

# Notice – Business Corporations Act – Filing Articles of Amalgamation

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

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Articles of Amalgamation must be completed and filed to amalgamate two or more business corporations under the Business Corporations Act (BCA) in accordance with the requirements of the BCA, regulations and this Notice. Upon amalgamation, the amalgamating corporations continue as one corporation. 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 Amalgamation Online

You can file Articles of Amalgamation online if you received a company key giving you authority over the applicant amalgamating 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

**To prepare for filing Articles of Amalgamation online, 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 and other amalgamating corporations**
2. **Administrative information** (not shown on public record):
  - Contact information: name, email address
  - An official email address for the corporation
  - A NAICS business activity code (see below – NAICS Code)
3. **Date of adoption (amalgamation agreement) or approval (directors' resolutions)**
4. **Method of amalgamation** You must select one of the following:
  - Long-form: Amalgamation agreement has been duly adopted by the shareholders of each amalgamating corporation by special resolution as required by subsection 176 (4) of the BCA (see below – Methods of Amalgamation)  
OR
  - Short-form: Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of wholly-owned subsidiaries of the same holding body corporate, approved by resolution of the directors of each amalgamating corporation under section 177 of the BCA (see below – Methods of Amalgamation)
5. **Schedule A** Upload a copy of the signed statement of a director or officer of each of the amalgamating corporations, as required under subsection 178 (2) of the BCA
6. **Schedule B**
  - Long-form: Upload a copy of the signed amalgamation agreement  
OR
  - Short-form: Upload a copy of the directors' resolutions (one from each amalgamating corporation)
7. **An Ontario-biased or weighted Nuans name search report** (not required if the proposed name is a number name or the name of one of the amalgamating corporations; see below – Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
  - The report reference number
  - The proposed name searched
  - The date of the report
8. **Legal opinion, if required for identical name** (see below – Legal Opinion)
  - Keep the legal opinion at the amalgamated corporation's registered office, and you will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements
9. **Date of Articles of Amalgamation** Articles will be dated the date received by the Ministry in accordance with applicable requirements unless you request a future date up to 30 days ahead (see below – Effective Date)
10. **Registered office address of the amalgamated corporation** This must be a physical location in Ontario. A P.O. Box is not acceptable
11. **Number of directors of the amalgamated corporation; director information** (see below – Directors)

12. **Any restrictions on the business of the amalgamated corporation or powers that the corporation may exercise**
13. **Share structure of the amalgamated corporation and any restrictions on share transfers** (see below – Shareholders)
14. **Other provisions for the amalgamated corporation, if any** (see below – Other Provisions)
15. **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.
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 each of the amalgamating corporations 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).

### **3. Documents Issued by the Ministry**

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

1. The Certificate of Amalgamation – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Amalgamation – this is a copy of the official articles recorded by Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. New company key for the amalgamated corporation, needed for future filings (see Notice – Company Key)
5. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified, except for the company key which is sent only to the official corporation email address for the amalgamated corporation. An email will also be sent to all of the amalgamating corporations to notify them of the amalgamation. 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 Amalgamation by Mail.

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

### **Nuans Name Search**

If the proposed name of the amalgamated corporation is not the name of any of its amalgamating corporations, an Ontario-biased or weighted Nuans name search report is required unless the proposed name is a number name. 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 (other than the name of one of its amalgamating corporations) in accordance with subsection 5 (2) of the Names and Filings Regulation under the BCA, a legal opinion is required in accordance with sections 18, 27 and 28 of the Name and Filings Regulation. For more information, see Notice – BCA – Incorporating a Business Corporation, under the heading “Identical Names”.

## Consents

Consents to a name may be required under the BCA and regulations. The corporation is responsible for obtaining all necessary consents, retaining them at the registered office and providing them in accordance with any notice from the Director.

## 5. Methods of Amalgamation

### Long-Form Amalgamation

This refers to the amalgamation of two or more Ontario business corporations under section 175 of the BCA. Each amalgamating corporation must enter into an agreement setting out the terms and means of effecting the amalgamation.

The corporation is responsible for ensuring that the signed agreement complies with section 175 of the BCA, and is adopted by shareholders by special resolution under section 176 of the BCA before filing with the Ministry.

### Short-Form Amalgamation

This refers to the amalgamation of a holding corporation and one 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. This also refers to the amalgamation of two or more wholly-owned subsidiary corporations of the same holding corporation.

An amalgamation between a holding corporation and its subsidiary or subsidiaries is subject to subsection 177 (1) of the BCA and is sometimes referred to as a “**vertical**” amalgamation.

An amalgamation between subsidiaries is subject to subsection 177 (2) of the BCA and is sometimes referred to as a “**horizontal**” amalgamation.

In each case of a short-form amalgamation, the amalgamation must be approved by a resolution of the directors of each amalgamating corporation, and the directors' resolutions must comply with subsection 177 (1) or subsection 177 (2), as applicable, of the BCA.

Except as may be prescribed by regulation, the Articles of Amalgamation must be the same as the articles of the amalgamating holding corporation in the case of a vertical amalgamation (subclause 177 (1) (b) (ii)) or, in the case of a horizontal amalgamation, the same as the articles of the amalgamating subsidiary corporation whose shares are not cancelled (subclause 177 (2) (b) (ii)). See section 31 of the Names and Filing Regulation for information on the differences permitted in the Articles of Amalgamation for the purposes of subclause 177 (1) (b) (ii) or subclause 177 (2) (b) (ii).

## 6. General Information

### Signature Requirements

The Articles of Amalgamation must be signed by an officer or director of each of the amalgamating corporations. The name of the corporation must be set out along with the name and position of the individual signing on behalf of the corporation (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.

### NAICS Code

The North American Industry Classification System (NAICS) code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the code that best describes the main activity of your corporation or other entity. For example, a code for a hair salon could be “812116 – unisex hair stylist shops”. This information is collected for administrative purposes for corporations and may be shared with other government bodies for the purpose of administering their programs under the authority of the Business Regulation Reform Act, 1994; it does not appear on the public record. However, the NAICS code is also required under the Business Names Act and Limited Partnerships Act, in which case the NAICS code does appear on the public record.

If you are filing online, you may type the word associated with your main activity and the electronic business registration system will provide a code that you may select to complete that field. To view a complete list of NAICS codes please visit Statistic Canada’s website at: <https://www150.statcan.gc.ca/n1/en/catalogue/12-501-X>

If you are filing in paper, please refer to the list of activities from NAICS (the above link) that best describes your primary activity and then indicate your primary activity code from the link in the form.

### 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. Corporate Name**

The name of the amalgamated corporation may be identical to the name of one of its amalgamating corporations, if the name is not a number name (section 7 of the Names and Filing Regulation under the BCA). Where the name of the amalgamated corporation will be identical to the name of one of its amalgamating corporations, a Nuans name search report is not required to support the Articles of Amalgamation.

If the name of the amalgamated corporation will be a number name, the number name will consist of the newly assigned Ontario Corporation Number (OCN) followed by the word "Ontario" and one of the words or abbreviations provided for in subsection 10 (1) of the BCA. The OCN is assigned by the Ministry and will not be the same OCN as any of the amalgamating corporations.

It is the responsibility of the corporation to ensure the name complies with the BCA and regulations. For more information regarding name requirements, see the Names and Filings Regulation and the Notice – BCA – Incorporating a Business Corporation.

## **8. Directors**

The following director information is required for Articles of Amalgamation: Full name and address for service for each director, and an indication if the director is resident Canadian. The requirement for at least 25 per cent of the directors to be resident Canadian has been eliminated.

Subject to any unanimous shareholder agreement, the directors manage or supervise the management of the business and affairs of the corporation (subsection 115 (1) of the BCA). The board of directors of a corporation must consist of at least one individual, and in the case of an offering corporation, not fewer than three individuals (subsection 115 (2) of the BCA). The Articles of Amalgamation may set out a fixed number of directors or a minimum and maximum number of directors (floating board). Each director must meet the qualifications under the BCA. For more information about directors, see the BCA, regulations and Notice – BCA – Incorporating a Business Corporation.

## **9. Shareholders**

All business corporations must be authorized to issue shares. Therefore, you must complete the section of the Articles of Amalgamation that states: "The classes and any maximum number of shares that the corporation is authorized to issue" (e.g. "unlimited common shares"). If the articles provide for more than one class of shares, you must also set out any rights, privileges, restrictions and conditions attaching to each class of shares.

## **10. Other Provisions**

You may add any other provisions needed for the Articles of Amalgamation under this heading in accordance with the BCA (e.g. provisions related to restrictions on securities transfer or corporate governance).

## **11. Effective Date**

When Articles of Amalgamation 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 (if any) 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 this date.

## **12. Ontario Corporation Number (OCN)**

Upon amalgamation, the Ministry assigns every corporation a number, which is unique to that corporation. It cannot be transferred to another corporation, nor can a corporation ever change its corporation number. When corporations amalgamate, the amalgamated corporation is assigned a new number, which cannot be identical to that of an amalgamating corporation.

## **13. Existing Business Name Registration**

If any of the amalgamating corporations has a registered business name under the Business Names Act (BNA), upon amalgamation, the Registrar under the BNA may issue an amended registration showing the amalgamated corporation as the registrant. In that case, the registrant is not required to file an amended registration. See section 4.1 of the BNA for more information. If the amalgamated corporation will not be carrying on its business activities under the registered business names, if any, the corporation may cancel the business name registrations. For more information, see [Notice – BNA – Registering a Business Name](#).

## **14. File Articles of Amalgamation by Mail**

To file Articles of Amalgamation by mail, go online and download the [BCA Articles of Amalgamation – Form Number 5262](#). 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 Amalgamation:** One set of completed articles in approved form, signed by a director or officer of each of the amalgamating corporations (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key of the applicant corporation**
3. **Corporate name and OCN of the applicant corporation and other amalgamating corporations**
4. **Administrative information** (not shown on public record)
  - Contact information: name, email address, telephone number
  - An official email address for the corporation
  - A NAICS business activity code (see above – NAICS Code)
5. **Date of adoption (amalgamation agreement) or approval (directors' resolutions)**
6. **Method of amalgamation** You must select one of the following:
  - Long-form: Amalgamation agreement has been duly adopted by the shareholders of each amalgamating corporation by special resolution as required by subsection 176 (4) of the BCA (see above – Methods of Amalgamation)
  - Short-form: Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of wholly-owned subsidiaries of the same holding body corporate, approved by resolution of the directors of each amalgamating corporation under section 177 of the BCA (see above – Methods of Amalgamation)
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
8. **Schedule B**
  - Long-form: attach a copy of the signed amalgamation agreement  
OR
  - Short-form: attach a copy of the directors' resolutions (one from each amalgamating corporation)
9. **An Ontario-biased or weighted Nuans name search report, if the proposed name is not the name of one of the amalgamating corporations** (not required if the proposed name is a number name; see above – Nuans Name Search). Keep the report at the corporation's registered office, and you will be asked for the following:
  - The report reference number
  - The proposed name searched
  - The date of the report
10. **Legal opinion, if required for identical name** (see above – Legal Opinion)
  - Keep the legal opinion at the amalgamated corporation's registered office, and you will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements
11. **Date of Articles of Amalgamation** 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)

12. **Registered office address of the amalgamated corporation** This must be a physical location in Ontario. A P.O. Box is not acceptable
13. **Number of directors of the amalgamated corporation; director information** (see above – Directors)
14. **Any restrictions on the business of the amalgamated corporation or powers that the corporation may exercise**
15. **Share structure of the amalgamated corporation and any restrictions on share transfers** (see above – Shareholders)
16. **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.

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 Articles of Amalgamation 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 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.

## **15. Related Legislation**

Business Names Act  
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 4-001