

## AMALGAMATIONS

### INDEX

|   | Page |
|---|------|
| Explanation .....   | 2    |
| • Short Form Amalgamations .....  | 3    |
| • Vertical Short Form Amalgamation .....  | 3    |
| • Horizontal Short Form Amalgamation .....  | 5    |
| • Requirements for Vertical and Horizontal Amalgamations .....                    | 7    |
| • Regular Amalgamations .....   | 7    |
| • Amalgamation Agreement .....  | 7    |
| • Requirements for Regular Amalgamations .....                                    | 8    |
| • Other Requirements for All Amalgamations .....                                  | 9    |
| • Withdrawal of Amalgamation Applications .....                                   | 10   |
| • Effect of Amalgamation .....  | 10   |
| • Post-Amalgamation Organization .....  | 11   |
| • Unlimited Liability Companies .....   | 11   |
| Procedure/Checklist .....   | 13   |
| Notice of Amalgamation / Consent of Creditor .....                                | 22   |
| Resolution of <u>Holding</u> Company (Vertical Short Form Amalgamation) .....     | 24   |
| Resolution of <u>Primary</u> Company (Horizontal Short Form Amalgamation) .....   | 26   |
| Resolution of <u>Subsidiary</u> Company (Horizontal Short Form Amalgamation)..... | 28   |
| Amalgamation Agreement .....  | 30   |
| Directors Resolution (Authorizing Affidavit) .....                                | 38   |
| Unanimous Shareholders Resolution (Approving Regular Amalgamation).....           | 40   |
| Affidavit .....   | 42   |
| Transmittal Letter (Forwarding Amalgamation Documents for Signature).....         | 44   |
| Amalgamation Application (Form 13) .....  | 46   |
| Amalgamation Application (Short) (Form 14) .....                                  | 52   |
| Post-Amalgamation Directors Resolutions .....                                     | 56   |
| Post-Amalgamation Shareholder Resolutions .....                                   | 64   |
| Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature) .....   | 66   |
| Report to Client .....  | 68   |

---

---

## EXPLANATION

A statutory amalgamation is a merger of two or more companies. When two or more companies amalgamate (the “amalgamating companies”), they continue their existence as one company and the combined company (the “amalgamated company”) retains all of the assets, and remains liable for all of the obligations, of each of the amalgamating companies.

Depending on the type of amalgamation, the amalgamating companies may all be British Columbia companies, or one or more of the amalgamating companies may be a foreign corporation (i.e. the company has another province, state or country as its home jurisdiction).

The Act distinguishes between:

- a **regular** amalgamation, which requires an amalgamation agreement and approval of the amalgamation by the shareholders of all of the amalgamating companies (sections 270 and 271). This type of amalgamation must be used when an individual person or persons or unrelated companies hold the shares of the amalgamating companies. A special type of regular amalgamation is a three-cornered amalgamation where the shares of one amalgamating company are exchanged for securities in a company other than the amalgamated company; and
- a **short form** amalgamation between closely related companies in which the amalgamating companies are not required to comply with either section 270, which provides for an amalgamation agreement, or section 271, which provides for shareholder approval. In other words, the amalgamation may be approved by resolution of the directors without an amalgamation agreement. The two types of short form amalgamations are explained below.

The amalgamating companies, in either a regular amalgamation or a short form amalgamation, have the option of applying to the Supreme Court for an Order approving the amalgamation (s. 276). Although there are several reasons why companies may wish to apply for Court approval of an amalgamation, the two most common situations are:

- when a director or officer of one or more of the amalgamating companies cannot swear an affidavit under s. 277(3)(a) that there is no material prejudice to a creditor because one or more of the creditors of one of the amalgamating companies will not consent to the amalgamation; or
- when a director or officer of one or more of the amalgamating companies cannot swear an affidavit under s. 277(3)(a) that there is no material prejudice to a creditor because it would be impractical to obtain the consent of all of the creditors or to give the notice to creditors required under section 278.

Since it is anticipated that many court applications will require compliance with the provisions relating to giving notice to creditors (ss. 277(3) and 278), as well as the provisions relating to giving notice to shareholders and the rights and remedies of dissenting shareholders, and as court applications are beyond the scope of this Guide<sup>(1)</sup> they are not included in this chapter.

---

<sup>(1)</sup> Precedents and procedures for providing notice to creditors, calling and holding a shareholders’ meeting to approve the amalgamation and making application to the Supreme Court for an order approving the amalgamation will be covered in future updates to this Guide.

In this chapter, a distinction is made between a **company** and a **corporation**:

- a “**company**” means a British Columbia corporation, recognized as a company under the Act or a former *Companies Act*;
- a “**corporation**” means a corporation, recognized in any jurisdiction, including a foreign jurisdiction (whether or not extraprovincially registered in British Columbia) and includes a British Columbia company; and
- a “**foreign corporation**” means a corporation recognized in any jurisdiction, other than British Columbia, including all other provinces in Canada and Federal.

### SHORT FORM AMALGAMATIONS

The following terms as defined in the Act are necessary to understand the requirements for a short form amalgamation.

Section 2(2) defines a **subsidiary** of another corporation, as a corporation that is controlled by:

- the other corporation;
- the other corporation and one or more corporations controlled by that other corporation; or
- two or more corporations controlled by that other corporation, or the corporation is a subsidiary of a subsidiary of that other corporation.

Section 2(3) defines **control** as holding (other than by way of security only) sufficient shares in a corporation to elect or appoint a majority of the directors of the corporation.

Section 2(4) defines a **holding corporation** as a corporation that holds shares in its subsidiary.

### VERTICAL SHORT FORM AMALGAMATION

A vertical short form amalgamation (s. 273) may only be used when:

- a **holding** company and one or more of its **subsidiary** corporations amalgamate;
- all of the issued shares of each amalgamating subsidiary company are held by one or more of the other amalgamating corporations <sup>(1)</sup>;
- the holding company is a British Columbia company and, if a pre-existing company, has been transitioned into the Act;
- the subsidiaries may be foreign corporations;

To illustrate a vertical amalgamation:

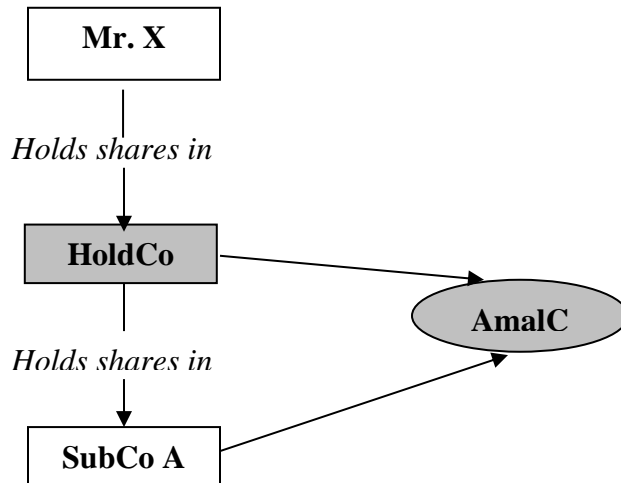
- Mr. X is the shareholder of Holdco;
- the holding or parent company is “HoldCo”;

---

<sup>(1)</sup> The BC *Business Corporations Act* differs from the *Canada Business Corporations Act* inasmuch as the CBCA requires that the subsidiary company or companies be wholly owned by the holding company.

- Holdco holds all the shares in its subsidiary, “SubCo” (Note: there may be other Subcos and Holdco may hold shares in those other Subcos, or Subcos may hold shares in each other);
- the **amalgamated** company is “AmalCo”.

HoldCo and SubCo (and any other subsidiary companies that are amalgamating) are **amalgamating** companies.



The amalgamation must be approved by a special resolution (or by a directors resolution) of Holdco (s. 273(1)(c)) which resolution must state that:

- the shares of the amalgamating **subsidiary** company (SubCo) are **cancelled** on the amalgamation without any repayment of capital in respect of those shares;
- the amalgamated company (AmalCo) will have as its **name, Notice of Articles** and **Articles**, (s. 275(2)(c)), the **name, Notice of Articles** and **Articles** of the holding corporation (HoldCo); and
- the amalgamated company (AmalCo) will refrain from issuing any securities in connection with the amalgamation<sup>(1)</sup>.

There is no requirement in the Act for the amalgamating subsidiary (Subco) to pass a resolution authorizing the amalgamation however it is typical for the directors to pass a resolution approving the swearing of an affidavit in support of the amalgamation.

Upon the amalgamation:

- the capital<sup>(1)</sup> of AmalCo will be the same as the capital of HoldCo and the capital of SubCo will be cancelled;
- the shareholder(s) of Holdco (Mr. X) will become the sole shareholder(s) of AmalCo;

Note: Quite often, in the case of a vertical amalgamation, the subsidiary company is the operating company and the holding company is simply the shareholder of the operating company (for example, the holding company’s name is

<sup>(1)</sup> “Security” is not defined in the Act, but the definition under the *Interpretation Act* includes a security defined under the *Securities Act*. The definition under the *Securities Act* is very broad and includes debt instruments and any document evidencing an interest in an asset.

123456 B.C. Ltd. and the subsidiary company operates a business – e.g. ABC Garden Centres Ltd.) As the name of the amalgamated company becomes the name of the holding company, the issue of the operating name and the business name must be carefully considered before the amalgamation. It may be necessary to change the name of the amalgamated company immediately after amalgamation to the name of the operating company or effect the amalgamation by way of a regular amalgamation rather than a short form amalgamation.

- the directors of Holdco will become the directors of AmalCo (s. 121(2)(b)(ii)).

### HORIZONTAL SHORT FORM AMALGAMATIONS

A horizontal amalgamation (s. 274) occurs when:

- two or more companies that are subsidiaries of the same holding corporation or two or more companies that are either wholly owned by the same individual or that are subsidiaries of one or more companies wholly owned by that individual amalgamate and continue as one company;
- all of the issued shares of each amalgamating company are held by the same individual, or by a subsidiary of a company wholly owned by that individual or another amalgamating company; and
- all of the amalgamating subsidiary companies are British Columbia companies.<sup>(2)</sup>

A **horizontal** short form amalgamation differs from a **vertical** short form amalgamation in that:

- the subsidiaries amalgamate with each other, not with the holding (or parent) corporation, as they do in a vertical amalgamation (i.e. the holding company is not one of the amalgamating companies as it is in a vertical amalgamation); and
- all of the amalgamating subsidiary companies must be British Columbia companies.

To illustrate a horizontal amalgamation:

- the holding or parent company is “HoldCo” or it may be an individual;
- the subsidiaries are “SubCo A” and “SubCo B”;
- the shares of SubCo A will **not** be cancelled and for purposes of this illustration, it will be considered the “**primary**” company;

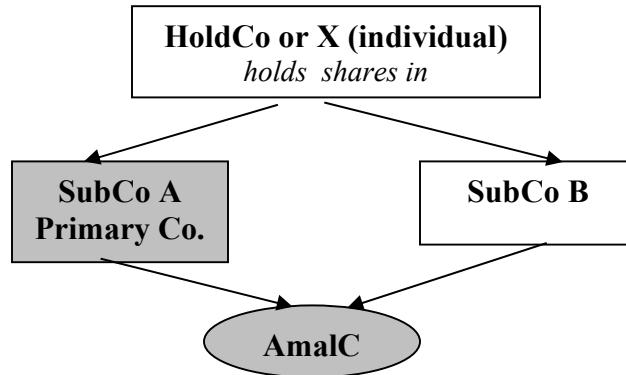
---

<sup>(1)</sup> The capital is generally the total value, at the time they are issued, of all the company’s issued shares. It is determined by multiplying the number of issued shares by their par value or, if the shares are without par value, by their issue price(s). To be more precise, the capital of the company is the sum of these amounts, together with any amounts that have been added to the capital by a directors or shareholders resolution (s. 72). If shares have been issued as a result of a conversion or exchange, the capital of the company relating to those shares is the amount that was the capital of the company in relation to the shares that were converted or exchanged (s. 73). Note that the “capital” of a company as defined in the Act is not the same as “paid-up capital” as defined in the *Income Tax Act*.

<sup>(2)</sup> Section 274(1) permits “two or more companies that are subsidiaries of the same holding corporation” to amalgamate.

- the shares of SubCo B will be cancelled (if there are other Subcos, their shares will also be cancelled);
- the **amalgamated** company is “AmalCo”.

SubCo A and SubCo B are the **amalgamating** companies.



- all the shares in Subco A must be held by **HoldCo or an individual** and:
  - SubCo A’s shares are not cancelled;
  - if SubCo A is a pre-existing company, it must first be transitioned into the Act;
  - since SubCo A is considered to be the **primary** company, its **name**, **Notice of Articles** and **Articles** will be adopted by AmalCo;
- the shares in Subco B may be held by HoldCo or by any other SubCo – these shares will be cancelled.

The amalgamation must be approved by **each** of the amalgamating companies (SubCo A, SubCo B and any other SubCo that is amalgamating) by a special resolution or by a resolution of the directors, which resolution must state that:

- the shares of all of the amalgamating companies (SubCo B and any other amalgamating SubCo), except the shares of the **primary company** (SubCo A), are cancelled on the amalgamation without any repayment of capital in respect of those shares; and
- the amalgamated company (AmalCo) will have as its name and as its **Notice of Articles** and **Articles** (s. 275(2)(d)) the **name**, **Notice of Articles** and **Articles** of the amalgamating company whose shares are not to be cancelled (SubCo A – the **primary company**).

Upon the amalgamation:

- the capital of AmalCo will consist of:
  - the capital that was the capital of the **primary** company (SubCo A) immediately before the amalgamation; **plus**
  - the capital that was the capital of each of the other amalgamating companies (SubCo B and SubCo C) other than the portion of that capital that is

attributable to the shares of any amalgamating company that were held by the primary company (SubCo A) or any other amalgamating company;

- Holdco will be the sole shareholder of AmalCo; and
- the directors of SubCo A (the primary company) will become the directors of AmalCo (s. 121(2)(b)(iii)).

### **Requirements for vertical and horizontal short form amalgamations**

Although an amalgamation agreement and court application are not required in either a short form horizontal or short form vertical amalgamation, in addition to the requirements listed under the heading “Other Requirements for All Amalgamations” on page 9, a *Amalgamation Application (Short)* (Form 14) (page 52) must be filed before the amalgamation can be completed.

Notes: The application may have a future effective date which may not be more than 10 days from the filing of the Application.

The Application may be withdrawn before the amalgamation by filing a *Notice of Withdrawal* (Form 19) (see the **Miscellaneous** chapter).

## REGULAR AMALGAMATIONS

Unless an amalgamation is effected under section 273 (vertical) or section 274 (horizontal), if two or more companies (including one or more foreign corporations) are to be amalgamated, a regular amalgamation must be used. In a regular amalgamation, in order for a company to amalgamate (s. 270(1):

- it must enter into an amalgamation agreement with all of the other amalgamating companies; and
- the shareholders of the company must adopt the amalgamation agreement.

### **The Amalgamation Agreement**

The *Amalgamation Agreement* (page 30) must set out the terms and conditions of the amalgamation and must include (s.270(2)):

- the full names and prescribed addresses of the individuals who are to be the directors of the amalgamated company;
- the manner in which the issued shares of each amalgamating corporation will be exchanged for one or more of the following:
  - securities of the amalgamated company;
  - securities of any other corporation;
  - money;
- any other details necessary to perfect the amalgamation and provide for the subsequent management and operation of the amalgamated company; and
- a copy of the *Articles* that the amalgamated company will have after amalgamation; and

- a copy of the *Amalgamation Application* to be filed with the Registrar.

Notes: The *Articles* to be adopted by the amalgamated company must be attached to the *Amalgamation Agreement* (s. 270(2)(d)(i)) and the *Articles* that are attached to the agreement must be signed by one or more of the first directors of the amalgamated company (s. 282(1)(c)(i)).

If no *Articles* are attached to the *Amalgamation Agreement*, or the attached *Articles* are not signed, the *Articles* of the amalgamated company will be Table 1 Articles (s. 282(1)(c)(ii)).

The company may adopt as its name to be amalgamated under in British Columbia:

- the name of any of the amalgamating companies;
- a name reserved with the Registrar of Companies, or
- the name created by adding “B.C. Ltd.” after its amalgamation number.

Section 270(3) provides that, if shares of one of the amalgamating companies are held by or on behalf of another amalgamating company, the *Amalgamation Agreement* must provide for the cancellation of those shares without repayment of capital and no provision may be made in the agreement for the exchange of those shares for securities of the amalgamated company or any other corporation or for money.

### **Requirements for regular amalgamations**

The amalgamation must be approved by **all** of the shareholders of **each** of the amalgamating companies by a unanimous resolution whether or not their shares otherwise carry a right to vote (s. 271(1)) or, if the *Amalgamation Agreement* is to be approved at a meeting of the shareholders:

- the amalgamating company must send a notice of the meeting to each shareholder of the amalgamating company at least the prescribed number of days before the date of the proposed meeting (s.271(2)) (see **Miscellaneous** chapter for a discussion of the *Notice of Meeting*)<sup>(1)</sup>;
- the *Notice of Meeting* must be accompanied by a copy of the *Amalgamation Agreement*, a summary of the *Amalgamation Agreement* in sufficient detail to permit the shareholders to form a reasoned judgment concerning the matter, or a notification that each shareholder may, on request, obtain a copy of the *Amalgamation Agreement* before the meeting;
- the shareholders of the amalgamating company must approve adoption of the *Amalgamation Agreement*:
  - if there are no non-voting shareholders, by a special resolution; or
  - if there are non-voting shareholders, by a special majority of all votes cast by all shareholders at the meeting; and

<sup>(1)</sup> Section 271 contains special provisions for the notice regarding an amalgamation. A discussion of the Notice of Meeting or Extraordinary General Meeting to approve an amalgamation is beyond the scope of this Guide, but will be covered in an update.

- if shareholders holding shares to which are attached special rights and restrictions that would be prejudiced by the amalgamation, by a special separate resolution of those shareholders.
- any shareholder of an amalgamating company may send a *Notice of Dissent* under Division 2 of Part 8 in respect of the special resolution approving the amalgamation.<sup>(1)</sup>

In addition to the *Amalgamation Agreement*, the approval of the shareholders, and the requirements listed under the heading “Other Requirements for All Amalgamations” set out below, an *Amalgamation Application* (Form 13) (page 46) must be filed with the Registrar before the amalgamation can be completed.

Notes: The application may have a future effective date which may not be more than 10 days from the filing of the Application.

The Application may be withdrawn before the amalgamation by filing a *Notice of Withdrawal* (Form 19) (see the **Miscellaneous** chapter).

### OTHER REQUIREMENTS FOR ALL AMALGAMATIONS

In addition to the specific requirements for each type of application explained above, the following requirements must be met before completing an amalgamation:

- if any of the amalgamating companies is a foreign corporation, any records or information required by the Registrar must be provided to, and filed with, the Registrar, including, if required, any proof regarding the standing of the foreign corporation in the foreign corporation's jurisdiction and an authorization for the amalgamation from the foreign corporation's jurisdiction (s. 275 (1)(b)). In addition, there may be requirements or prohibitions in the foreign jurisdiction regarding amalgamations and it may be necessary to continue the foreign corporation into British Columbia before it is amalgamated;
- the amalgamating companies must also consider if they have any contractual obligations to provide advance notice of their intention to amalgamate and to obtain consent . Some examples are notices to, and consents of landlords, and option holders, as well as complying with municipal business licensing and banking obligations which may also fall under the creditor requirements outlined below;
- unless a court application will be made, if an amalgamating company has known creditors having claims against the company that exceed the prescribed amount (Regulation 23 sets the prescribed amount at \$1,000 for each debt) (s. 278), the consent of such creditors must be obtained;
- unless a court application will be made, an *Affidavit* pursuant to section 277(1) (page 42) must be obtained from each amalgamating company and deposited in the amalgamating company's records office. The Affidavit must be sworn by a director or officer of each amalgamating company stating that:

---

<sup>(1)</sup> Dissent procedures and precedents are beyond the scope of this Guide, but will be covered in a future update.

- the company proposes to amalgamate with one or more other companies and the amalgamation has been approved by the appropriate resolutions; and
- the director or officer believes and has reasonable grounds for believing that no creditor of the company will be materially prejudiced by the amalgamation.

### WITHDRAWAL OF AMALGAMATION APPLICATION

Once the amalgamation application has been filed with the Registrar, and before the amalgamating companies are amalgamated (particularly if there was a future effective date in the *Amalgamation Application*), an amalgamating company or any other appropriate person may withdraw the amalgamation application (s. 280) by filing with the registrar a *Notice of Withdrawal* (Form 19) (see the **Miscellaneous** chapter) identifying the amalgamation application. The *Notice of Withdrawal* must be signed by an authorized signing authority of one of the amalgamating companies applying for the withdrawal, that is by a director, officer, or senior officer, or the solicitor acting on behalf of the amalgamating company.

### EFFECT OF AMALGAMATION

The date and time of the amalgamation is either:

- the date and time the *Amalgamation Application* is filed with the Registrar; or
- the effective date (and time) specified in the *Amalgamation Application*. Such date and time can only be **after** the date and time of filing, and be no more than 10 days from the date of filing.

Once the amalgamation is effective, the Registrar will provide to the amalgamated company:

- the *Certificate of Amalgamation*;
- a certified copy of the *Amalgamation Application*; and
- a certified copy of the *Notice of Articles* of the amalgamated company.

The Registrar will also publish a Notice of the amalgamation on the government website (s. 281(c) and Regulation 6).

Section 282 sets out the effects of the amalgamation, more particularly:

- the amalgamation of the amalgamating companies and their amalgamation as one company becomes irrevocable whether or not the requirements precedent and incidental to amalgamation have been complied with. In other words, a notation in the corporate register that companies have been amalgamated as an amalgamated company is conclusive evidence for the purposes of this Act and for all other purposes that the companies have been duly amalgamated on the date and time shown in the corporate register.
- the amalgamated company has, as its *Articles* and *Notice of Articles*:
  - in the case of a short form vertical amalgamation the *Articles* and *Notice of Articles* of the amalgamating **holding** company; or

- in the case of a short form horizontal amalgamation, the *Articles* and *Notice of Articles* of the **primary** company (the amalgamating company the shares of which are not cancelled);
- in the case of a regular amalgamation, the *Articles* and *Notice of Articles* attached to the *Amalgamation Agreement*;
- the amalgamated company becomes capable immediately of exercising the functions of an incorporated company;
- the shareholders of the amalgamated company have the powers and the liability provided in the Act;
- the property, rights and interests of each amalgamating company are the property, rights and interests of the amalgamated company;
- the amalgamated company continues to be liable for the obligations of each amalgamating company;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a legal proceeding being prosecuted or pending by or against an amalgamating company may be prosecuted, or its prosecution may be continued, as the case may be, by or against the amalgamated company; and
- a conviction against, or a ruling, order or judgment in favour of or against, an amalgamating company may be enforced by or against the amalgamated company.

As a matter of common law, an amalgamation does not constitute an assignment by operation of law, a transfer or any other disposition or deemed disposition of the property, rights and interests of an amalgamating company to the amalgamated company. This absence of conveyance is important because no capital gains, sales tax, G.S.T. or transfer fees are payable since no transfer takes place. The amalgamation will, however, trigger a financial year end for the amalgamating companies and for that reason, accountants often request that the amalgamation take place on a specific date. The supervising solicitor and/or the client's accountants should carefully review the tax consequences of each amalgamation.

### POST-AMALGAMATION ORGANIZATION

When the amalgamation is effective, the amalgamated company must be organized and a new *Records Book* prepared in a manner similar to a company incorporated under the Act (see the **Organization** chapter).

Some assets held by the amalgamating company may have to be re-registered in the name of the new amalgamated company. In addition, the holders of assets, as well as government and other authorities (banks, Canada Revenue Agency, Insurance Corporation of British Columbia, municipalities where licences have been obtained, land title offices, etc.) may have to be notified that a company has been amalgamated and details of the amalgamation provided.

### UNLIMITED LIABILITY COMPANIES

An unlimited liability company may be formed by amalgamation, but only if all of the amalgamating companies are B.C. companies (either limited companies or other unlimited

liability companies) (s. 51.6). In other words, if an unlimited liability company from another jurisdiction (such as Alberta or Nova Scotia) intends to amalgamate with a B.C. company (either limited or unlimited liability), the foreign ULC would have to continue into B.C. before the amalgamation.

In addition to the amalgamation requirements for a regular amalgamation or a short form amalgamation set forth in the preceding pages, before an amalgamation resulting in an unlimited liability company can be completed, the following conditions must be met:

- a Form 13ULC *Amalgamation Application* for a regular amalgamation or a Form 14ULC *Amalgamation Application* for a short form amalgamation, must be filed online. The *Notices of Articles* of the application forms contain the statement set out in section 51.11 of the Act (for text of the statement, see footer on page 20);
- the corporate designation must comply with section 51.21 and include the words “unlimited liability company” or “ULC”; and
- if the amalgamation is not a short form amalgamation, the amalgamation agreement must be adopted by a unanimous resolution of all of the shareholders of each amalgamating company, whether their shares have voting rights or not (s. 51.6(1)).

The shareholders of the amalgamated unlimited liability company are liable, in accordance with section 51.3 for the debts and liabilities of the amalgamated unlimited liability company, whether those debts and liabilities were the debts and liabilities of an amalgamating company immediately before, or are the debts and liabilities of the amalgamated unlimited liability company after, the amalgamation (s. 51.6(2)).

All *Share Certificates* issued by the amalgamated unlimited liability company, must contain the statement set out in section 51.2 (see page 20).

Conversely, if an amalgamation of a B.C. unlimited liability company results in an amalgamated limited company:

- the amalgamation application forms must not include the aforementioned statement set out in section 51.11 of the Act;
- the corporate designation must not include the words “unlimited liability company” or “ULC”; and
- the shareholders and former shareholders of the unlimited liability company remain liable, in accordance with section 51.3 of the Act, for the debts and liabilities of the unlimited liability company (s. 51.7).

The fee to register an amalgamation that results in a BC unlimited liability company is \$1,000.00.

---

---

**PROCEDURE/CHECKLIST**

Determine which companies are to be amalgamated

1. Request the **Records Books** if you do not have the **Records Books** of all the amalgamating companies at your office
2. Obtain a Corporate Online search for each amalgamating company if your firm is not the Records Office (see Appendix B – **Electronic Filings**)
3. If any of the amalgamating companies are foreign corporations, obtain searches of such foreign corporations from the law firm or agent in the other jurisdiction (or online from Corporations Canada if the corporation is a federal corporation)
4. If the supervising solicitor determines that it is advisable, obtain a Personal Property Registry search for each amalgamating company to determine whether there are creditors
5. Reserve the name that the amalgamating companies will be amalgamated under, if required.

Notes: A name reservation is **not required** for a short form amalgamation or if the name of the amalgamated company will be the same as the name of one of the amalgamating companies.

If any of the amalgamating companies are registered extraprovincially, check whether all or any of those registrations will be continued after amalgamation. If so, check name reservation requirements in each jurisdiction.

For extraprovincial registration in a NWPTA Partner jurisdiction:

- if a name reservation is **required**, and one of the companies is, or will be, registered with a NWPTA Partner after the amalgamation, at the time the name is reserved, check the appropriate Partner's ☉ to request a NUANS report (Alberta) and/or Name Reservation (Saskatchewan);
- if a name reservation is **not required** by B.C. (see above):
  - o if the name of the amalgamated company has previously been registered with a NWPTA partner, no NUANS or name reservation is required;
  - o if the name of the amalgamated company has not already been extraprovincially registered in the NWPTA jurisdiction, and the amalgamated company will be extraprovincially registered after amalgamation, obtain a NUANS report (Alberta) (see **Electronic Filing** chapter) or Name Reservation (Saskatchewan) either online or from a registry agent.

The name and address of an attorney in Alberta and/or Saskatchewan and address of head office will be required for extraprovincial registration in either jurisdiction.

6. Check the **Articles** and any Shareholders Agreements of all amalgamating companies for any restrictions regarding amalgamations

Note: If the *Articles* of the primary or holding company (the amalgamating company whose name *Notice of Articles* and *Articles* are adopted by the amalgamated company) are pre-BCBCA and/or have been amended, it is suggested that new Articles be adopted by Special Resolution before the amalgamation (see Chapter 13) and a *Form 11* filed (if required)

7. Review the *Records Books* of all the amalgamating companies to make sure that they are up to date and all filings (including all outstanding Annual Reports) have been made. All Annual Reports must be filed up to and including the anniversary date of the company's recognition prior to the effective date of the amalgamation (if the company's most recent anniversary of recognition is within 60 days of the effective date of the amalgamation, the Annual Report does not have to be filed before the filing of the amalgamation)

8. Prepare all necessary resolutions and filings to bring all of the amalgamating companies into good standing (e.g. *Annual Reports*, and all annual maintenance resolutions)

Note: For a **regular** amalgamation, all the amalgamating companies must be in good standing with respect to filing *Annual Reports*. Before you begin preparing the amalgamation documents, check that you have the following information:

- (a) the names of the shareholders of each amalgamated company and the number and class of shares held by them
  - (b) the effective date of the amalgamation
  - (c) whether you are proceeding with a **vertical**, **horizontal** or **regular** amalgamation (see explanation on pages 3, 5 and 7)
9. The supervising solicitor should be reminded to check:
    - (a) whether any assets of the amalgamating companies (e.g. land, bank account, shares in other companies) will require re-registration after the amalgamation
    - (b) that all government offices, such as Canada Revenue Agency, have been advised of the amalgamation
    - (c) whether the amalgamating companies are parties to any agreements, leases, contracts etc. under which the amalgamation might constitute a default or breach of a contract, or if a consent of or notice to the other parties to such agreements, contracts or leases is required
    - (d) whether there are any creditors of the amalgamating companies to whom the amount owing is over \$1,000 (Regulation 23)
  10. If one of the amalgamating corporations is a **foreign** corporation:
    - (a) determine that the foreign corporation is **not the holding company** in a **vertical** short form amalgamation or the **primary/surviving company** in a **horizontal** short for amalgamation (the surviving company must be a B.C. company)
    - (b) determine that the foreign corporation is permitted to amalgamate under the laws of its home jurisdiction

Note: You may have to continue the corporation into British Columbia if it is not permitted to amalgamate in its home jurisdiction or if it is a

- surviving** company in a short form amalgamation (see the **Continuations** chapter)
- (c) obtain from the home jurisdiction of that company:
    - (i) an authorization from the Corporate Registry in the home jurisdiction for the amalgamation in British Columbia; and
    - (ii) a certificate of good standing (or equivalent), if required
  - (d) the above requirements can usually be arranged by telephone, fax or email either directly with the Corporate Registry in the home jurisdiction or with the law firm or agent used by your firm in that jurisdiction
11. Request that the client or its accountants obtain consents to the amalgamation from all creditors of each amalgamating company to whom the amount owing is over \$1,000. If it is not possible to contain the consents of all creditors, advise the supervising solicitor that it will be necessary to prepare a *Notice to Creditors* under section 278 of the Act
12. Obtain *Consents to Act* as Directors if the amalgamation is a regular amalgamation (see **Directors and Officers** chapter). It is optional, but best practice, to obtain *Consents to Act* if the amalgamation is a short form amalgamation since directors of the holding company or the primary company, as the case may be, will be the first directors of the amalgamated company

#### SHORT FORM VERTICAL AMALGAMATION

13. Determine which amalgamating company is the **holding** company<sup>(1)</sup>  
Note: The other amalgamating companies are the **subsidiary** companies
14. Prepare Resolution of Holding Company (Vertical Short Form Amalgamation) (page 24)
15. Prepare Directors Resolution (Authorizing Affidavit) (page 38) for the holding company and each subsidiary company. This resolution is optional but is best practice that a director of each subsidiary be authorized by the board of directors to swear the Affidavit
16. Prepare the Affidavit (page 42) to be sworn by an officer or director of each amalgamating company (that is the holding company and subsidiaries)

#### SHORT FORM HORIZONTAL AMALGAMATION

17. Determine which amalgamating company is the **primary** company, that is, which company's shares will **not** be cancelled  
Note: The shares of the other amalgamating companies, including issued shares, will be cancelled upon amalgamation
18. Prepare the following resolutions authorizing the amalgamation:

---

<sup>(1)</sup> The shares of the subsidiary companies must be held by the same holding company or by one of the other amalgamating companies. The shares of the subsidiary companies cannot be held by an individual shareholder to qualify for a short form amalgamation.

- (a) **Resolution of Primary Company (Horizontal Short Form Amalgamation)** (page 26)
  - (b) **Resolution of Subsidiary Company (Horizontal Short Form Amalgamation)** (page 28) for each **subsidiary** company
19. Prepare **Directors Resolution (Authorizing Affidavit)** (page 38) for the **primary** company and each **subsidiary** company. This resolution is optional.
20. Prepare **Affidavits** (page 42) to be sworn by an officer or director of each amalgamating company (that is the primary company and subsidiaries)

|                              |
|------------------------------|
| <b>REGULAR AMALGAMATIONS</b> |
|------------------------------|

21. Determine on what basis the shares of the amalgamating companies will be exchanged for shares of the amalgamated company (this information should be provided by the companies' accountants)
22. Prepare:
- (a) **Consent (of Company with Similar Name)** if one is required (see the **Incorporation** chapter)
  - (b) **Amalgamation Agreement** (page 30)
  - (c) **Amalgamation Application** (Form 13) (page 46)
  - (d) **Articles** (see the **Incorporation** chapter)

Notes: The **Articles** to be adopted by the amalgamated company must comply with sections 12 (1) and (2) of the Act and must be attached to the **Amalgamation Agreement** (s. 270(2)(d)(i)). One or more of the first directors of the amalgamated company as shown in the **Amalgamation Agreement**, must sign the **Articles** that are attached to the **Amalgamation Agreement** (s. 282(1)(c)(i))

When drafting the amalgamated company's **Articles** and **Notice of Articles** follow the client's, accountant's and/or supervising solicitor's instructions with respect to the share structure and special rights and restrictions attached to the shares. If your firm's standard **Articles** which are usually used for a British Columbia incorporation are adopted, they should be reviewed by the supervising solicitor to determine if all the provisions contained in the new **Articles** are consistent with the client's or accountant's instructions. All references to "incorporation" in the **Articles** must be replaced with "amalgamation" and any references to "Incorporators" removed

23. For each amalgamating company prepare:
- (a) **Affidavits** (page 42) to be sworn by an officer or director of each amalgamating company
  - (b) **Directors Resolution (Authorizing Affidavit)** (page 38). This resolution is optional
  - (c) **Unanimous Shareholders Resolution (Approving Regular Amalgamation)** (page 40) if the shareholders of each amalgamating company will all consent to the amalgamation

24. Check with the responsible solicitor to determine whether all of the shareholders of all of the amalgamating companies will unanimously consent to the amalgamation, or whether an extraordinary general meeting must be held.

Notes: If an extraordinary general meeting is required, the shareholders must be given sufficient notice of the meeting, prescribed to be 21 days unless the company's *Articles* provide for a shorter period (of at least 10 days), unless they unanimously agree to waive the notice

In addition, all non-voting shareholders will be entitled to attend and vote at the meeting and any shareholder will be entitled to file a notice of dissent under Division 2 Part 8 of the Act, so the non-voting shareholders should also be given notice of the intention of the company to amalgamate

25. Check the Central Securities Registers of all the amalgamating companies to determine whether there are any non-voting shareholders
26. If not all shareholders will consent to the amalgamation, consult with the supervising solicitor, and if instructed, prepare a Notice of Meeting (see the Miscellaneous chapter)<sup>(1)</sup>

#### ALL AMALGAMATIONS WITHOUT COURT APPLICATION

27. Prepare one of the following amalgamation applications:
- (a) for a vertical or horizontal short form amalgamation, the *Amalgamation Application (Short)* (Form 14) (page 52) or
  - (b) for a **regular** amalgamation, the *Amalgamation Application* (Form 13) (page 46)
28. Arrange to have all documents signed at the law firm's offices or prepare *Transmittal Letter (Forwarding Amalgamation Documents for Signature)* (page 44)
29. When the signed documents have been returned, ensure that they are signed, dated and the *Affidavits* are deposited with the Records Office of the company<sup>(2)</sup>
30. Check that the copy of the *Articles* attached to the *Amalgamation Agreement* is signed by at least one director
31. File the resolutions of the relevant amalgamating companies approving the amalgamation in the *Records Book* of each amalgamating company
32. If one or more of the amalgamating companies is a **foreign** corporation, ensure that all outstanding documents required to bring the B.C. company or companies into good standing have been e-filed and **paper file** with the Registrar:
- (a) the authorization or consent to the amalgamation in British Columbia from the home jurisdiction of the foreign corporation
  - (b) the certificate of good standing (or equivalent) for the foreign corporation (if required) and
  - (c) the Amalgamation Application (Form 13 or 14)

<sup>(1)</sup> Review the specific notice requirements under Section 271 of the Act.

<sup>(2)</sup> Note that the **Affidavits** must be time and date stamped

33. If a *Consent (of Company with Similar Name)* is required by the Registrar of Companies, ensure it is received by the Registry in advance of e-filing the amalgamation documents (see the **Incorporation** and **Electronic Filing** chapters)
34. If all of the amalgamating companies are B.C. companies, ensure that you have a password for each amalgamating company and e-file:
- (a) all outstanding documents to bring the companies into good standing
- Note: If any filing does not become effective until the following day, such as a *Notice of Change of Address*, no other filing can be made until after such change becomes effective
- (b) if the amalgamation is a regular amalgamation, the *Amalgamation Application* (Form 13) (see Appendix B – E-Filings)
  - (c) if the amalgamation is a vertical or horizontal short form amalgamation, the *Amalgamation Application (Short)* (Form 14) (see Appendix B – E-Filings)
  - (d) for BC companies registered with a NWPTA Partner (Alberta, Saskatchewan or Manitoba), the appropriate forms in each jurisdiction will have to be drafted and submitted to the registrar in each jurisdiction although no fees will be required to be paid unless there is a change of name of the amalgamated entity and then name reservation fees will be required
- Note: If you need a duplicate Certificate of Amalgamation immediately, see Chapter 21, **Electronic Filing** (Amalgamation section)

|                                       |
|---------------------------------------|
| <b>POST-AMALGAMATION ORGANIZATION</b> |
|---------------------------------------|

35. For each **amalgamating company**:
- (a) cancel all the shares of each amalgamating company and the *Share Certificates* representing such shares
  - (b) update the *Central Securities Registers* of each amalgamating company to show a zero balance pursuant to amalgamation (i.e. show either “cancelled upon amalgamation” or “exchanged upon amalgamation” as the reason for cancellation of the share certificates)
  - (c) on the label on the spine of each *Records Book* of the amalgamating companies, add the words: “Pre-Amalgamation” and “amalgamated on {Date} under the name {name of amalgamated company}”
  - (d) prepare an insert page for each *Records Book* showing the details of the amalgamation, that is the name of each amalgamating company and of the amalgamated company, the date and number of amalgamation and place this page in front of each *Records Book* or place a copy of the Amalgamation Certificate in the front of the *Records Book*
  - (e) file the *Records Book* with the current *Records Books* or on the shelf where you store pre-continuation and pre-amalgamation records books
- Note: Section 42(1)(r) requires that all of the records that an incorporated company is required to keep under section 42(1) be kept for each amalgamating company as if the amalgamated company is a

continuation of each amalgamating company. In addition, section 42(2)(d) requires that all the records that the foreign corporation was required to keep under the corporate legislation of the foreign corporation's jurisdiction must be kept at the records office. Make arrangements to close the amalgamating companies' pre-amalgamation corporate records files

- (f) If any of the amalgamated companies were extraprovincially registered in a jurisdiction outside British Columbia (other than in a NWPTA Partner jurisdiction), request instructions as to whether the registrations should be continued or cancelled. If the extraprovincial registration is to be continued, contact the agents in each jurisdiction to obtain requirements for registering the amalgamated company and update the registration in each jurisdiction accordingly. Alternatively, if the registration is to be cancelled, advise the agent in each jurisdiction.
36. Obtain a **Records Book** for the **amalgamated** company and divider tabs from the firm's stationery supplies and:
    - (a) prepare a memo to accounting or enter a disbursement for the cost of the **Records Book** according to your firm's policy
    - (b) prepare a tag for the spine for the **Records Book**
    - (c) complete the first page of the insert showing the name of the amalgamated company, the number and date of amalgamation, the names of all amalgamating companies and the file number
  37. For a short-form amalgamation, photocopy the **Articles** of the **surviving** company, cross out the B.C. Incorporation Number and type on the index page the amalgamated company's recognition number or, if your firm prepared the **Articles**, you may choose to prepare a new Index page showing the Amalgamated Company's recognition number
  38. If a regular amalgamation, check that the **Articles** were signed by at least one director and insert the **Articles** in the Records Book
  39. Once the amalgamation has been completed, prepare:
    - (a) **Post-Amalgamation Directors Resolutions** (page 56)
    - (b) **Post-Amalgamation Shareholders Resolutions** (page 64)
    - (c) **Shareholders Resolutions (Waiving the Appointment of an Auditor)** (if there are non-voting shareholders and an auditor is **not** appointed (see the **Organization** chapter), **OR Notice of Appointment as Auditor** (see the **Organization** chapter), as applicable
    - (d) **Registered and Records Offices Agreement** (see the **Registered and Records Offices** chapter) (only if the law firm is acting as the agent to maintain the registered and records offices)
    - (e) **Register of Directors** (including the names of officers) (see the **Records** chapter)

- (f) **Central Securities Register** (see the **Records** chapter)
40. Prepare **Share Certificates** of the amalgamated company to replace the shares held by the shareholders <sup>(1)</sup>. Check the **Post-Amalgamation Directors Resolutions** for details of the **Share Certificates** to be issued
  41. Arrange to have all documents signed at the law firm's offices or prepare **Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature)** (page 66)
  42. File the documents in the **Records Book** as follows:

| Tab in Records Book                                | Documents   |
|--|---|
| Recognition Documents                              | <b>Certificate of Amalgamation</b>                          |
|  | Certified copy of <b>Amalgamation Application</b>           |
|  | Certified copy of <b>Notice of Articles</b>                 |
|  | <b>Articles</b>   |
| Records filed with the Registrar                   | <b>Amalgamation Application</b>                             |
| Consents/Resignations                              | <b>Consent to Act as Director</b>                           |
| Shareholders' Minutes/Resolutions                  | <b>Post-Amalgamation Shareholders Resolutions</b>           |
| Directors' Minutes/Resolutions                     | <b>Post-Amalgamation Directors Resolutions</b>              |
| Share Certificates                                 | <b>Share Certificates</b>                                   |
| Documents Approved by the Directors <sup>(2)</sup> | <b>Amalgamation Agreement with attached signed Articles</b> |

43. Diarize the anniversary date of amalgamation as **Annual Reports** will be prepared on this date and should be filed within two months after this date. If you do not have a corporate database, follow your office procedure for bringing forward annual maintenance dates – for example: by preparing a “to do task” organized by date or by entering the company's name and anniversary date in a list organized by month (see the **Annual Maintenance** chapter)

<sup>(1)</sup> If the amalgamated company is an unlimited liability company, section 51.2 of the Act requires that the following statement be included on every share certificate issued

**“The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.”**

<sup>(2)</sup> Although there is no requirement under Section 42 to keep a copy of the **Amalgamation Agreement** in the Records Book, because of its importance to the company, it is suggested that you do so. If you do not have a tab for “Documents Approved by the Directors” (it is not required), you may create a special tab for the **Amalgamation Agreement** or place the **Amalgamation Agreement** under the Recognition Documents tab.

44. Diarize the **financial (fiscal) year end** of the Company and note the latest date that the annual general meeting may be held. You will need to know this in order to prepare the annual consent resolutions or minutes of the annual general meeting but if the company actually holds a meeting there will be additional requirements (see the **Annual Maintenance** chapter)
45. Prepare the *Report to Client* (page 68)
46. Prepare a *Statement of Account* or arrange with your accounting department to prepare a statement of account for the amalgamation and organization of the amalgamated company
47. If an auditor was appointed and a *Notice of Appointment as Auditor* was prepared, forward the Notice to the auditor
48. If you have not already done so in the *Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature)*, check with the client regarding:
  - (a) whether any assets of the amalgamating companies require re-registration in the name of the amalgamated company (e.g. land) and
  - (b) whether or not to notify:
    - (i) the holders of other assets of the amalgamation (e.g. banks or other financial institutions) and
    - (ii) the appropriate authorities (Canada Revenue Agency, Workers Compensation Board, municipalities re: licences, etc.) and
    - (iii) other parties, such as insurance agents and I.C.B.C.and make the necessary arrangements to carry out these instructions
49. If instructed to do so, arrange to register the assets of each of the amalgamating companies in the name of the amalgamated company (e.g. land, bank accounts, etc., except the shares of any amalgamating subsidiaries)
50. If an **amalgamating** company was a shareholder of another company, arrange to have the shares transferred into the name of the **amalgamated** company (you can use as an example the resolution on page 19 of Chapter 12)
51. *Transparency Registers* (see: the **Records Chapter**)

If there are any Significant Individuals, prepare:

  - (a) Questionnaire for each Significant Individual
  - (b) Prepare Notice to Individual becoming a Significant Individual
  - (c) Arrange for the company to sign the Notice and forwarded it to the appropriate Significant Individual
  - (d) Prepare Transparency Register

If there are no Significant Individuals, prepare the Transparency Register indicating that there are no Significant Individuals.

---

---

## NOTICE OF AMALGAMATION / CONSENT OF CREDITOR

### General Notes

If a debt in excess of \$1,000<sup>(1)</sup> is owing to any creditor of an amalgamating company, a *Consent of Creditor* to the proposed amalgamation must be obtained.

Usually, the client or the client's accountants obtain this document. However, the amalgamating companies must also consider if they have any contractual obligations to provide advance notice of their intention to amalgamate and to obtain consent. Some examples are notices to, and consents of, landlords, and option holders, as well as complying with municipal business licensing and banking obligations which may also fall under the creditor requirements outlined below.

If instructed, the law firm should obtain a list of names and contact information of entities to whom notice should be given, and from consents should be obtained, and prepare such notices and obtain the consents.

The consents of the creditors must be obtained before the *Affidavit* (page 42) can be sworn.

If the consents of all of the creditors cannot be obtained, a specific notice to the creditors as set out in the Act must be sent to all the creditors. It is beyond the scope of this Guide to include the steps required to provide this type of notice to creditors.

### Preparation

- ① Insert the names of all the **amalgamating** companies except the company that is signing the Notice and is indebted to the creditor.
- ② Insert the name of the **amalgamated** company.
- ③ Insert the appropriate section number of the Act:
  - section **269** for a **regular** amalgamation;
  - section **273** for a short form **vertical** amalgamation; and
  - section **274** for a short form **horizontal** amalgamation.
- ④ Insert the name of the **amalgamating** company that is indebted to the creditor.
- ⑤ Insert the names of all the **amalgamating** companies.

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should arrange to have the creditor sign it, either by forwarding the consent directly to the creditor with a covering letter, or by forwarding the consents to the client with all the other amalgamation documents with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44) with a request that the client obtain the necessary signatures.

---

<sup>(1)</sup> Section 23 of the Regulations specifies that the amount prescribed for section 278 (1) (a) of the Act is \$1,000.

---

---

**NOTICE**

The undersigned, hereby provides notice of its intention to amalgamate with ① as one company under the name “②” pursuant to section ③ of the *Business Corporations Act*, effective *{date}*.

Dated: *{date}*

*{COMPANY}* ④

Per: \_\_\_\_\_  
Authorized signatory

**CONSENT OF CREDITOR**

The undersigned, being a creditor of ④, hereby consents to the amalgamation of ⑤ as one company under the name “②” pursuant to section ③ of the *Business Corporations Act*, as amended from time to time.

Dated: *{date}*

*{NAME OF CREDITOR}*

Per: \_\_\_\_\_  
Authorized signatory

## **RESOLUTION OF HOLDING COMPANY** **(Vertical Short Form Amalgamation)**

### **General Notes**

Section 273(1)(c) requires that the amalgamation be approved by a special resolution of the **holding** corporation or by a resolution of its directors (see page 3 for the definition of a “holding” corporation and the requirements for a vertical short form amalgamation).

### **Preparation**

- ① This resolution may be prepared either as a **special** (shareholders) resolution or as a **directors** resolution. The heading should be changed accordingly.
- ② List the names of all the other amalgamating companies.
- ③ If the company is not the sole shareholder, substitute “*The shareholders of the Amalgamating Companies are the Company and {Name of Other Amalgamating Company Holding Shares}...*”.
- ④ If there is no effective date, delete to the end of the paragraph. If the amalgamation is to be effective on a specific date (and time) in the future, insert the date (and time). The date cannot be before, or more than ten days after, the proposed date of filing of the *Amalgamation Application (Short)* (Form 14) (page 52).
- ⑤ Insert the number and class of shares, the *Share Certificate* number and the name of the amalgamating company in which the holding company holds shares. If the holding company holds shares in **several** amalgamating companies, replace sub-paragraph (a) with the following:

“(a) *the following shares be cancelled without any repayment of capital in respect of those shares:*

| Name of Company                  | Number and Class of Shares | Share Cert. No. |
|----------------------------------|----------------------------|-----------------|
| <i>{NAME OF AMALGAMATING CO}</i> | <i>{Number}</i>            | <i>{no}</i>     |

- ⑥ If you have prepared this Resolution as a **Directors Resolution**, check the *Register of Directors* of the company and insert the names of all directors.  
  
If you have prepared this Resolution as a **Special Resolution**, check the *Central Securities Register* of the company and insert the names of all of the **voting** shareholders.

### **Processing**

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

**SHAREHOLDER(S)/DIRECTORS<sup>①</sup> RESOLUTION**

**OF**

**{NAME OF COMPANY}**

**(the “Company”)**

**WHEREAS:**

- A It is expedient for the Company to amalgamate with its subsidiary companies *{Amalgamating Companies}*<sup>②</sup> (collectively the “Amalgamating Companies”) and continue as one company under the name *{Name of Holding Company}* (the “Amalgamated Company”) under section 273 of the *Business Corporations Act* (the “Act”); and
- B. <sup>③</sup>All of the issued shares of the Amalgamating Companies are held by the Company.

**RESOLVED THAT:**

1. The amalgamation of the Company with the Amalgamating Companies under section 273 of the Act is approved <sup>④</sup>effective *{date and time}*.
2. The Articles and the Notice of Articles of the Amalgamated Company will be the Articles and the Notice of Articles of the Company.
3. On the amalgamation:
  - (a) the *{number and class}* <sup>⑤</sup> shares held by the Company in <sup>⑤</sup> represented by Share Certificate(s) *{number}* <sup>⑤</sup> be cancelled without any repayment of capital in respect of those shares; and
  - (b) the capital of the Amalgamated Company will be the same as the capital of the Company.
4. The Amalgamated Company will refrain from issuing any securities in connection with the amalgamation.
5. *{Name of Law Firm}* be appointed as the Company’s agent to prepare, complete and electronically file with the Registrar of Companies an Amalgamation Application containing a Notice of Articles.
6. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to swear an affidavit in support of the amalgamation proposed herein, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated effective: *{Date}*

\_\_\_\_\_  
<sup>⑥</sup>*{NAME OF DIRECTOR}*

\_\_\_\_\_  
<sup>⑥</sup>*{NAME OF DIRECTOR}*

## RESOLUTION OF PRIMARY COMPANY (Horizontal Short Form Amalgamation)

### General Notes

Section 274(1)(b) requires that the amalgamation be approved by a special resolution of **each amalgamating** company or by a resolution of each amalgamating companies' directors.

In a **horizontal** short form amalgamation, one of the amalgamating companies is designated as the "**primary**" company. Section 274(2) defines a "primary" amalgamating company as an amalgamating company whose shares are **not** being cancelled and whose shares are held by the holding company (see explanation on page 5).

### Preparation

- ① This resolution may be prepared either as a **special** (shareholders) resolution or a **directors** resolution. The heading should be changed accordingly.
- ② List the names of all the other amalgamating companies.
- ③ Insert the name of the holding company.
- ④ If there is no effective date, delete to the end of the paragraph. If the amalgamation is to be effective on a specific date (and time) in the future, insert the date (and time). The date cannot be before, or more than ten days after, the proposed date of filing of the *Amalgamation Application (Short)* (Form 14) (page 52).
- ⑤ This clause should be carefully drafted and it usually includes specific amounts. <sup>(1)</sup> The following is an example of a capital clause for use in a horizontal amalgamation, but it should only be used on instructions from the amalgamating companies' accountants or the supervising solicitor:
 

*"...the capital of the Company in the amount of  $\{Total\ capital\ of\ the\ Company\}$  for the  $\{number\}$  of  $\{class\}$  shares of the Company that are issued and outstanding will be added to the capital of  $\{other\ amalgamating\ company\}$  in the amount of  $\{Total\ capital\ of\ other\ amalgamating\ company\}$  for the  $\{number\}$  of  $\{class\}$  shares of  $\{other\ amalgamating\ company\}$  which are issued and outstanding, making an aggregate capital attributed to the  $\{number\}$   $\{class\}$  shares of the Amalgamated Company in the amount of  $\{Total\ capital\ of\ amalgamated\ company\}$ ."*
- ⑥ If you have prepared this Resolution as a **Directors Resolution**, check the **Register of Directors** of the company and insert the names of all directors. If you have prepared this Resolution as a **Special Resolution**, check the **Central Securities Register** of the company and insert the names of all of the **voting** shareholders.

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

---

(1) The capital of the amalgamated company in a horizontal amalgamation is generally the aggregate of:  
 (a) the capital of the Primary Company immediately before the amalgamation; and  
 (b) the capital of the other amalgamating companies  
**excluding** the portion of the capital that is attributable to the shares of any subsidiary amalgamating company that were held by the Primary Company or any other amalgamating company.

**SHAREHOLDER(S)/DIRECTORS<sup>①</sup> RESOLUTION**  
**OF**  
**{NAME OF COMPANY}**  
**(the “Company”)**

**WHEREAS:**

- A It is expedient for the Company to amalgamate with *{Amalgamating Companies}*<sup>②</sup> and continue as one company under the Company’s name under section 274 of the *Business Corporations Act* (the “Act”); and
- B All of the shares of the Company are held by *{Name of Holding Company}*<sup>③</sup>.

**RESOLVED THAT:**

1. The Company amalgamate with *{Amalgamating Companies}*<sup>②</sup> under the Company’s name to continue as one company (the “Amalgamated Company”) <sup>④</sup>effective *{date and time}*.
2. The Articles and the Notice of Articles of the Amalgamated Company will be the same as the Articles and the Notice of Articles of the Company.
3. On the Amalgamation:
  - (a) the shares of *{Amalgamating Companies}*<sup>②</sup> be cancelled without any repayment of capital in respect of those shares;
  - (b) <sup>⑤</sup>
4. *{Name of Law Firm}* be appointed as the Company’s agent to prepare, complete and electronically file with the Registrar of Companies an Amalgamation Application containing a Notice of Articles.
5. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, to swear an affidavit in support of the amalgamation proposed herein, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated effective: *{Date}*.

---

⑥ *{NAME OF DIRECTOR}*

---

⑥ *{NAME OF DIRECTOR}*

## RESOLUTION OF SUBSIDIARY COMPANY (Horizontal Short Form Amalgamation)

### General Notes

This Resolution is required by section 274(1)(b) for each of the subsidiary **non-primary** amalgamating companies that are the subsidiaries of the holding company (see explanation on page 5).

The **primary amalgamating company** referred to in this resolution is the amalgamating company the shares of which will **not** be cancelled upon amalgamation (see *Resolution of Primary Company (Horizontal Short Form Amalgamation)* – page 26).

### Preparation

- ① This resolution may be prepared either as a **special** (shareholders) resolution or a **directors** resolution. The heading should be changed accordingly.
- ② List the names of all the other amalgamating companies.
- ③ Insert the name of the primary company.
- ④ Insert the name of the holding company (the company that holds the shares of both the primary company and the subsidiary (non-primary) company. The holding company will **not** be amalgamated.
- ⑤ If there is no effective date, delete to the end of the paragraph. If the amalgamation is to be effective on a specific date (and time) in the future, insert the date (and time). Note: The date cannot be before, or more than ten days after, the proposed date of filing of the *Amalgamation Application (Short)* (Form 14) (page 52).
- ⑥ Insert a capital clause only on instructions from the amalgamating companies' or their accountants or the supervising solicitor. This clause should be carefully drafted and it generally includes specific amounts.<sup>(1)</sup> The following is an example of a capital clause for use in a horizontal amalgamation:
 

*“...the capital of the Company in the amount of  $\${Total Amount}$  for the {number} of {class} shares of the Company that are issued and outstanding will be added to the capital of {name of primary company} in the amount of  $\${Total Amount}$  for the {number} of {class} shares of {name of primary company} which are issued and outstanding, making an aggregate capital attributed to the {number} {class} shares of the amalgamated company in the amount of  $\${Total Amount}$ .”*
- ⑦ If you have prepared this Resolution as a **Directors Resolution**, check the *Register of Directors* of the company and insert the names of all directors. If you have prepared this Resolution as a **Special Resolution**, check the *Central Securities Register* of the company and insert the names of all of the **voting** shareholders.

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

---

<sup>(1)</sup> The capital of the Amalgamated Company in a horizontal amalgamation is generally the aggregate of:

- (a) the capital of the primary company immediately before the amalgamation;
- (b) together with the capital of the other amalgamating companies;

excluding the portion of the capital that is attributable to the shares of any subsidiary amalgamating company that were held by the primary company or any other amalgamating company.

**SHAREHOLDER(S)/DIRECTORS<sup>①</sup> RESOLUTION**  
**OF**  
**{NAME OF COMPANY}**  
**(the “Company”)**

**WHEREAS:**

- A It is expedient for the Company to amalgamate with *{Amalgamating Companies}*<sup>②</sup> under the name “*Name of Primary Company*”<sup>③</sup> and continue as one company under section 274 of the *Business Corporations Act* (the “Act”); and
- B. All of the shares of the Company are held by *{Name of holding company}*<sup>④</sup>.

**RESOLVED THAT:**

1. The Company amalgamate with *{Amalgamating Companies}*<sup>②</sup> under the name “*Name of Primary Company*”<sup>③</sup> to continue as one company (the “Amalgamated Company”) <sup>⑤</sup>effective *{date and time}*.
2. The Articles and the Notice of Articles of the Amalgamated Company will be the Articles and the Notice of Articles of *{name of primary company}*<sup>③</sup>.
3. On the Amalgamation:
  - (a) all the shares of the Company, including all shares that are issued and outstanding on the effective date of the amalgamation, be cancelled without any repayment of capital in respect of those shares; and
  - (b) <sup>⑥</sup>
4. *{Name of Law Firm}* be appointed as the Company’s agent to prepare, complete and electronically file with the Registrar of Companies an Amalgamation Application containing a Notice of Articles in the form attached hereto as Schedule A.
5. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to swear an affidavit in support of the amalgamation proposed herein, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated effective: *{Date}*

---

⑦ *{NAME OF DIRECTOR}*

---

⑦ *{NAME OF DIRECTOR}*

---

---

## AMALGAMATION AGREEMENT

### General Notes

An *Amalgamation Agreement* should be entered into when the amalgamating companies are unable to amalgamate pursuant to section 273 (short form vertical amalgamation) or section 274 (short form horizontal amalgamation).

See step 22(d) in the *Procedure/Checklist* and note that the *Articles* to be adopted by the amalgamated company must be attached to the *Amalgamation Agreement* (s. 270(2)(d)(i)) and the *Articles* that are attached to the agreement must be signed by one or more of the first directors of the amalgamated company (s. 282(1)(c)(i)).

### Preparation

- ① Use whatever abbreviations for the names of the amalgamating companies your office usually uses for naming companies in agreements (i.e. if the name of the company is “Granville Wool Ltd.”), you may call the company “Granville” in the agreement. These abbreviations will have to be substituted throughout the agreement.
- ② Insert the effective date. If the amalgamation is to be effective on a specific date (and time) in the future, insert the date (and time). The date cannot be before, or more than ten days after, the proposed date of filing of the *Amalgamation Application* (Form 14) (page 52).
- ③ Insert the description of the authorized share structure for each amalgamating company from the *Notice of Articles* of each amalgamating company (or the *Memorandum* if the company has not yet transitioned or the Articles of Incorporation or similar document if one or more of the companies is a foreign corporation).
- ④ Insert the number of shares of each class that are issued and outstanding at the date of amalgamation.

As an example of the description for ③ and ④:

- an unlimited number of common shares without par value (or common shares with a par value of \$\_\_\_\_ each) of which 100 are issued and outstanding as fully paid; or
  - 10,000 Class A/B/C preferred shares without par value/with a par value of \$1.00 each of which 350 are issued and outstanding as fully paid.
- ⑤ Delete this sentence if it does not apply.

*Continued...*

**AMALGAMATION AGREEMENT**

THIS AMALGAMATION AGREEMENT made effective the \_\_\_ day of \_\_\_\_, 200\_\_.

AMONG/BETWEEN:

**{NAME OF FIRST AMALGAMATING COMPANY}**,

of {address of company}

(“AmalCo #1<sup>①</sup>“)

AND:

**{NAME OF SECOND AMALGAMATING COMPANY}**,

of {address of company}

(“AmalCo #2<sup>①</sup>“)

AND:

**{NAME OF THIRD AMALGAMATING COMPANY}**,

of {address of company}

(“AmalCo Sub<sup>①</sup>“)

WHEREAS

- A. <sup>①</sup>AmalCo #1, AmalCo #2 and AmalCo Sub (collectively the “Amalgamating Companies”) desire for business reasons to amalgamate (the “Amalgamation”) under the authority conferred by the *Business Corporations Act*, as amended (the “Act”), and the Amalgamating Companies have agreed to amalgamate and continue as one Company (the “Amalgamated Company”) on the terms hereinafter set out;
- B. The Amalgamating Companies have each made full disclosure to the others of all of their respective known assets and liabilities;
- C. It is desirable that the Amalgamation take effect from {Date}<sup>②</sup>;
- D. AmalCo #1 is authorized to issue {an unlimited}<sup>③</sup> number of {common}<sup>③</sup> shares, {all of which} are currently issued and outstanding as fully paid;
- E. AmalCo #2 is authorized to issue:
  - (a) {an unlimited}<sup>③</sup> number of {common}<sup>③</sup> shares of which {number}<sup>④</sup> shares are currently issued and outstanding as fully paid; and
  - (b) {an unlimited} number of {preferred}<sup>③</sup> shares, of which {number}<sup>④</sup> shares are currently issued and outstanding as fully paid;
- F. AmalCo Sub is authorized to issue
  - (a) {an unlimited}<sup>③</sup> number of {common}<sup>③</sup> shares of which {number}<sup>④</sup> shares are currently issued and outstanding as fully paid; and
  - (b) {an unlimited} number of {preferred}<sup>③</sup> shares, of which {number}<sup>④</sup> shares are currently issued and outstanding as fully paid;
- G. <sup>⑤</sup> AmalCo Sub is a wholly owned subsidiary company of AmalCo #2;

*Continued...*

---

---

**AMALGAMATION AGREEMENT****Preparation (Continued)**

- ① Insert the effective date. If the amalgamation is to be effective on a specific date (and time) in the future, insert the date (and time).

Note: The date cannot be before, or more than ten days after, the proposed date of filing of the *Amalgamation Application (Short)* (Form 14) (page 52).

- ② Insert the name reserved for the amalgamated company or if the amalgamated company will amalgamate as a numbered company, substitute:

*“the name created by adding “B.C. Ltd.” after the amalgamation number of the Amalgamated Company.”*

- ③ Insert the mailing and the delivery addresses of the registered and records offices of the amalgamated company.

- ④ Insert the total number of shares of the class that the amalgamated company will be authorized to issue.

- ⑤ Insert the description of the class of shares of the amalgamated company. For example:

- common shares without par value *or* common shares with a par value of \$ \_\_\_ each; or
- Class A/B/C preferred shares without par value/with a par value of \$1.00 each.

- ⑥ Check the Articles and/or Shareholders Agreement to see if there are any restrictions on the transfer of shares. If there are other restrictions on the transfer of shares, briefly describe the restrictions. Delete this paragraph if there are no restrictions on the transfer of shares.

- ⑦ Insert the number of directors that will be shown on the *Amalgamation Application*.

- ⑧ Insert the names and prescribed addresses of the directors that will be shown on the *Amalgamation Application*.

*Continued...*

*Amalgamation Agreement*Page 2

**NOW THEREFORE THIS AGREEMENT WITNESSES** as follows:

1. Subject to the provisions of this Agreement, the Amalgamating Companies hereby agree to amalgamate effective ①{*date*} (the “Effective Date”) under the provisions of the Act and to continue as one Company on the terms and conditions hereinafter set out.
2. The name of the Amalgamated Company will be “{*Name Reserved*}②”, which name has been reserved with the Registrar of Companies of the Province of British Columbia (the “Registrar of Companies”).
3. The forms of the Amalgamation Application and of the Articles of the Amalgamated Company will, subject to repeal, amendment, alteration or addition under the Act, be in the forms set forth in Schedules “A” and “B” attached hereto respectively.
4. There will be no restrictions on the business the Amalgamated Company may carry on or on the powers it may exercise
5. The mailing and the delivery address of the registered office of the Amalgamated Company will be at {*Address*}③ until otherwise determined.
6. The mailing and the delivery address of the records office of the Amalgamated Company will be at {*Address*}③ until otherwise determined.
7. The Amalgamated Company will be authorized to issue:
  - (a) An {*unlimited*}④ number of {*common*}⑤ shares;
  - (b) An {*unlimited*}④ number of {*preferred*}⑤ shares.
8. The special rights and restrictions attached to the {*common*}⑤ and {*preferred*}⑤ shares will be as set out in the Articles of the Amalgamated Company contained in Schedule “B” hereto.
9. ⑥No shareholder will be entitled to transfer any share or shares of the Amalgamated Company without the previous sanction of the directors of the Amalgamated Company expressed by a resolution of the board of directors.
10. The number of directors of the Amalgamated Company, until amended in accordance with the articles of the Amalgamated Company, will be {*Number*}⑦. The first directors of the Amalgamated Company are as follows:

{*Name*}⑧

{*Prescribed Address*}⑧

{*Name*}⑧

{*Prescribed Address*}⑧

*Continued...*

## AMALGAMATION AGREEMENT

### Preparation (Continued)

- ① Insert the offices and names of the officers. If no officer is appointed, delete the whole paragraph.
- ② Insert the date of the first annual reference date. Note that section 182(1)(a) specifies that the first annual reference date must not be more than 18 months after the date on which the company was recognized (i.e. amalgamated).
- ③ Insert a description of the provisions for exchanging the shares of the amalgamating companies for shares in the amalgamated company. The accountants of the companies should provide you with this information. If it is complex, the supervising solicitor should draft these clauses.

If the shares of the amalgamating companies will not be exchanged for shares in the amalgamated company on a share for share basis, substitute the following optional paragraph for each class of share being exchanged:

*“the {Number} of issued Class X shares of {Name of Amalgamating Company} will be converted into {Number} of Class X shares of the Amalgamated Company, on the basis of {Ratio - this can be a fraction} Class X share of the Amalgamated Company for each Class X share of {Name of Amalgamating Company};”*

After adding the paragraph above, modified for each class of shares being exchanged, if there are shares in any Amalgamating Company owned by one of the other Amalgamating Companies, you may add:

*“shares of each Company that are held by or on behalf of the other Company will be cancelled upon the amalgamation becoming effective without any repayment of capital;”*

*Continued...*

***Amalgamation Agreement******Page 3***

11. The directors listed in paragraph 10 hereto will carry on and continue the management and operation of the Amalgamated Company in such manner as they determine, subject to and in accordance with the Articles of the Amalgamated Company and the provisions of the Act.

12. ①The following persons will hold the office set opposite their respective names and will carry out their respective duties until they are relieved from such office by the directors of the Amalgamated Company or until they sooner cease to hold such office:

President - {Name}①

Secretary - {Name}①

13. The first annual reference date of the Amalgamated Company will be ***{First Annual Reference Date}***②.

14. Upon issuance of an Amalgamation Certificate by the Registrar of Companies pursuant to the Act, the issued and unissued shares of each of the Amalgamating Companies will be cancelled or exchanged for shares of the Amalgamated Company as follows: ③

- (a) all of the unissued shares of each of the Amalgamating Companies will be cancelled;
- (b) each of the issued shares of AmalCo Sub held by AmalCo #2 (AmalCo #2 being the sole shareholder of AmalCo Sub), will be cancelled without any repayment of capital;
- (c) each of the issued ***{common}*** shares of AmalCo #1 will be exchanged for ***{number kind and class of shares}*** share(s) with a par value of ***{Par value}*** in the Amalgamated Company;
- (d) each of the issued ***{common}*** shares in AmalCo #2 will be exchanged for ***{number} {common}*** share(s) in the Amalgamated Company, and each of the issued ***{preferred}*** shares in AmalCo #2 will be exchanged for ***{number}*** fully paid ***{preferred}*** share(s) in the Amalgamated Company;

and on the Effective Date the cancellations and exchanges herein set forth will be deemed to have been made.

15. After the Amalgamation becomes effective, the shareholders of each Company will surrender their Share Certificates for cancellation and will receive certificates for shares of the Amalgamated Company on the basis set forth in paragraph 14 above.

*Continued...*



***Amalgamation Agreement******Page 4***

16. ①The capital attributable to the common shares of the Amalgamated Company issuable pursuant to paragraph 14 on the conversion of shares of AmalCo #1 and AmalCo #2 will be the aggregate of the capital attributable to the shares so converted, which is  $\${amount}$ .

17. The Amalgamated Company will possess all the property, rights and privileges and will be subject to all the liabilities, obligations, contracts, disabilities, claims and debts of the Amalgamating Companies as such exist immediately prior to the Amalgamation.

18. All rights of creditors against each of the Amalgamating Companies and all liens upon their assets will be unimpaired by the amalgamation and all debts, obligations, contracts, liabilities and duties of each of the Amalgamating Companies thenceforth will attach to the Amalgamated Company and may be enforced against it.

19. No action or proceeding by or against any of the Amalgamating Companies will abate or be affected by the Amalgamation.

20. The parties hereto covenant and agree with each other that they will sign, execute and deliver and complete any and all other documents or instruments necessary to give full force and effect to the provisions and intent of this agreement.

21. The parties may, by resolution of their respective directors, assent to any alteration or modification of this agreement which the Registrar of Companies or the Supreme Court of British Columbia may require or which the shareholders of the Amalgamating Companies may direct or approve pursuant to the Act and all alterations or modifications so assented to will be binding upon the parties hereto. In addition, at any time before the issuance of a Certificate of Amalgamation in respect of the Amalgamation, this Agreement may be terminated by the directors of AmalCo #1 or AmalCo #2, in their sole discretion, regardless of whether this Agreement has been approved by the shareholders of any or all of the Amalgamating Companies.

**IN WITNESS WHEREOF**, each of the Amalgamating Companies have duly executed this Agreement on the day and year first above written.

②{*AMALCO #1*}

Per: \_\_\_\_\_  
Authorized Signatory(ies)

## RESOLUTION OF DIRECTORS (Authorizing Affidavit)

### General Notes

If the company will be amalgamated without a court order, an officer or director must swear an *Affidavit* (page 42) stating that the officer or director has reasonable grounds for believing that no creditor of the company will be prejudiced by the amalgamation or that the company has complied with the provisions in section 278 of the Act with respect to sending a notice to creditors. The directors of each amalgamating company may resolve to authorize one of the directors or officers to swear the Affidavit.

This resolution is not required under the Act but is best practice to prepare it for each subsidiary amalgamating company in a short form vertical amalgamation where no other authorization of the directors or shareholders is required. Check with the supervising lawyer, whether this resolution should be prepared. For example, if the director of both the amalgamating companies is the same person, the supervising solicitor may decide that this resolution is not necessary.

### Preparation

- ① If there is only one director, substitute “the sole director”
- ② If there is only one shareholder, substitute “the sole shareholder”
- ③ List the other amalgamating companies
- ④ Insert “*under the name {Name of Amalgamated Company}*” for a regular or horizontal amalgamation
- ⑤ Insert the name of the **holding** company in a vertical amalgamation and of the primary company in a horizontal amalgamation.
- ⑥ Insert:
  - section **273** for a **vertical** short form amalgamation;
  - section **274** for a **horizontal** short form amalgamation; or
  - section **269** for a **regular** amalgamation.
- ⑦ Check the *Register of Directors* of the company and insert the names of all directors.

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the law firm’s office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

**DIRECTORS RESOLUTION**  
**OF**  
**{NAME OF COMPANY}**  
**(the “Company”)**

**WHEREAS** the ①directors ②/shareholders of the sole shareholder of the Company have authorized the Company to amalgamate with ③{*Amalgamating Companies*} under the name ④ as ⑤ pursuant to the provisions of section ⑥ of the *Business Corporations Act* (British Columbia) (the “Act”).

**RESOLVED THAT:**

1. The Company amalgamate with ③ under the name of ④ as ⑤ pursuant to the provisions of section ⑥ of the Act.
2. Any one director or officer of the company be authorized to execute and deliver an affidavit on behalf of the Company attesting to the facts prescribed by Section 277(1) of the Act and to do all such acts and execute all such documents as may be required to comply with Section 275 of the Act .
3. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such other documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated effective: *{Date}*.

\_\_\_\_\_  
⑦ *{NAME OF DIRECTOR}*

\_\_\_\_\_  
⑦ *{NAME OF DIRECTOR}*

---

---

## UNANIMOUS SHAREHOLDERS RESOLUTION (Approving Amalgamation)

### General Notes

Unless a company amalgamates under section 273 (vertical short form) or 274 (horizontal short form), the *Amalgamation Agreement* must be adopted by each of the companies that is a party to it (s. 270(1)(a)) and the amalgamation must be adopted by each company's shareholders under section 271.

Section 271 provides that the shareholders may adopt the *Amalgamation Agreement* by unanimous resolution. If it is necessary to hold an extraordinary general meeting to approve the amalgamation, certain special requirements regarding notice must be met. In addition, unless all of the shareholders (including non-voting shareholders) unanimously approve the *Amalgamation Agreement*, non-voting shareholders may be entitled to a class vote if special rights and restrictions attached to such shares would be prejudiced or interfered with by the amalgamation. The calling and holding of an extraordinary general meeting to approve an amalgamation is beyond the scope of this Guide, but will be included in a future update.

### Preparation

- ① List the names of all amalgamating companies, except for the name of the company for which you are preparing the resolution.
- ② Insert the effective date of the *Amalgamation Agreement*.
- ③ Insert the names of all the shareholders, both voting and non-voting.

### Processing

Prepare a similar resolution for each amalgamating company.

Once these documents are prepared, checked and approved by the supervising solicitor, they are sent to the company for signature (see *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

---

---

**SHAREHOLDERS RESOLUTIONS****OF****{NAME OF COMPANY}****(the “Company”)****RESOLVED AS A UNANIMOUS RESOLUTION THAT:**

1. The Company amalgamate with *{Names of Other Amalgamating Companies}*① under the name *{Name of Amalgamated Company}* under the provisions of the *Business Corporations Act* (British Columbia).
2. The Amalgamation Agreement and Articles dated *{date}*② for the amalgamation of the Company with *{Names of Other Amalgamating Companies}*① be adopted.
3. *{Name of Law Firm}* be appointed as the Company’s agent to electronically file the Amalgamation Application with the Registrar of Companies.
4. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated effective: *{Date}*

---

**③{NAME OF SHAREHOLDER}**

---

**③{NAME OF SHAREHOLDER}**

## AFFIDAVIT

### General Notes

For an amalgamation to be effected without court approval, section 277 requires that an affidavit of a director or officer of each amalgamating company be obtained and deposited in the company's records office. This affidavit may only be sworn **after**:

- the *Amalgamation Agreement* has been entered into and adopted by the shareholders of each amalgamating company pursuant to section 271; or
- if the company proposes to apply for a vertical or horizontal short form of amalgamation, the required resolutions of each amalgamating company have been passed;

**and:**

- either consents have been obtained from any creditors of the company (see step 12 of the **Procedure/Checklist**) or proper notice has been given to the creditors pursuant to s. 278.

If a person is a director or officer of several amalgamating companies, he or she must swear a **separate** affidavit for each amalgamating company. The facts may not be the same for the individual companies.

If one of the amalgamating companies is a foreign corporation, this *Affidavit* is not required in British Columbia although it may be required in the home jurisdiction of the foreign corporation.

### Preparation

- ① List the names of all the other **amalgamating** companies.
- ② Insert the name and prescribed address of the director or officer of the Company who will swear the Affidavit.
- ③ If the person swearing the Affidavit is the only director, insert "the sole director". If there are several directors, insert "one of the Directors" or if the person is an officer, insert the office, e.g. "the President".
- ④ Insert the incorporation number from the *Certificate of Incorporation*. If the company was recognized by a continuation or amalgamation, insert that number and change the word "incorporated" to "amalgamated" or "continued"
- ⑤ Insert "*under the name {Name of Amalgamated Company}*" for a regular or horizontal amalgamation.
- ⑥ Insert section **269** for a **regular** amalgamation, section **273** for a **vertical** short form amalgamation and section **274** for a **horizontal** short form amalgamation.
- ⑦ If the amalgamation is a **regular** amalgamation, use the first paragraph, or if the amalgamation is a **short** form amalgamation, use the second paragraph. In a vertical amalgamation, remove this paragraph for the amalgamating companies, other than the holding company if no resolution is passed by the directors of the subsidiary companies.
- ⑧ If the directors rather than the shareholders passed the resolution authorizing the amalgamation, change to "directors". If the Affidavit is for a subsidiary company, change "of the Company" to "of the *{Parent Company}*"
- ⑨ If this statement is not true or the director or officer swearing this Affidavit cannot attest to this statement, the requirements of sections 277(3)(b) and 278 must be complied with and the following substituted:  
*"Notice has been given by the Company to all known creditors of the Company in accordance with the provisions of subsection 278(1)(a) of the Act and a notice has been published in the {Name of Newspaper} on {date}, a copy of which notice is attached hereto as Exhibit "A", and no creditor has notified the Company of any objection to the amalgamation."*

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

The name of the Commissioner (and contact information) must be legibly printed below their signature.

The *Affidavit* must be deposited with the Records Office of the company prior to amalgamation and time and date stamped.

**RE: AMALGAMATION OF**  
***{NAME OF FIRST AMALGAMATING COMPANY}*, and**  
***{NAMES OF ALL OTHER AMALGAMATING COMPANIES}* ①**

*as*

***{NAME OF AMALGAMATED COMPANY}***

**AFFIDAVIT**

I, *{NAME }*②, of *{address}*②, MAKE OATH AND SAY THAT:

1. I am ③ of *{NAME OF COMPANY}* (the “Company”) and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where stated to be based on information and belief and, where so stated, I verily believe them to be true.
2. The Company was incorporated④ under the laws of the Province of British Columbia on *{Date}*④ under No. *{number}*④.
3. The Company proposes to amalgamate with *{names of other amalgamating companies}*① under the name ⑤ pursuant to section ⑥ of the *Business Corporations Act* (the “Act”).
4. ⑦ The Company has entered into an amalgamation agreement with *{names of other amalgamating companies}*① and that amalgamation agreement:
  - (a) complies with section 270 of the Act; and
  - (b) has been adopted in accordance with section 271 of the Act.

*or:*

4. ⑦ The amalgamation has been approved by the shareholders⑧ of the Company in accordance with section ⑥ of the Act.
5. ⑨ I believe, and have reasonable grounds for believing that no creditor of the Company will be materially prejudiced by the amalgamation.

**SWORN BEFORE ME** at *{City}*, )  
 Province of British Columbia, this \_\_\_\_ )  
 day of \_\_\_\_\_, 20\_\_ )  
 )  
 )  
 )  
 \_\_\_\_\_ )  
 A Commissioner for taking Affidavits )  
 in British Columbia )

\_\_\_\_\_  
***{NAME OF PERSON SWEARING***  
***AFFIDAVIT}***

---

---

**TRANSMITTAL LETTER**  
**(Forwarding Amalgamation Documents for Signature)**

**General Notes**

Once all the documents in support of an amalgamation application have been prepared and approved by the supervising solicitor, the directors and/or shareholders of the amalgamating companies must sign them. If the amalgamating companies are closely held companies, the clients will usually sign the documents at the law firm's office, particularly in view of the fact that the Affidavits must be sworn before a lawyer or notary public. If it is not practical for the clients to attend at the law firm's office, a transmittal letter should be forwarded to the client enclosing the amalgamation documents for signature.

**Preparation**

- ① List all the amalgamating companies.
- ② Insert the name of the amalgamated company.
- ③ Insert the details and the name of the person from whom the instructions were received.
- ④ As all of the amalgamating companies must be in good standing before amalgamating (unless they are foreign corporations), and the "holding" and "primary" companies (as the case may be, if the amalgamation is to be a short form amalgamation) must be transitioned into the Act, list the additional documents prepared and enclosed (see step 7 of the **Procedure/Checklist**).
- ⑤ Delete if the amalgamation is a short form amalgamation.
- ⑥ Delete this paragraph if the Directors Resolutions will not be enclosed.
- ⑦ Change to "directors" if directors resolutions were prepared instead of special resolutions.
- ⑧ Insert the names of the amalgamating companies and the names of the director or officer of each company who will swear the affidavits.

**Processing**

Make one copy of the letter for the file.

Ensure that all enclosures are attached and that you have copies of all enclosures for the file.

Diarize for two weeks.

*{date}*

*{name and of client }*

Dear \_\_\_\_\_:

**Re: Proposed amalgamation of ① as ②**

On instructions received from ③, we have prepared and enclose the following documents for signature and return to our office:

1. ④the following documents required to bring ④*{name of the amalgamating company}* into good standing with the Registrar of Companies:
  - (a) ④;
2. ⑤Amalgamation Agreement with Amalgamation Application and Articles attached to be signed by the authorized signatory of each amalgamating company. Please note that one or more of the directors listed in the Amalgamation Agreement must also sign the Articles attached to the Amalgamation Agreement;
4. ⑥Directors Resolutions authorizing the swearing of the Affidavits of each of:
  - (a) ①;
  - (b) ①;to be signed by the directors as indicated;
4. Shareholders ⑦ Resolution approving the amalgamation of each of:
  - (a) ①;
  - (b) ①;to be signed by the shareholders⑦ as indicated;
5. Affidavits of each of:
  - (a) *{Name of Director/Officer swearing Affidavit}* on behalf of *{Name of Amalgamating Company}*⑧;
  - (b) *{Name of Director/Officer swearing Affidavit}* on behalf of *{Name of Amalgamating Company}*⑧;to be sworn before a lawyer or notary public – please note that the name of the Commissioner (and contact information) must be legibly printed below the signature;
5. Amalgamation Application to be signed in Item F by the authorized signing authority for each amalgamating company;
6. Consents to Act for each of the directors of the amalgamated Company.

Please note that the Affidavits must be sworn before a lawyer or notary public. If it would be more convenient for ⑧*{Names of Directors swearing Affidavits}* to attend our office for this purpose, please call to set up an appointment to do so.

If you have any questions regarding the enclosed, please do not hesitate to contact us.

Yours truly,

*{NAME OF LAW FIRM}*

---

---

**AMALGAMATION APPLICATION**  
**(Form 13 – BC Company)**

**General Notes:**

This Application must be filed pursuant to section 275 of the Act for a **regular** amalgamation. Only one form is filed per amalgamation. In other words, if several companies are amalgamating, the names of all of the amalgamating companies will be set out on one form.

**Preparation:**

The instructions printed in the form are complete, however the additional explanations set out below are included for those items that may be confusing.

**ITEM A** Check all applicable boxes:

- BC company for a limited liability company; and/or
- BC unlimited liability company.

**ITEM B** Insert the name of the amalgamated company exactly as reserved or choose the second box if the company is to be amalgamated as a numbered BC company which means that its name will be created by adding “B.C. Ltd.” after the number allocated by the Registrar as the corporation’s amalgamation number. Insert the name of one of the amalgamating companies in the third box if the amalgamated company will take the name of one of the amalgamating companies.

**ITEM C** Check the second  “Without Court Approval”. Ensure that all required affidavits (see page 42) have been obtained and deposited in the company records office.

*Continued...*



**BC Registry  
Services**

BC Limited Company  
**AMALGAMATION APPLICATION**  
*BUSINESS CORPORATIONS ACT, section 275*

Telephone: 1 877 526-1526  
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt  
Victoria BC V8W 9V3

Courier Address: 200 – 940 Blanshard Street  
Victoria BC V8W 3E6

DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)

**Freedom of Information and Protection of Privacy Act (FOIPPA):** Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**A INITIAL INFORMATION** – *When the amalgamation is complete, your company will be a BC limited company.*

What kind of company(ies) will be involved in this amalgamation?  
(Check all applicable boxes.)

- BC company
- BC unlimited liability company

**B NAME OF COMPANY** – *Choose one of the following:*

The name \_\_\_\_\_ is the name reserved for the amalgamated company. The name reservation number is: \_\_\_\_\_,

**OR**

The company is to be amalgamated with a name created by adding "B.C. Ltd." after the incorporation number,

**OR**

The amalgamated company is to adopt, as its name, the name of one of the amalgamating companies.

The name of the amalgamating company being adopted is:

\_\_\_\_\_

The incorporation number of that company is: \_\_\_\_\_

*Please note: If you want the name of an amalgamating corporation that is a foreign corporation, you must obtain a name approval before completing this amalgamation application.*

**C AMALGAMATION STATEMENT** – *Please indicate the statement applicable to this amalgamation.*

**With Court Approval:**  
This amalgamation has been approved by the court and a copy of the entered court order approving the amalgamation has been obtained and has been deposited in the records office of each of the amalgamating companies.

**OR**

**Without Court Approval:**  
This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

---

---

**AMALGAMATION APPLICATION**  
**(Form 13)**

**Preparation (Continued):**

**ITEM D** Determine if an effective date was included in the amalgamating companies' resolutions and check one of the .

Note: The date cannot be before, or more than ten days after, the proposed date of filing of the Notice.

**ITEM E** In the first column insert the name of each amalgamating company. In the second column insert the recognition number of each amalgamating company if it is a British Columbia company and in the third column insert the home jurisdiction if it is a foreign corporation.

**ITEM F** If any of the amalgamating companies is a foreign corporation, section 275(1)(b) requires an authorization for the amalgamation from the foreign corporation's jurisdiction. You should arrange to deliver the authorization to the Registrar before paper filing this application.

**ITEM G** Insert the name of the signing authority for each amalgamating company in the numbered line that corresponds to the numbered line listing the names of the amalgamating companies in Item E. Although the form does not require it, you may insert the name of each amalgamating company above or below the name of the authorized signing authority for that company in the first column.

*Continued...*

**D AMALGAMATION EFFECTIVE DATE** – Choose **one** of the following:

- The amalgamation is to take effect at the time that this application is filed with the registrar.
- The amalgamation is to take effect at 12:01a.m. Pacific Time on  being a date that is not more than ten days after the date of the filing of this application.
- The amalgamation is to take effect at  a.m. or  p.m. Pacific Time on  being a date and time that is not more than ten days after the date of the filing of this application.

**E AMALGAMATING CORPORATIONS**

Enter the name of each amalgamating corporation below. For each company, enter the incorporation number. If the amalgamating corporation is a foreign corporation, enter the foreign corporation's jurisdiction and if registered in BC as an extraprovincial company, enter the extraprovincial company's registration number. Attach an additional sheet if more space is required.

| NAME OF AMALGAMATING CORPORATION | BC INCORPORATION NUMBER, OR EXTRAPROVINCIAL REGISTRATION NUMBER IN BC | FOREIGN CORPORATION'S JURISDICTION |
|----------------------------------|---|------------------------------------|
| 1.                               |   |                                    |
| 2.                               |   |                                    |
| 3.                               |   |                                    |
| 4.                               |   |                                    |
| 5.                               |   |                                    |

**F FORMALITIES TO AMALGAMATION**

If any amalgamating corporation is a foreign corporation, section 275 (1)(b) requires an authorization for the amalgamation from the foreign corporation's jurisdiction to be filed.

- This is to confirm that each authorization for the amalgamation required under section 275(1)(b) is being submitted for filing concurrently with this application.

**G CERTIFIED CORRECT** – I have read this form and found it to be correct.

This form must be signed by an authorized signing authority for each of the amalgamating companies as set out in Item E.

| NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION | SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION | DATE SIGNED<br>YYYY / MM / DD |
|---|--|-------------------------------|
| 1.  | X  |                               |
| 2.  | X  |                               |
| 3.  | X  |                               |
| 4.  | X  |                               |
| 5.  | X  |                               |

**AMALGAMATION APPLICATION  
(Form 13)**

**NOTICE OF ARTICLES**

**Preparation (Continued):**

**Please note that pages 1 and 2 of the *Notice of Articles* which form part of Form 13 are combined on this page.**

The instructions printed in the form are complete, however the additional explanations set out below are included for those items that may be confusing.

- ITEM A**      Insert the name of the amalgamated company.
- ITEM B**      If there is no translation of the amalgamated company's name, leave the box blank.  
  
**Never** insert "Not Applicable" as this will show as the assumed name for the amalgamated company, if it is entered upon e-filing.
- ITEM F**      Copy the authorized share structure from the Amalgamation Application attached to the *Amalgamation Agreement*.

**Processing:**

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the law firm's office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).



---

---

**AMALGAMATION APPLICATION (SHORT)**  
**(Form 14)**

**General Notes:**

This Application must be filed for a **short** form amalgamation pursuant to section 275 of the Act. Only one form is filed for each amalgamation. In other words, if several companies are amalgamating, the names of all of the amalgamating companies will be set out on one form.

**Preparation:**

The instructions printed in the form are complete, however the additional explanations set out below are included for those items that may be confusing.

**ITEM A** Refer to:

- page 3 of the explanation as to which company is the amalgamating **holding** company in a vertical amalgamation; and
- page 5 of the explanation as to which company is the amalgamating **primary** company in a horizontal amalgamation (the shares of which are not to be cancelled)

**ITEM B** Check the second  “Without Court Approval”. Ensure that all required affidavits (see page 42) have been obtained and deposited in the company records office.

**ITEM C** Determine if an effective date was specified in the amalgamating companies’ resolutions and check one of the .

Note: The date cannot be before, or more than ten days after, the proposed date of filing of the Notice.

*Continued...*



**BC Registry Services**

BC Company

**AMALGAMATION APPLICATION (SHORT)**

*BUSINESS CORPORATIONS ACT, section 275*

Telephone: 1 877 526-1526  
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt  
Victoria BC V8W 9V3

Courier Address: 200 – 940 Blanshard Street  
Victoria BC V8W 3E6

**DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)**

**Freedom of Information and Protection of Privacy Act (FOIPPA):**  
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**A AMALGAMATION TYPE – Please indicate if this application is for a Vertical or Horizontal Amalgamation.**

This is a vertical short form amalgamation under section 273 of the *Business Corporations Act*. The amalgamated company will adopt as its notice of articles, the notice of articles of the amalgamating holding corporation that is a company.

The name and incorporation number of the amalgamating holding corporation is:

Name: \_\_\_\_\_

Incorporation number: \_\_\_\_\_

**OR**

This is a horizontal short form amalgamation under section 274 of the *Business Corporations Act*. The amalgamated company will adopt as its notice of articles, the notice of articles of the amalgamating company the shares of which are not to be cancelled.

The name and incorporation number of the amalgamating company the shares of which are not to be cancelled is:

Name: \_\_\_\_\_

Incorporation number: \_\_\_\_\_

**B AMALGAMATION STATEMENT – Please indicate the statement applicable to this amalgamation.**

**With Court Approval:**  
This amalgamation has been approved by the court and a copy of the entered court order approving the amalgamation has been obtained and has been deposited in the records office of each of the amalgamating companies.

**OR**

**Without Court Approval:**  
This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

**C AMALGAMATION EFFECTIVE DATE – Choose *one* of the following:**

The amalgamation is to take effect at the time that this application is filed with the registrar.

YYYY / MM / DD

The amalgamation is to take effect at 12:01a.m. Pacific Time on \_\_\_\_\_ being a date that is not more than ten days after the date of the filing of this application.

YYYY / MM / DD

The amalgamation is to take effect at \_\_\_\_\_ a.m. or \_\_\_\_\_ p.m. Pacific Time on \_\_\_\_\_ being a date and time that is not more than ten days after the date of the filing of this application.

---

---

**AMALGAMATION APPLICATION (SHORT)**  
**(Form 14)**

**Preparation (Continued):**

- ITEM D** In the first column insert the name of each amalgamating company. In the second column insert the recognition number of each amalgamating company if it is a British Columbia company and in the third column insert the jurisdiction if it is a foreign corporation.
- ITEM E** In a vertical amalgamation, if one of the amalgamating companies is a foreign corporation, section 275(1)(b) requires an authorization for the amalgamation from the foreign corporation's jurisdiction. You should arrange to deliver the authorization to the Registrar before paper filing this application.
- ITEM F** Insert the name of the signing authority for each amalgamating company in the numbered line that corresponds to the numbered line listing the names of the amalgamating companies in Item D. Although the form does not require it, you may insert the name of each amalgamating company above or below the name of the authorized signing authority for that company in the first column.

**Processing:**

Once this document is prepared, checked and approved by the supervising solicitor, you should either arrange to have it signed in the law firm's office, together with all the other amalgamation documents, or send it to the company for signature with the *Transmittal Letter to Client (Forwarding Amalgamation Documents for Signature)* (page 44).

**D AMALGAMATING CORPORATIONS**

Enter the name of each amalgamating corporation below. For each company, enter the incorporation number. If this is a vertical amalgamation and an amalgamating corporation is a foreign corporation, enter the foreign corporation's jurisdiction and if registered in BC as an extraprovincial company, enter the extraprovincial company's registration number.

| NAME OF AMALGAMATING CORPORATION | BC INCORPORATION NUMBER, OR<br>EXTRAPROVINCIAL REGISTRATION<br>NUMBER IN BC | FOREIGN<br>CORPORATION'S<br>JURISDICTION |
|----------------------------------|---|--|
| 1.                               |   |  |
| 2.                               |   |  |
| 3.                               |   |  |
| 4.                               |   |  |
| 5.                               |   |  |

**E FORMALITIES TO AMALGAMATION**

If this is a vertical amalgamation and an amalgamating corporation is a foreign corporation, section 275 (1) (b) requires an authorization for the amalgamation from the foreign corporation's jurisdiction to be filed.

This is to confirm that each authorization for the amalgamation required under section 275(1)(b) is being submitted for filing concurrently with this application.

**F CERTIFIED CORRECT – I have read this form and found it to be correct.**

This form must be signed by an authorized signing authority for each of the amalgamating companies as set out in Item D.

| NAME OF AUTHORIZED SIGNING AUTHORITY FOR<br>THE AMALGAMATING CORPORATION | SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR<br>THE AMALGAMATING CORPORATION | DATE SIGNED<br>YYYY / MM / DD |
|--|---|-------------------------------|
| 1.   | X   |                               |
| 2.   | X   |                               |
| 3.   | X   |                               |
| 4.   | X   |                               |
| 5.   | X   |                               |

## POST-AMALGAMATION DIRECTORS RESOLUTIONS

### General Notes

When the amalgamation has been finalized and the *Amalgamation Application* has been filed online, the amalgamated company must be organized in a manner similar to the organization of a newly incorporated company. The purpose of these resolutions is to complete the **organization** of the amalgamated company.

### Preparation

- ① Insert the names of all of the amalgamating companies.
- ② For a regular amalgamation, this paragraph may be deleted if no shares of any amalgamating subsidiary company are being cancelled, and the following paragraph substituted:

*“Pursuant to the Amalgamation Agreement, the issued and outstanding shares of the Amalgamating Companies will be exchanged for the shares of the Amalgamated Company as set out below:*

| Amalgamating Companies                   | Shareholder          | Shares in Amalgamating Companies                    | Shares in the Amalgamated Company Issued in Exchange         |
|--|----------------------|---|--|
| <i>{Names of Amalgamating Companies}</i> | <i>{SHAREHOLDER}</i> | <i>{Number and Class of Shares being exchanged}</i> | <i>{Number and Class of Shares being issued in exchange}</i> |

- ③ List the names of the companies whose shares were cancelled.  
 In a **vertical** amalgamation, the shares of all amalgamating **subsidiary** companies are cancelled (except those of the holding company), therefore list the names of all subsidiary companies, except the **holding** company.  
 In a **horizontal** amalgamation, the shares of all the other amalgamating companies (**except** the **primary** company) are cancelled, therefore list all of the amalgamating companies **except** the **primary** company.
- ④ For a regular amalgamation, substitute “**EXCHANGE AND CANCELLATION OF SHARES**”.
- ⑤ List the names of the amalgamating companies, certificate numbers, names of shareholders and number and class of shares for each share certificate being cancelled.
- ⑥ For a regular amalgamation, substitute:  
 “1. Pursuant to the exchange of shares set out above, the Amalgamated Company allot and issue to the following person(s) the shares of the Amalgamated Company as set out below:”
- ⑦ Insert the name of the **holding/primary** company.
- ⑧ List the names of the shareholders that will hold shares in the Amalgamated Company after the amalgamation and the number of shares held by each.
- ⑨ Insert the name of the class of shares and the paid-up capital per share when the capital of the amalgamating companies are included.

*Continued...*

**DIRECTORS RESOLUTIONS**  
**OF**  
**{NAME OF AMALGAMATED COMPANY}**  
**(the “Amalgamated Company”)**

**WHEREAS:**

A The following companies were amalgamated on *{date}* to form the Amalgamated Company (the “Amalgamation”) and Certificate of Amalgamation *{number}* was issued pursuant to the *Business Corporations Act* (British Columbia):

*{Names of Amalgamating Companies}*<sup>①</sup>  
 (the “Amalgamating Companies”)

B. ② The issued and outstanding shares of:

- (a) ③;
- (b) ③;

were cancelled without any repayment of capital in respect of those shares;

C. Share Certificates have been received from all of the shareholders of the Amalgamating Companies for cancellation.

**RESOLVED THAT:**

**④ CANCELLATION AND ISSUANCE OF SHARES**

The following shares and Share Certificate(s) representing such shares of the following Amalgamating Companies be cancelled:

| Name of Amalgamating Company | Certificate Number | Name of Shareholder | Number and Class of Shares |
|------------------------------|--------------------|---------------------|----------------------------|
| ⑤                            | ⑤                  | ⑤                   | ⑤                          |

⑥ The following, being the shareholders of ⑦ immediately prior to the Amalgamation be confirmed as the shareholders of the Amalgamated Company:

| Name of Shareholder | Number and Class of Shares |
|---------------------|----------------------------|
| ⑧                   | ⑧                          |

The paid-up capital of the shares issued above be set as follows:

| Number and Class of Shares | Paid up Capital per share |
|----------------------------|---------------------------|
| ⑨                          | ⑨                         |

*Continued...*

## POST-AMALGAMATION DIRECTORS RESOLUTIONS

### General Notes (Continued)

The newly amalgamated company must issue new *Share Certificates* to represent the shares exchanged pursuant to the amalgamation. All the *Share Certificates* of the amalgamating companies are surrendered for cancellation, but since all shares of the subsidiary companies in a vertical amalgamation and the non-primary companies in a horizontal amalgamation are cancelled, *Share Certificates* are not issued representing those shares.

### Preparation (Continued)

- ① Insert the details of the *Share Certificates* to be issued to the amalgamated company's shareholders.

For a **vertical** amalgamation, set out:

- the name of the holding company;
- the name(s) of the shareholder(s) of the holding company;
- the number and class of shares held by the shareholder(s) of the holding company and the number of the new *Share Certificate(s)* issued in exchange for the *Share Certificate(s)* in the holding company.

For a **horizontal** amalgamation, set out:

- the name of the **primary** company;
- the name(s) of the shareholder(s) of the primary company;
- the number and class of shares held by the shareholder(s) of the primary company and the number of the new *Share Certificate(s)* issued in exchange for the *Share Certificate(s)* in the primary company.

For a **regular** amalgamation, set out:

- the names of the amalgamating companies' shareholders who will be receiving shares in the amalgamated company;
- the number and class of shares to be issued to the shareholder(s) of the amalgamated company in exchange for shares in the amalgamating companies as set out in the *Amalgamation Agreement* and the number of the new *Share Certificate(s)* issued.

For a discussion on *Share Certificates* and more particularly certificate numbers see the **Records** chapter.

- ② Change as appropriate. Check your firm's policy. Some firms prefer to name an officer, such as President or Secretary.
- ③ In a **vertical** amalgamation (see page 3), the amalgamated company adopts the *Articles* and the *Notice of Articles* of the **holding** company (s. 273).

In a **horizontal** amalgamation (see page 5), the amalgamated company adopts the *Articles* and the *Notice of Articles* of the **primary** company (the one whose shares are not cancelled) (s. 274).

You may substitute the following for a regular amalgamation or omit this paragraph:

*“The form of Articles and Notice of Articles attached as Schedule “A” and “B” of the Amalgamation Agreement, be adopted and approved as the Articles and Notice of Articles of the Amalgamated Company.”*

- ④ Change as appropriate.

*Continued...*

***Post-Amalgamation Directors Resolutions***

**Page 2**

**SHARE CERTIFICATES**

Each Share Certificate issued by the Amalgamated Company representing shares in the Amalgamated Company will be in a form that complies with the *Business Corporations Act* (British Columbia) and be signed by any one of the officers or directors of the Amalgamated Company whose signature thereon will constitute adoption by the Amalgamated Company of such form of certificate with respect to the shares represented thereby.

**ISSUANCE OF REPLACEMENT SHARE CERTIFICATES**

The directors be authorized to execute and deliver the following Share Certificates representing the issued shares of the Amalgamated Company registered in the following names:

| Name of Shareholder   | Number and Class of Shares | Certificate No. |
|-----------------------|----------------------------|-----------------|
| {Name of Shareholder} | ①                          | ①               |
| {Name of Shareholder} | ①                          | ①               |

The necessary particulars in respect of such shares be entered in the Central Securities Register of the Amalgamated Company and any ②one director or officer of the Amalgamated Company be authorized to execute such Share Certificates on behalf of the Amalgamated Company and deliver the Share Certificates to the shareholders entitled thereto.

**ARTICLES AND NOTICE OF ARTICLES**

③The Articles and Notice of Articles of *{Name of Holding/Primary Company}*, in effect immediately prior to the Amalgamation be adopted and approved as the Articles and Notice of Articles of the Amalgamated Company.

**SIGNING AUTHORITY**

All documents and instruments, other than banking documents, required to be executed on behalf of the Amalgamated Company be signed by ④a majority of directors.

*Continued...*

## POST-AMALGAMATION DIRECTORS RESOLUTIONS

### General Notes (Continued)

Every company must have an auditor (s. 203(1)) and the directors of the amalgamated company are required to appoint an authorized person as the first auditor of the amalgamated company to hold office until the next Reference Date (s. 204(1)). However, the appointment of an auditor may be waived if all the shareholders of a company consent in writing to a resolution waiving such appointment (s. 203(2)) (see ② below and **Explanation** in the **Annual Maintenance** chapter).

### Preparation (Continued)

- ① Insert the names of the officers and their offices from instructions received. Refer to the **Directors and Officers** chapter for a discussion on the qualifications of officers. Also, check the requirements for the appointment of officers in the *Articles* of the amalgamated company. If no officers are appointed (s. 141(1)), delete the entire paragraph, including the heading.
- ② Insert the date of the financial (fiscal) year end. You may have to contact the company's accountants to determine the correct date.
- ③ Insert one of these paragraphs depending on whether or not an auditor is appointed. If an auditor is appointed, insert the name of the auditor. If an auditor is **not** appointed (see **General Notes** above), an accountant should be appointed and the Shareholders must waive the appointment of an auditor. You should prepare a *Shareholders Resolution (Waiving the appointment of an Auditor)* (see the **Organization** chapter) if there are non-voting shareholders.
- ④ Insert this paragraph and the name of the amalgamated company's bank if the amalgamated company will be opening a bank account. If you have not been provided with the name of the bank, either call the client or leave a blank space and ask the client in the *Transmittal Letter* (page 66) to complete this information.
- ⑤ If there is only one director or officer, delete "any one director or officer" and substitute:

*"The Director (or: President) of the Amalgamated Company be authorized ..."*
- ⑥ Check the *Notice of Articles*. If the Registered and Records Office is situated somewhere other than at the law firm, omit the whole of the section regarding the Registered and Records Office (including the heading).
- ⑦ The **Records Office Agent** is usually the law firm, but some law firms use a corporate records management company to maintain the records of the companies that it acts for. If that is the case, insert the name of the management company rather than the name of the law firm as the agent.

*Continued...*

***Post-Amalgamation Directors Resolutions******Page 3*****① OFFICERS**

The following persons are appointed to the following offices of the Amalgamated Company:

President                      *{NAME OF PRESIDENT}* ①

Secretary                      *{NAME OF SECRETARY}* ①

**FINANCIAL YEAR END**

② The financial year end of the Amalgamated Company be *{date}* ②.

**③ APPOINTMENT OF ACCOUNTANT**

*{NAME OF ACCOUNTING FIRM}* ③, Chartered Professional Accountants (or: Certified General Accountants) be appointed the accountants of the Amalgamated Company.

*or:*

**③ APPOINTMENT OF AUDITOR**

*{NAME OF ACCOUNTING FIRM}* ③, Chartered Professional Accountants, be appointed the first auditor of the Amalgamated Company, to hold office until the first Annual Reference Date.

**ACCOUNTING RECORDS**

The accounting records of the Amalgamated Company be kept at the Amalgamated Company's head office or principal place of business or such other place that the directors may from time to time determine.

**④ BANK**

④ *{Name of Bank}* (the "Bank") be appointed the bank of the Amalgamated Company and the attached form of banking resolution provided by the Bank be adopted as a resolution of the directors.

⑤ Any one director or officer of the Amalgamated Company be authorized to execute and deliver to the Bank such banking resolution and all other documents required by the Bank, whether under the seal of the Amalgamated Company or otherwise.

**⑥ REGISTERED AND RECORDS OFFICE**

- (a) The Amalgamated Company appoint *{name of agent}* ⑦, as its agent to maintain the Amalgamated Company's Records Office and Registered Office as required under the *Business Corporation Act* at such location as *{name of agent}* ⑦ may from time to time determine.
- (b) The Amalgamated Company enter into an agreement (the "Records and Registered Office Agreement") submitted by *{name of agent}* ⑦ relating to the Records Office and Registered Office of the Amalgamated Company and that any one director of the Amalgamated Company may approve, execute and deliver the Records and Registered Office Agreement on behalf of the Amalgamated Company.

*Continued...*

---

---

## POST-AMALGAMATION DIRECTORS RESOLUTIONS

### Preparation (Continued)

- ① The **Records Office Agent** is usually the law firm, but some law firms use a corporate records management company to maintain the records of the companies that it acts for. If that is the case, insert the name of the management company rather than the name of the law firm as the agent.
- ② Insert the amalgamation date unless you are using another date for the organization of the amalgamated company.
- ③ Check the *Register of Directors* of the amalgamated company and provide a signature line for all directors of the amalgamated company (also check the *Notice of Articles*).

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature (if the client is not signing the documents at your office) – see the *Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature)* (page 66).

***Post-Amalgamation Directors Resolutions******Page 4***

- (c) If *{name of agent}* ① gives written notice to the Amalgamated Company that it will no longer act as agent:
- (i) the Records Office and Registered Office of the Amalgamated Company will be located at the head office of the Amalgamated Company in British Columbia at its last known address or, if there is no such office, at the last known address of any director or former director resident in British Columbia;
  - (ii) *{name of agent}* ① is authorized to deliver to such address all the records of the Amalgamated Company formerly at its office; and
  - (iii) *{name of agent}* ① is authorized to complete, execute and file with the Registrar of Companies a Notice to Change Office and any other documents required by the *Business Corporations Act*.

Dated effective: *{Date}* ②

---

③ *{NAME OF DIRECTOR}*

---

③ *{NAME OF DIRECTOR}*

## POST-AMALGAMATION SHAREHOLDERS RESOLUTION

### General Notes

This resolution is prepared and signed by the **voting** shareholders confirming the directors and waiving the appointment of an auditor if no auditor was appointed in the *Post-Amalgamation Directors Resolutions* (page 56). If there are **non-voting** shareholders, omit the paragraph waiving the appointment of an auditor and prepare the **Shareholders Resolution (Waiving the Appointment of an Auditor)** (see the **Organization** chapter).

### Preparation

- ① Insert the total number of directors that will be appointed.
- ② If only one director is appointed, change the whole paragraph to read:
 

*“The following person, who has consented in writing to act as the sole Director of the Amalgamated Company, is appointed Director of the Amalgamated Company to hold office until the first Annual Reference Date or until such person is removed or resigns from office ...”.*
- ③ Delete this paragraph if there are non-voting shareholders and you will be preparing a *Shareholders Resolution (waiving the appointment of an auditor)* for the signature of all of the shareholders (see the **Organization** chapter).
- ④ Insert the amalgamation date unless you are using another date for the post-amalgamation organization of the company.
- ⑤ Check the *Central Securities Register* of the amalgamated company and provide a signature line for each shareholder (whether voting or non-voting). If a shareholder is a company, use the following form of execution:

*{NAME OF SHAREHOLDER COMPANY}*

Per: \_\_\_\_\_  
           Authorized signatory

### Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature)* page 66, unless the client is signing the documents at your office.

Make one copy for the file.

**SHAREHOLDER(S) RESOLUTION**  
**OF**  
**{NAME OF COMPANY}**  
**(the “Company”)**

**RESOLVED THAT:**

**NUMBER OF DIRECTORS**

The number of directors of the Company is determined at ①.

**APPOINTMENT OF DIRECTOR(S)**

② The following persons, who have consented in writing to act as directors of the Company, are appointed directors of the Company to hold office until the first Annual Reference Date or until such persons are removed or resign from office:

*{NAME OF NEW DIRECTOR}*  
*{NAME OF NEW DIRECTOR}*

**③ WAIVER OF AUDITOR**

The appointment of an Auditor for the Company be waived until the first Annual Reference Date.

Dated effective: *{Date}* ④.

\_\_\_\_\_  
⑤ *{NAME OF SHAREHOLDER}*

\_\_\_\_\_  
⑤ *{NAME OF SHAREHOLDER}*

---

---

**TRANSMITTAL LETTER**  
**(Forwarding Post-Amalgamation Documents for Signature)**

**General Notes**

The *Transmittal Letter* should be prepared if the client is not signing the organization documents for the amalgamated company at the law firm's office.

**Preparation**

- ① List all the amalgamating companies.
- ② Insert the name of the amalgamated company.
- ③ Copy the date and the amalgamation number from the *Certificate of Amalgamation*.
- ④ Omit if an auditor is appointed.
- ⑤ Omit if **no** auditor is appointed.
- ⑥ List the numbers of the *Share Certificates*, the corresponding name of each shareholder and the number and class of shares taken by such shareholder (as shown on the *Share Certificate*).
- ⑦ Omit if the law firm is not appointed as the registered and records office of the company or if the law firm or agent does not require a *Records and Registered Office Agreement*.

**Processing**

Ensure that all enclosures are attached and that a copy of the letter and each enclosure is on file.

Diarize for two weeks.

File No. \_\_\_\_\_

*{date}*

*{name and address of client  
or amalgamated company}*

Dear Sirs:

**Re: Amalgamation of *{Names of Amalgamating Companies}*<sup>①</sup>  
as *{Name of Amalgamated Company}*<sup>②</sup> (the “Amalgamated Company”)**

We are pleased to report that *{Names of Amalgamating Companies}*<sup>①</sup> have amalgamated as *{Name of Amalgamated Company}*<sup>②</sup> on *{date}*<sup>③</sup> under No. *{number}*<sup>③</sup>.

In order to organize the Amalgamated Company, we have prepared and enclose the following documents for signature and return to our office:

1. Directors Resolutions;
2. <sup>④</sup>Shareholders Resolutions;
3. <sup>⑤</sup>Notice of Appointment as Auditor;
4. Share Certificate(s) number(s): <sup>⑥</sup>
5. <sup>⑦</sup>Agreement with respect to the Registered and Records Offices.

We trust you will find the enclosed documents in order. If you have any questions relating to the organization, operation or legal requirements of the Amalgamated Company, please let us know.

If there are any assets held in the names of any of the pre-amalgamation companies that should be re-registered in the name of the Amalgamated Company or if any banks or holders of any other assets should be notified of the amalgamation, please advise us.

When all organizational matters are completed, we will provide you with a comprehensive reporting letter to assist you in the operation of the Amalgamated Company.

Yours truly,

*{NAME OF LAW FIRM}*

---

---

## REPORT TO CLIENT

### General Notes

When the post-amalgamation organization documents have been signed, returned to the law firm and you have attended to the registration of any assets of the amalgamating companies into the name of the amalgamated company (see steps 49 and 50 of the **Procedure/Checklist**), you should report the amalgamation and any other matters relating to the amalgamation to the client. You may also prepare a document brief for the client containing copies of the various amalgamation and organization documents of the amalgamated company.

### Preparation

- ① Insert the names of all the amalgamating companies.
- ② Insert the name of the amalgamated company.
- ③ Copy the amalgamation number and date from the *Certificate of Amalgamation*.
- ④ Copy the authorized share structure of the company from:
  - the *Notice of Articles* contained in the *Amalgamation Application* (Form 13), if the amalgamation is a **regular** amalgamation,
  - the *Notice of Articles* of the *holding* company if the amalgamation is a **vertical** short form amalgamation, or
  - the *Notice of Articles* of the *primary* company if the amalgamation is a **horizontal** short form amalgamation.
- ⑤ Insert the delivery address and, if different, the mailing address of the registered and records offices (usually the law firm).
- ⑥ Insert the names of the directors from the *Notice of Articles* of the amalgamated company.

*Continued...*

File No. \_\_\_\_\_

*{date}*

*{name and address of client}*

Dear Sirs:

**Re: Amalgamation of *{Names of amalgamating companies}* ①  
as ② (the “Amalgamated Company”)**

### **Amalgamation**

We are pleased to report that *{Names of Amalgamating Companies}* ① have amalgamated as *{Name of Amalgamated Company}* ② on *{date}* ③ under No. *{number}* ③.

For your records, we enclose a copy of the Certificate of Amalgamation and a certified copy of the Notice of Articles of the Amalgamated Company.

### **Name**

The Amalgamated Company was amalgamated under the name “*{Name of Amalgamated Company}*”. Section 27 of the *Business Corporations Act* (the “Act”) requires that the Amalgamated Company display its name to the public in legible English or French characters in a conspicuous position at every place at which it carries on business within British Columbia, and on all notices and other official publications, contracts, business letters, purchase orders, invoices, statements of account, receipts, letters of credit, bills of exchange, promissory notes, endorsements, cheques and money orders signed by it or on its behalf.

### **Authorized Share Structure**

The authorized share structure of the Amalgamated Company consists of: ④

### **Registered and Records Offices**

Section 34 of the Act requires that the Amalgamated Company maintain a registered office and a records office in British Columbia, which may, or may not, be located at the same place. The registered office is the Amalgamated Company’s official address for service of documents and the records office is the location where the Amalgamated Company’s Records are kept, mainly the Records Book.

The Amalgamated Company's registered and records offices are located at ⑤.

### **Directors and Officers**

The directors of the Amalgamated Company are as follows:

*{NAME OF DIRECTOR}* ⑥

*{NAME OF DIRECTOR}* ⑥

*Continued...*

---

---

## REPORT TO CLIENT

### Preparation (Continued)

- ① Insert the names of the officers and the offices held. If no officers are appointed, delete this paragraph (including the heading).
- ② For a **vertical** amalgamation, insert the name of the **holding** company.  
  
For a **horizontal** amalgamation, insert the name of the **primary** company.  
  
For a **regular** amalgamation, insert “*the amalgamating companies*”.
- ③ List the number(s) of the **Share Certificates**, the corresponding name of each shareholder and the number and class of shares issued to such shareholder.
- ④ Insert the financial year end date if known. If the financial year end date has not yet been determined, you may substitute:  
  

*“Please advise us of the Amalgamated Company’s financial year end as soon as it has been determined to enable us to diarize the due date for future annual consent resolutions.”*
- ⑤ Insert the name of the Amalgamated Company’s accountants if they have been appointed.  
  
**Note:** If you are appointing an auditor in ⑥, you usually would **not** also appoint an accountant.
- ⑥ If an auditor has been appointed, delete and substitute the following:  
  

*“{NAME} has been appointed the first auditor for the Amalgamated Company to hold office until the first Annual Reference Date and the auditor has been provided with a Notice of Appointment. This appointment may be waived annually by the shareholders.”*
- ⑦ If you have not been provided with the name of the Amalgamated Company’s bank, you may delete this paragraph and replace with:  
  

*“We have not been advised of the name of the Amalgamated Company’s Bank and the signing officers. When determined, please provide us with the name and branch of the Amalgamated Company’s bank and forward to us a copy of the banking resolution appointing the signing officers.”*

*Continued...*

**Report to Client**

**Page 2**

①The Officers of the Amalgamated Company are as follows:

|           |        |
|-----------|--------|
| President | {NAME} |
| Secretary | {NAME} |

**Shares**

The following Share Certificate(s) has/have been issued in exchange for the Share Certificate(s) representing the shares of the shareholders of ② before the amalgamation:

| Name of Shareholder | Number and Class of Shares | Certificate No. |
|---------------------|----------------------------|-----------------|
| ③                   | ③                          | ③               |

**Financial Year End**

The financial year end of the Amalgamated Company has been set at {Date}④.

**Accountants**

⑤{NAME} have been appointed as the Amalgamated Company’s accountants.

or:

**Auditors**

⑥The appointment of an auditor has been waived for the current year.

**Banking**

⑦The Amalgamated Company has appointed the {Name of Bank} as its bank. In due course, please provide us with copies of the signed account documentation for insertion in the Amalgamated Company’s Records Book.

Upon request, we will provide your bank with copies of the amalgamation documents and any other documents as required.

**Corporate Records**

We have set up a Records Book for the Amalgamated Company that is held by us at our office as the Records Office of the Amalgamated Company. Please provide us with copies of all shareholders’ and directors’ resolutions not prepared by us together with copies of your annual financial statements for insertion in the Records Book.

Please review the Records and Registered Office Agreement carefully with respect to your responsibility to provide us with the necessary information and documents to ensure that the Amalgamated Company’s corporate records are properly maintained.

*Continued...*

---

---

**REPORT TO CLIENT****Preparation (Continued)**

- ① See the *Transmittal Letter (Forwarding Post-Amalgamation Documents for Signature)* (page 66) and step 48 of the **Procedure/Checklist** to obtain instructions on whether the title to any assets of the amalgamating companies must be re-registered in the name of the amalgamated company and if any banks or holders of any other assets should be notified of the amalgamation.
- ② Omit this paragraph if you are not sending an account at this time.

**Processing:**

Ensure that all enclosures are attached and that a copy of the letter and each enclosure is on file.

Check with the supervising solicitor if a copy of this letter should be sent to the amalgamated company's accountants.

Diarize for two weeks.

*Continued...*

**Report to Client****Page 4****Filing requirements**

Every year within two months after the anniversary date of the Company's amalgamation, the Amalgamated Company must file an Annual Report with the Registrar of Companies in the form established by the Registrar of Companies (s. 51). We have diarized this matter and will forward the Annual Report to you for signature at the required time.

Within 15 days after a change in its Directors or in the prescribed address of any of its Directors, the Amalgamated Company is required to file a Notice of Change of Directors with the Registrar of Companies in the form established by the Registrar (s. 127).

**Annual General Meeting**

The Act requires that:

- (a) the first Annual General Meeting of the Amalgamated Company must be held not more than 18 months after the date of amalgamation;
- (b) from that date on, the Amalgamated Company must hold an annual general meeting at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting; and
- (c) the Amalgamated Company's financial statements must be presented to the shareholders within six months of the company's financial year end.

The requirement of convening an actual meeting can be dispensed with if all the shareholders of the Amalgamated Company consent in writing to the business required to be transacted at the meeting. Unless you instruct us otherwise, each year we will prepare the routine resolutions in lieu of an annual meeting and forward them to you.

**General Matters**

① *{set out arrangements and information regarding the assets and obligations of the amalgamating companies, e.g. notifying banks and creditors}*.

② We enclose our account for services rendered with respect to all matters relating to the amalgamation.

Please contact us if you require anything further at this time.

Yours truly,

***{NAME OF LAW FIRM}***

