

ServiceOntario

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Companies and Personal Property  
Security Branch

Direction des compagnies et  
des sûretés mobilières

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## AMENDMENT (BUSINESS CORPORATIONS)

### COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH REQUIREMENTS

A corporation may amend, add, change or remove provisions set out in its Articles by filing the following with the Companies and Personal Property Security Branch:

1. **Articles of Amendment** (Form 3 approved by the Minister under the Regulations to the *Business Corporations Act*), completed in duplicate, bearing original signatures on both copies;
2. **Ontario-biased NUANS name search report** if there is a change of name (not required if the new name is a number name);
3. **Fee of \$150.00**;
4. **Covering letter** giving a contact name, return address and telephone number.

### FORMS

Articles of Amendment, Form 3 is available on the ServiceOntario website at [www.ServiceOntario.ca](http://www.ServiceOntario.ca). Articles of Amendment may also be purchased from most legal stationers or name search companies. Legal stationers and name search companies are listed in the Yellow Pages under “Legal Forms” and “Searchers of Records” respectively.

### NAME SEARCH

NUANS is a computerized search system that compares a proposed corporate name or trade-mark with databases of existing corporate bodies and trade-marks. This comparison determines the similarity that exists between the proposed name or mark and existing names in the database, and produces a listing of names that are found to be most similar. A NUANS search is not required if incorporating a number company.

An original Ontario-biased NUANS name search report must be obtained from a private name search company and cannot be dated more than 90 days prior to the submission of the articles.

For example, articles submitted on November 28<sup>th</sup> could be accompanied by a NUANS name search report dated as early as August 30<sup>th</sup>, but not dated earlier.

Suppliers are listed in the Yellow Pages under the heading “Searchers of Records” or visit Industry Canada’s NUANS website 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 corporate documents

with the Ministry of Government and Consumer Services. The Companies and Personal Property Security Branch does not provide this search.

### **GENERAL INFORMATION**

Please be advised that the Branch **CANNOT GIVE LEGAL ADVICE**. This information is intended as a general guide only. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Lawyer Referral Service of the Law Society of Upper Canada. You will be referred to a lawyer for up to a half-hour free legal consultation, either in person or over the phone. Please note that this is a toll service and phoning the Lawyer Referral Service line will automatically generate a \$6.00 charge on your phone bill, in the month following your call. You must be 18 years of age to access this service. The number is 1-900-565-4577 (1-900-565-4LRS).

### **Changes to Information**

**Corporation Name** - Articles of Amendment must be accompanied by a NUANS name search report for the proposed new name (not required if the name is changing to a number name).

**Registered Office Address** – A corporation may by resolution of its directors change the location of its registered office within a municipality or geographic township (S.14(3) of the *Business Corporations Act*).

A corporation may by special resolution change the municipality or geographic township in which its registered office is located to another place in Ontario (S.14(4) of the *Business Corporations Act*).

Whenever a corporation changes its office address, an Initial Return/Notice of Change, Form 1 under the *Corporations Information Act* must be completed and filed with the Companies and Personal Property Security Branch within 15 days of the change (S.4(1) of the *Corporations Information Act*).

**Directors** – A corporation may increase or decrease the number, or the minimum or maximum number of its directors as set out in the Articles of Incorporation (S.125(1) of the *Business Corporations Act*).

Where a minimum and maximum number of directors of a corporation is provided for in its Articles, the number of directors of the corporation shall be determined from time to time by special resolution, or if the special resolution empowers the directors to determine the number, by resolution of the directors (S.125(3) of the *Business Corporations Act*).

Whenever the number of directors changes within the minimum and maximum number provided for in the Articles, an Initial Return/Notice of Change, Form 1 under the *Corporations Information Act* must be filed within 15 days after the change.

Any change to the board of directors of a corporation must be set out in an Initial Return/Notice of Change, Form 1 under the *Corporations Information Act* and filed with the Companies and Personal Property Security Branch within 15 days after the change (S.4(1) of the *Corporations Information Act*).

**NOTE: The above resolutions and special resolutions are no longer filed with the Branch nor is notice of these changes published in the Ontario Gazette or newspaper.**

**Shares** – Any change to clauses relating to shares, as set out in the Articles of Incorporation, must be clearly set out in Articles of Amendment.

#### **OTHER RELATED INFORMATION SHEETS**

Corrected Certificate (Business Corporations)  
Initial Return/Notice of change Making Changes to Corporate Information

November 30, 2007  
(aussi disponible en français)