

## Before You Begin

Please consider applying online at [Ontario.ca/BusinessRegistry](https://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 was 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 (\*).

In accordance with the *Business Corporations Act* (BCA), a corporation making an application for arrangement must:

1. Give Notice to the Director of any court application related to an arrangement, including a Draft Plan of Arrangement and Draft Court Order or Notice of Application (if available), and summary of the changes that would affect the public record, and:
2. File Articles of Arrangement with a certified copy of the Final Court Order including the Plan of Arrangement that has been obtained.

Notice to the Director must be filed at least 5 business days before obtaining an interim or Final Court Order. Articles of Arrangement may be filed after the required Notice has been given to the Director, any changes required by the Director have been made, and the Final Court Order has been obtained.

This form can be used to file the Notice to the Director for either the Draft Plan of Arrangement and Draft Court Order or the Final Plan of Arrangement with the certified Court Order to the Director. Read pages 2 to 4 if you are giving notice to the Director regarding court application and Draft Plan of Arrangement. Read pages 5 to 10 to file the Articles of Arrangement.

For detailed information about this application, please see the [applicable Notice](#).

## #1 – Notice to the Director

### Information You Need

Before completing this form, please make sure that you have the following information ready.

1. Corporation name, Ontario Corporation Number (OCN) and official email address of the applicant corporation.
2. Company Key. This is the 9-digit number provided by the ministry that establishes access to 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. Summary of those changes made by the Arrangement that will affect the records of the ministry, including the page numbers of the Arrangement where the following information is located, such as:
  - the kind of action being taken (e.g., name change, amendments to articles, amalgamation, etc.);
  - the names of the affected corporations; their Ontario Corporation Numbers (OCNs); any new corporate name(s);
  - if the arrangement involves an amalgamation, the names and addresses for service of directors, the minimum and maximum number of directors and registered office address of the amalgamated corporation(s).
  - any amendments to provisions.
5. A copy of the Draft Plan of Arrangement.
6. A copy of the Draft Court Order/Notice of Application.

## Completing the Form

### Applicant Information

Please enter the current corporation name, OCN, company key, and official email address of the applicant corporation filing the Notice to the Director.

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

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 articles 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 and must be kept current. All official documents or notices and correspondence to the corporation that is the subject of this filing will be sent to this email address. The documents related to this application will be sent to the official email address of the corporation as well as to the email of the contact person indicated in Section 2 of this form. This information will not appear in the public record and is collected for administrative purposes only.

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.

### Plan of Arrangement and Summary of Changes

If you are filing a draft, please select "No" to the question "Have you submitted a Draft Plan of Arrangement for review?" and then select "Yes" to the question "Would you like to submit a Draft Plan of Arrangement first?"

Please provide a summary of the changes made by the Arrangement that will affect the records of the ministry.

### Submitting the Form

Once you have completed the form, print it, attach the necessary documents, and mail it to the ministry at the address below. **Please note that draft plans and notice to the Director does not require a fee.**

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

### Receipt of Notice

After the ministry receives your notice, you will be contacted by the ministry if the Draft Plan provided with the Notice is acceptable, or if any changes are required to ensure that the Plan is capable of being implemented in the electronic system maintained by the ministry.

## #2 – File Articles of Arrangement

Articles of Arrangement may be filed after the required Notice has been given to the Director, any changes required by the Director have been made, and the Final Court Order has been obtained.

### Information You Need

If you still wish to mail in your articles, rather than completing it online, you'll need the following documents and information ready:

1. Corporation name, Ontario Corporation Number (OCN) and official email address of the applicant corporation.
2. Company Key. This is the 9-digit number provided by the ministry that establishes access to 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. Summary of those changes made by the Arrangement that will affect the records of the ministry, including the page numbers of the Arrangement where the following information is located, such as:
  - the kind of action being taken (e.g., name change, amendments to articles, amalgamation, etc.);
  - the names of the affected corporations; their Ontario Corporation Numbers (OCNs); any new corporate name(s);
  - if the arrangement involves an amalgamation, the names and addresses for service of directors, the minimum and maximum number of directors and registered office address of the amalgamated corporation(s);
  - any amendments to provisions.
5. Date of Articles of Arrangement. You may choose a future date, up to 30 calendar days in the future.
6. A copy of the Plan of Arrangement approved by the court under subsection 182(5) of the BCA.
7. A certified copy of the Final Court Order approving the arrangement under subsection 182(5) of the BCA.
8. 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 *Business Corporations Act*
  - The terms and conditions of the arrangement, if any, have been complied with in accordance with the order
9. Fee of \$330.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

### Completing the Form

#### Applicant Information

Please enter the current corporation name, OCN, company key, and official email address of the applicant corporation filing the Articles of Arrangement.

The corporation name must be the same as it appeared on the original certificate of incorporation document or, if there has been a name change, the same as the name that appears on the most recent article changing the name.

We will need the company key to verify that you are authorized to file this arrangement.

You must indicate the official email address that is already on record with the ministry. The corporation's official email address will be used to communicate with the corporation. The documents related to this application will be sent to your official email address as well as to the email 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.

## Plan of Arrangement and Summary of Changes

If you have previously filed a draft, please select "Yes" to the question "Have you submitted a Draft Plan of Arrangement for review?"

If you have not previously submitted a draft and would like to submit a Draft Plan of Arrangement first, please select "No" to the question "Have you submitted a Plan of Arrangement for review?". Select "Yes" to the question "Would you like to submit a Draft Plan of Arrangement first?", then follow the instructions above for filing a Notice to the Director.

If you have not previously submitted a draft and would like to proceed in filing the Articles of Arrangement, please select "No" to the question "Have you submitted a Draft Plan of Arrangement for review?". Select "No" to the question "Would you like to submit a Draft Plan of Arrangement first?".

Then provide a summary of the changes made by the Arrangement that will affect the records of the ministry.

The Director may 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 encouraged to provide sufficient notice prior to obtaining any Court Order to avoid the need for the Director to appear before the court. For more information, please see the applicable Notice.

## Date of the Certificate of Arrangement

When Articles are filed with the ministry they are endorsed with a certificate and are effective on the date set out in the certificate. 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 the requirements for filing under the BCA, the regulations and the Director's requirements, unless another date is permitted under the Act. 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. You may choose a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid, if applicable. You cannot choose a past date.

## Authorization

You must confirm the following required statements:

- The arrangement has been approved by the shareholders of the corporation in accordance with section 182 of the *Business Corporations Act*
- The terms and conditions of the arrangement, if any, have been complied with in accordance with the order

You must also confirm that this document has been signed by all the required persons.

## Signature Requirements

The articles must be signed by an officer or director of the corporation.

## Submitting the Form

Once you have completed the form, print it, obtain the appropriate signature, attach all required supporting documents, and mail it to the ministry at the address below with your exact payment.

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

## Returned Applications

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. You may choose a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid, if applicable.

For details, please see the applicable Notice.

## Receipt of Application by the Ministry

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.

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## Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit [Ontario.ca/BusinessRegistry](https://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