

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 is 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 (*).

A corporation may be wound up voluntarily or by order of the court. The processes involved are different. Sections 123 and 134 of the *Not-for-Profit Corporations Act, 2010* (NFPCA) apply to corporations being wound up voluntarily. Sections 134, 139 and 147 of the NFPCA apply to corporations being wound up by order of the court.

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. Items 4 -7 depends on the winding up filing you are submitting.

1. Corporation name, Ontario Corporation Number (OCN) and official email address.
2. Company Key. This is the 9-digit number provided by the ministry that establishes access over 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. If you are filing a Notice of Special Resolution 123(4):
 - Resolution Date. This is the date that the special resolution was passed/consented to by the members to require the corporation to be wound up voluntarily.
 - Liquidator(s) information and date appointed. If the liquidator is an individual, enter the full name and address for service. If the liquidator is a corporation, enter the corporation name, OCN, address for service full name and position of the person signing on behalf of the corporation.
5. If you are filing a Liquidator's Notice of Holding of Meeting 134(2):
 - Date of Members' Meeting. This is 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.
 - Liquidator(s) information and date appointed. If the liquidator is an individual, enter the full name and address for service. If the liquidator is a corporation, enter the corporation name, OCN, address for service, full name and position of the person signing on behalf of the corporation.
6. If you are filing a Notice of Liquidator's Appointment 139(4):
 - Liquidator(s) information and date appointed by the court. If the liquidator is an individual, enter the full name and address for service. If the liquidator is a corporation, enter the corporation name, OCN, address for service, full name and position of the person signing on behalf of the corporation.
7. If you are filing a Dissolution Order – subsection 134(6) or 147(2):
 - Dissolution Date. This is the date of dissolution as ordered by the court.
 - Certified copy of the Court Order. Please include this with your application.
8. Fee of \$25.00. 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

Filing Type

Select whether this filing is for a:

- Voluntary Winding Up – Notice of Special Resolution 123(4)
- Voluntary Winding Up – Liquidator's Notice of Holding of Meeting 134(2)
- Court-ordered Winding Up – Notice of Liquidator's Appointment 139(4)
- Court-ordered Winding Up – Dissolution Order 147(2) or 134(6)

Corporation Information

Please enter the current corporation name, OCN, company key and official email address of the Ontario not-for-profit corporation filing the winding up.

We will need the company key to verify that you are authorized to file this notice or order.

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 document changing the name.

You must enter the official email address that is already on record with the ministry. The corporation's official email will be used to communicate with the corporation. The documents related to this application will be sent to the official email address as well as to the email address of the contact person indicated in Section 2 of this form.

If your official email address has changed, you must notify the ministry by filing an [Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284](#) under the *Corporations Information Act* (CIA). You may include the CIA filing together with this form when you mail your application.

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.

If you are filing a Notice of Special Resolution 123(4), provide the following:

- Resolution Date
- Liquidator(s) information and appointed date

If you are filing a Liquidator's Notice of Holding of Meeting 134(2), provide the following:

- Date of Shareholders' Meeting
- Liquidator(s) information and appointed date

If you are filing a Notice of Liquidator's Appointment 139(4), provide the following:

- Liquidator(s) information and date appointed by the court

If you are filing a Dissolution Order 134(6) or 147(2), provide the following:

- Dissolution Date
- Certified copy of the Court Order. Include this with your application.

Authorization

The contact person must confirm that the form has been signed by the required person(s), as applicable.

Signature

If you are filing a Notice of Special Resolution 123(4);, the form must bear the signature of two officers or directors of the corporation.

If you are filing a Liquidator's Notice of Holding of Meeting 134(2), the form must bear the signature of the liquidator(s).

If you are filing a Notice of Liquidator's Appointment 139(4), the form must bear the signature of the liquidator(s).

If you are filing a Dissolution Order 134(6) or (147(2), no signature is required.

Submitting the Form

Once you have completed the form, print it, obtain the appropriate signature, as applicable, and mail it to the ministry at the address below with your exact payment.

Ministry of Public and Business Service Delivery
Business Registry Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

Returned Application

If your application is handwritten, missing the company key, the required payment 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. For details, please refer to 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.

Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit 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