

## **Notice – Business Corporations Act – Filing Articles (Plan) of Arrangement and Notice to the Director**

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

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A corporation making an application to the court for advice and directions in connection with an arrangement or proposed arrangement under section 182 of the Business Corporations Act (BCA) must:

- (i) File Notice to the Director of the court application with draft Articles (Plan) of Arrangement; and
- (ii) File final Articles (Plan) of Arrangement after a final court order has been made approving the arrangement under clause 182 (5) (f) of the BCA.

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 Online**

You can file the above-noted (i) Notice to the Director with the draft Articles (Plan) of Arrangement and (ii) final Articles (Plan) of Arrangement online if you have received a company key giving you authority over the applicant 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](http://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 – Notice to the Director with Draft Articles (Plan) of Arrangement**

Notice to the Director under subsection 182 (5.1) of the BCA must be filed in accordance with this Notice before obtaining an interim or final court order (see below – Notice to the Director).

**To prepare for filing Notice to the Director, have the following documents and information ready** (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN) of the applicant corporation**
2. **Administrative information** (not shown on public record):
  - Contact information: name, email address
3. **Summary of changes** made by the arrangement that will affect the records maintained by the Ministry, including the page numbers of the Plan of Arrangement where the following information is located: the kind of action being taken (e.g. name change, amalgamation, etc.); the names of the affected corporations; their OCNs; the new proposed corporate name(s), if any; the names, addresses for service and resident Canadian status of the first directors, the fixed or minimum and maximum number of directors and registered office of any resulting corporation(s)
4. **A copy of the draft Plan of Arrangement**
5. **A copy of the draft court order if available**; if not available, include the full corporate name of the applicant for the order in the summary of changes

### **Important**

1. You will be contacted by the Ministry if the draft Plan of Arrangement is acceptable for filing, or if any changes are required, for example, to ensure that the Plan is capable of being implemented in the electronic system maintained by the Ministry (see below – Notice to the Director).
2. [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.

## **3. Required Documents and Information – Final Articles (Plan) of Arrangement**

**Before obtaining a final court order under clause 182 (5) (f) of the BCA and filing Articles of Arrangement, you must file the required Notice and draft Plan of Arrangement in accordance with this Notice** (see above – Required Documents and Information – Notice to the Director with Draft Articles (Plan) of Arrangement).

**To prepare for filing Articles of Arrangement online, have the following documents and information ready** (uploads cannot exceed 5MB per file):

1. **Corporate name and OCN of the applicant corporation**
2. **Administrative information** (not shown on public record):
  - Contact information: name, email address
3. **If there is a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search** report (not required for a number name, or, in the case of an amalgamation, if the proposed name is identical to the name of one of the amalgamating corporations; see below – Nuans Name Search). Keep the report at the corporation's registered office and file:
  - The Nuans report reference number
  - The proposed name searched
  - The date of the report
4. **Legal opinion, if required for identical name** (see below – Legal Opinion)
  - Keep the legal opinion at the corporation's registered office, and you will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements
5. **Summary of changes** made by the arrangement that will affect the records maintained by the Ministry, including the page numbers of the Plan of Arrangement where the following information is located: the kind of action being taken (e.g. name change, amalgamation, etc.); the names of the affected corporations; their Ontario Corporation Numbers (OCNs); the new proposed corporate name(s), if any; the names, addresses for service and resident Canadian status of the first directors, the fixed or minimum and maximum number of directors, and registered office of any resulting corporation(s)
6. **Date of Articles of Arrangement** Articles will be dated the date received by the Ministry in accordance with applicable requirements unless another date up to 30 days ahead is requested or permitted (see below – Effective Date)
7. **A copy of the Plan of Arrangement**
8. **A certified copy (or notarial copy of the certified copy) of the final court order** referred to in clause 182 (5) (f) of the BCA
9. **Date the Plan of Arrangement was approved by the court**
10. **Be ready to confirm the following required statements:**
  - The arrangement has been approved by the shareholders of the corporation in accordance with section 182 of the BCA
  - The terms and conditions of the arrangement, if any, have been complied with in accordance with the court order
11. **A valid credit or debit card ready to pay the filing [fee](#)**

### **Important – Additional Required Documents and Information**

1. You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations (see below – Supporting Documents).

2. During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by an officer or director of the corporation prior to filing (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. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report (if required).

#### **4. Documents Issued by the Ministry – Final Articles (Plan) of Arrangement**

1. The Certificate of Arrangement – this is the endorsement of the articles; if your arrangement involved an amendment or amalgamation, you may receive additional certificates as applicable
2. Articles of Arrangement – 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, 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 Final Articles (Plan) of Arrangement by Mail.

#### **5. Supporting Documents – Additional Information**

##### **Nuans Name Search**

If the Articles (Plan) of Arrangement include a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search report is required unless the proposed name is a number name, or, in the case of an amalgamation, the proposed name is identical to the name of one of the amalgamating corporations. The Nuans report is a list of existing corporate and business names, as well as trademarks, that are the same or similar to the name being proposed. It is the applicant's responsibility to check the search report for similar or identical names and to obtain any consent that may be required. Otherwise, this may result in a lawsuit or the corporation may be the subject of a hearing under the BCA (see [Notice – BCA – Incorporating a Business 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 and filing your documents. A Canada (federal) biased Nuans name search is not acceptable. The Nuans report cannot be dated more than 90 days prior to the filing of the articles. For example, articles received by the Ministry on November 28th could be supported by a Nuans name search report dated as early as August 30th, but not dated earlier. You may wish to allow for additional time because if the Nuans report expires before the articles are endorsed, a valid Nuans report must be obtained to complete the filing. The proposed name searched, the Nuans reference number and the date of the Nuans report must be filed, and the Ministry will retrieve the report directly.

## **Legal Opinion**

If the corporation is acquiring an identical name in accordance with subsection 5 (2) of the Names and Filings Regulation under the BCA, a legal opinion is required. For more information, see Notice – BCA – Incorporating a Business Corporation.

## **Consents**

Consents to a name may be required under the BCA and regulations. The corporation must obtain all necessary consents, retain them at the registered office and providing them in accordance with any notice from the Director.

## **6. General Information**

### **Signature Requirements**

The Articles of Arrangement must be signed by an officer or director of the corporation. Set out the name and position of the signatory (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.

### **Notice to the Director**

Notice to the Director is required for an application to the court for an interim or final order under subsection 182 (5) of the BCA. The Director is entitled to appear before the court and be heard in person or by counsel (subsection 182 (5.1) of the BCA).

The Director may appear to seek an adjournment if the corporation fails to provide the Director with adequate opportunity to review materials sufficiently in advance of a court hearing for an interim or final order. The corporation is therefore encouraged to provide sufficient notice, in accordance with this Notice, prior to obtaining any court order.

If the Plan of Arrangement does not include changes such as an amendment or amalgamation affecting the records maintained by the Ministry, notice of an application to the court under subsection 182 (5) of the BCA must be served on the Director at least 5 business days prior to the date of the initial interim hearing, and at least 3 business days prior to the date of the final hearing. If no interim order is sought, the corporation must provide the Director with at least 5 business days' notice prior to the date of the final hearing.

If the Plan of Arrangement includes multiple changes that affect the records of the Ministry (e.g. amendments, amalgamation), it is strongly recommended that the corporation provide the Director with the full 10 days notice in accordance with the Rules of Civil Procedure under the Courts of Justice Act, in order to avoid the need for the Director to appear in court to request an adjournment of the court hearing.

The applicable notice period will permit the Ministry to work with you to resolve any issues and to make any changes that are required, for example, regarding implementation of the Plan of Arrangement on the Ministry records. If issues cannot be resolved, the Director may determine that it is appropriate to intervene before the court to object to a proposed arrangement. Where the Director does not intend to seek an adjournment or to intervene, the Director will send the applicant a letter of non-appearance prior to the court hearing.

For information on the materials required to accompany Notice, see above – Required Documents and Information – Notice to the Director with Draft Articles (Plan) of Arrangement.

## **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](http://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](http://www.lawsocietyreferralservice.ca).

Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at [www.ontario.ca/laws](http://www.ontario.ca/laws).

## 7. Ontario Corporation Number (OCN)

If the Plan of Arrangement includes an amalgamation, the amalgamated corporation is assigned a new OCN which is shown on the Certificate of Amalgamation by Arrangement. If the amalgamation involves a corporation that has not been assigned an OCN, please ensure this is noted in the Summary of the Changes, included with the required Notice to the Director.

## 8. Effective Date

When Articles of Arrangement are filed with the Ministry, they are endorsed with a certificate in accordance with section 273 of the BCA and are effective on the date shown in the certificate in accordance with subsection 183 (3).

## 9. File Final Articles (Plan) of Arrangement by Mail

**Before obtaining a final court order under clause 182 (5) (f) of the BCA and filing Articles of Arrangement by mail, you must file the required Notice and draft Plan of Arrangement in accordance with this Notice** (see above – Required Documents and Information – Notice to the Director with Draft Articles (Plan) of Arrangement).

To file Articles of Arrangement by mail, go online and download the [BCA Articles of Arrangement – Form Number 5266](#). 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 and supporting documents.

You will need:

1. **Articles of Arrangement** One set of completed articles in approved form, signed by an officer or director of the corporation (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 OCN of the applicant corporation**
4. **Administrative Information** (not shown on public record):
  - Contact information: name, email address, and telephone number
  - An official email address for the corporation
5. **If there is a proposed change to the corporate name, an Ontario-biased or weighted Nuans name search** report (not required if the proposed name is a number name or, in the case of an amalgamation, if the proposed name is identical to the name of one of the amalgamating corporations; see above – Nuans Name Search). Keep the report at the corporation's registered office and file:
  - The Nuans report reference number
  - The proposed name searched

- The date of the report
6. **Legal opinion, if required** for identical name (see above – Legal Opinion)
    - Keep the legal opinion at the corporation’s registered office, and you will be asked for the lawyer’s contact information and confirmation that the legal opinion meets the requirements
  7. **Summary of changes** made by the arrangement that will affect the records maintained by the Ministry, including the page numbers of the Plan of Arrangement where the following information is located: the kind of action being taken (e.g. name change, amalgamation, etc.); the names of the affected corporations; their OCNs; the new proposed corporate name(s), if any; the names, addresses for service and resident Canadian status of the first directors, the fixed or minimum and maximum number of directors and registered office of any resulting corporation(s)
  8. **Date of Articles of Arrangement** Articles will be dated the date received by the Ministry in accordance with applicable requirements unless another date up to 30 days ahead is requested or permitted (see above – Effective Date)
  9. **A copy of the Plan of Arrangement**
  10. **A certified copy (or notarial copy of the certified copy) of the final court order** referred to in clause 182 (5) (f) of the BCA
  11. **Date the Plan of Arrangement was approved by the court**
  12. **Be ready to confirm the following required statements:**
    - The arrangement has been approved by the shareholders of the corporation in accordance with section 182 of the BCA
    - The terms and conditions of the arrangement, if any, have been complied with in accordance with the court order
  13. **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

### **Important – Additional Required Documents and Information**

You may also need to obtain consent(s) to the corporate name if required under the BCA and regulations (see above – Supporting Documents).

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. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents, the legal opinion for an identical name (if required) and the Nuans name search report (if required).

### **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 Arrangement are completed, you will receive your documents by email (see above – Documents Issued by the Ministry – Final Articles (Plan) of Arrangement).

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

## **10. 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 11-001