) of the ONCA, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record)
 - Contact information: name, email address
3. **Liquidator's full name and address for service, or if the liquidator is a corporation, its corporate name, OCN and the name and position of the person acting on behalf of the corporation**
4. **Date of Appointment of Liquidator**
5. **A Notice of Special Resolution under subsection 123 (4) also requires:**
 - **Date of the resolution** The date that the special resolution was passed/consented to by the members to require the corporation to be wound up voluntarily
6. **Liquidator's notice of holding a meeting under subsection 134 (2) also requires:**
 - **Date of members' meeting** The date the meeting of the members of the corporation was held pursuant to subsection 134 (1). The liquidator must file this notice within 10 days after the meeting is held
7. **A valid credit or debit card ready to pay the filing [fee](#)**

Note: Under subsection 134 (3) of ONCA, the corporation will be dissolved three months after the date of the filing of the notice, unless a court makes an order deferring the date under 134 (4) and a certified copy of the order is filed with the Ministry. If a court order is made under subsection 134 (4) of the ONCA during the voluntary winding up to defer the date of dissolution, or a court order is made dissolving the corporation under subsection 134 (5), file the court order as set out below – Court-Ordered Winding Up, Notice of Court Order.

Important – Additional Required Documents and Information

During the transaction, you will be prompted to print or save a PDF copy of the Notice to have it signed by the required person(s) (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 Notice, 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.

Court-Ordered Winding Up

To prepare for filing a Notice Concerning Winding Up under subsection 139 (4) (Notice of Liquidator's Appointment), or subsections 134 (6) or 147 (2) (Notice of Court Order)

of the ONCA, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative Information** (not shown on public record)
 - Contact information: name, email address
3. **Notice of Liquidator's Appointment under subsection 139 (4) also requires:**
 - **Liquidator's full name and address for service, or if the liquidator is a corporation, its corporate name, OCN and the name and position of the person acting on behalf of the corporation** The Liquidator must file this Notice immediately after being appointed
 - **Date of Appointment of Liquidator by the court**
4. **Notice of Court Order under subsection 134 (6) or 147 (2) also requires:**
 - **Date of dissolution**, as ordered by the court under subsection 134 (4), 134 (5) or 147 (1)
 - **Certified copy of the court order** (or notarial copy of the certified copy) This must be filed within 10 days after the order was made
5. **A valid credit or debit card ready to pay the filing fee**

Note: If a court order must be filed as part of a voluntary winding-up under subsection 134 (4) to defer the date of dissolution, or a court order is made dissolving the corporation under subsection 134 (5), file the court order as set out above – Court-Ordered Winding Up, Notice of Court Order.

Important – Additional Required Documents and Information

During the transaction, you will be prompted to print or save a PDF copy of the Notice to have it signed by the required person(s) (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 Notice, 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 filings are completed, you will receive the following documents by email:

1. Filing information
2. Payment receipt
3. [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 a Notice Concerning Winding Up by mail, see below – File a Notice Concerning Winding Up by Mail.

4. General Information

Signature Requirements

Notices must be signed by two officers or directors, or an officer and a director, of the corporation if filed under subsection 123 (4) of ONCA. Notices must be signed by the liquidator if filed under subsection 134 (2) or 139 (4) of ONCA. Set out the name and position of the signatory (see Notice – Filing Methods and Requirements).

A filing of a certified copy or a notarial copy of a certified copy of a court order under subsections 134 (6) or 147 (2) does not require a signature.

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.

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.lsr.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.

Publishing Notices

Corporations are no longer required to publish notices in the Ontario Gazette. The Director may publish this Notice under subsection 203 (4) of the ONCA.

5. File a Notice Concerning Winding Up by Mail

To file a Notice Concerning Winding Up by mail, go online and download the required [ONCA Notice Concerning Winding Up – Form Number ON00053](#). 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.

Voluntary Winding Up

To file a Notice Concerning Winding Up under subsection 123 (4) (Notice of Special Resolution) or subsection 134 (2) (Liquidator's Notice of Holding a Meeting) of the ONCA, you will need:

1. **Notice Concerning Winding Up** One set in approved form (see above link), signed by the required person(s) (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. **Liquidator's full name and address for service, or if the liquidator is a corporation, its corporate name, OCN and the name and position of the person acting on behalf of the corporation**
6. **Date of Appointment of Liquidator**
7. **Notice of Special Resolution under subsection 123 (4) also requires:**
 - **Date of the resolution** The date that the special resolution was passed/consented to by the members to require the corporation to be wound up voluntarily. The corporation must file this this notice within 10 days' after the resolution has been passed.
8. **Liquidator's notice of holding a meeting under subsection 134 (2) also requires:**
 - **Date of members' meeting** The date the meeting of the members of the corporation was held pursuant to subsection 134 (1). The liquidator must file this notice within 10 days after the meeting is held

9. **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: Under subsection 134 (3) of ONCA, the corporation will be dissolved three months after the date of the filing of the notice, unless a court makes an order deferring the date under 134 (4) and a certified copy of the order is filed with the Ministry. If a court order is made under subsection 134 (4) of the ONCA during the voluntary winding up to defer the date of dissolution, or a court order is made dissolving the corporation under subsection 134 (5), file the court order as set out below – Court-Ordered Winding Up, Notice of Court Order.

Important – Additional Required Documents and Information

Note: The corporation must keep a properly executed version of the Notice, 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.

Court-Ordered Winding Up

To file a Notice Concerning Winding Up under subsection 139 (4) (Notice of Liquidator's Appointment), or subsections 134 (6) or 147 (2) (Notice of Court Order) of the ONCA, you will need:

1. **Notice Concerning Winding Up** One set in approved form (see above link), signed by the required person(s) (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. **Notice of Liquidator's Appointment under subsection 139 (4) also requires:**
 - **Liquidator's full name and address for service, or if the liquidator is a corporation, its corporate name, OCN and the name and position of the person acting on behalf of the corporation** The Liquidator must file this Notice immediately after being appointed
 - **Date of Appointment of Liquidator by the court** The liquidator must file this Notice immediately after being appointed.
6. **Notice of Court Order under subsection 134 (6) or 147 (2) also requires:**

- **Date of dissolution**, as ordered by the court under subsection 134 (4), 134 (5) or 147 (1)
 - **Certified copy of the court order** (or notarial copy of the certified copy) This must be filed within 10 days after the order was made
7. **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: If a court order must be filed as part of a voluntary winding-up under subsection 134 (4) to defer the date of dissolution, or a court order is made dissolving the corporation under subsection 134 (5), file the court order as set out above – Court-Ordered Winding Up, Notice of Court Order.

Important – Additional Required Documents and Information

Note: The corporation must keep a properly executed version of the Notice, 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 filings are complete, you will receive a record of the information filed 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 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 ONCA 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.

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

6. Related Legislation

Not-for-Profit Corporations Act, 2010

Note: This Notice is subject to change or revocation by further Notice. This Notice is made pursuant to the ONCA and regulations made under it. Requirements of the Director are established pursuant to sections 210 and 210.2 of the ONCA.

Approved:
Director, ONCA

Notice – ONCA 18-001