

# INSTRUCTIONS FOR FILING ARTICLES OF DISSOLUTION

Under The Corporations Act of Manitoba



**ARTICLES OF DISSOLUTION** are filed by Manitoba Corporations which are no longer carrying on business and want to be dissolved.

## FILING ARTICLES OF DISSOLUTION

### Forms Required (in duplicate)

[Form # 16 - Articles of Dissolution](#)

[Form # 19 - Request for Service](#)

[Annual Returns](#) (if required)

### Filing Fees

\$50.00

no fee

\$ 40.00 (share) **or** \$20.00 (non-profit)

All forms must be typed or printed clearly and signed in ink by a director or officer of the corporation. The corporation must be in good standing to be dissolved. If any Annual Returns have not been filed, they must be filed together with the Articles of Dissolution. Please contact our office if you require blank forms.

## COMPLETING THE FORMS

#3 of the form tends to be where most people have problems completing the forms. Here you must indicate under what Section of The Corporations Act the corporation is being dissolved. While we cannot provide any legal advice, the following is some explanation of the provisions:

### 203(1) – Dissolution before commencing business

If the corporation has not issued any shares and its directors have authorized the dissolution by resolution.

### 203(2) – Dissolution if no property

If the corporation has no liabilities and no property and its shareholders have authorized the dissolution by special resolution (i.e. two-thirds approval of the shareholders).

### 203(3) – Dissolution where property disposed of

If the corporation had property or liabilities at the time its shareholders authorized the dissolution by special resolution. It must no longer have property or liabilities by the time the Articles are filed.

### 204 - Proposing liquidation and dissolution

If the corporation has already filed a “Statement of Intent to Dissolve” (form 15).

Please contact a lawyer for more information on the legal requirements. Refer to The Corporations Act for the full text of the above sections.

## NOTICE UNDER THE FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT

Information about this corporation is collected pursuant to *The Corporations Act*. It is made available for public searching pursuant to that Act. Information will be shared with other government departments and the Minister of National Revenue pursuant to The Electronic Commerce and Information Act for the purposes of obtaining a Business Number (BN) for this company and administering a common business numbering and information system. If you have any questions about its collection, contact: The Director, Companies Office, 1010-405 Broadway, Winnipeg, MB, R3C 3L6 or phone (204) 945-2500.

---

**Payment Options**

- If paying by **cheque** or **money order**, they are payable to the **Minister of Finance**.
- If paying by **Credit Card**, please return this bottom portion with your forms.

Articles of Dissolution \$50.00

Annual Return

share \$40.00

non-profit \$20.00

Visa  MasterCard

Card # \_\_\_\_\_ Expiry Date \_\_\_\_\_ Signature \_\_\_\_\_

**Where to Send the Forms and Fees**

**COMPANIES OFFICE**

Woodsworth Building

1010-405 Broadway

Winnipeg, MB R3C 3L6

**Any Questions?**

**Telephone:** (204) 945-5999 **Fax:** (204) 945-1459

**Toll Free in Manitoba:** 1-888-246-8353

**E-Mail:** [companies@gov.mb.ca](mailto:companies@gov.mb.ca)

**Website:** <http://www.companiesoffice.gov.mb.ca>

**Hours:** 8:00 to 4:30 Monday to Friday

---