

Instructions  
**Articles of Amendment**  
Business Corporations Act

This information is submitted to your authorized service provider for filling with the Registrar pursuant to the Business Corporations Act and must conform to Section 1 of the Regulations made under the Act.

**Item 1.** Enter the full legal name of the corporation.

**Item 2.** The corporate access number must be entered. It is printed on the top right hand corner of the:

- Certificate of Incorporation
- Certificate of Continuance
- Certificate of Amalgamation.

**Item 3.** Amendments must be made in accordance with Sections 27 and 171 of the Business Corporations Act.

If the amendment will change the name of the corporation;

- the new name must comply with Sections 10 and 12 of the Act, and
- include an Alberta Name Search (NUANS), dated not more than 90 days from the date the Articles of Amendment are submitted to your authorized service provider.

Enter the item number of the Articles you are amending in Item 3.

Enter the section and subsection of the Business Corporations Act under which the amendment is being made.

**The following information must be included:**

- name of person authorizing (director/authorized officer)
- title
- Identification (eg – drivers license)
- date

When the information is submitted to your service provider, identification of the authorized person/officer/director/declarant will be required.

**NOTE: This form is also used by Societies when changing their name (pursuant to Section 33 of the Societies Act) and must be submitted to Corporate Registry.**

**Articles of Amendment**

Business Corporations Act  
Section 27 or 171

**1. Name of Corporation**

**2. Corporate Access Number**

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3.

**Business Name Change**

Item 167 Section 1(a) of the Business Corporations Act

\_\_\_\_\_  
Name of Person Authorizing (please print)

\_\_\_\_\_  
Identification

\_\_\_\_\_  
Title (please print)

\_\_\_\_\_  
Date

This information is being collected for the purpose of corporate registry records in accordance with the Business Corporation Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3<sup>rd</sup> Floor, Commerce Place, 10155-102 Street Edmonton, Alberta T5J 4L4  
REG 3054 (98/04)

**Under Section 13 of the Business Corporations Act in accordance with the attached notice  
Section**

**13(1)** *When a corporation has had its name revoked and a name assigned to it under 12.1(3), the Registrar shall issue a certificate of amendment showing the new name of the corporation.*

**13(2)** *reads: The articles of the corporation are amended accordingly on the date shown in the certificate of amendment*

**12.1(1)** If, through inadvertence or otherwise, a corporation comes into existence with or acquires a name that contravenes section 10 or 12, the Registrar may, by notice in writing, giving his reasons, direct the corporation to change its name to one that he approves within 60 days of the date of the notice.

**12(2)** The Registrar may give a notice under subsection (1) on his own initiative or at the request of a person who feels aggrieved by the name that contravenes section 10 or 12, as the case may be.

**12(3)** If a corporation

(a) is directed to change its name under section 12(2) or subsection (1) of this section, and

(b) does not appeal the request of the Registrar within 60 days of the date of the notice,

the Registrar may revoke the name of the corporation and assign to it a number designated or a name approved by the Registrar and until changed in accordance with section 167, the name of the corporation is the number or name so assigned.

**12(4)** If the Registrar is satisfied that a professional corporation has ceased to be the holder of a subsisting permit as a professional corporation issued under an Act governing a profession or occupation, he may, on giving notice to the professional corporation of his intention to do so, change the name of the corporation to exclude the words "Professional Corporation" and replace them with any other word referred to in section 10(3).

**Under Section 27 of the Business Corporations Act as set out in the attached articles of amendment designating a series of shares.**

**27(1)** *The articles may authorize the issue of any class of shares in one or more series and may authorize the directors to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series, subject to the limitations set out in the articles.*

**27(2)** *If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series of the same class participate rateably in respect of accumulated dividends and return of capital.*

**27(3)** *No rights, privileges, restrictions or conditions attached to a series of shares authorized under this section shall confer on shares of a series*

(a) *greater voting rights than are attached to shares of any other series in the same class that are then outstanding, or*

- (b) a priority in respect of dividends or return of capital over shares of any other series in the same class that are then outstanding.*
- 27(4)** *Subsection (3) does not apply to a right or privilege to exchange a share or shares for, or to convert a share or shares into, a share or shares of another class.*
- 27(5)** *Before the issue of shares of a series authorized under this section, the directors shall send to the Registrar articles of amendment in the prescribed form to designate a series of shares.*
- 27(6)** *On receipt of articles of amendment designating a series of shares, the Registrar shall issue a certificate of amendment in accordance with section 255.*
- 27(7)** *The articles of the corporation are amended accordingly on the date shown in the certificate of amendment.*

**Under Section 171 of the Business Corporations Act as set out in the attached articles of amendment**

*171(1) Subject to any revocation under section 167(2) or 168(4), after an amendment has been adopted under section 167, 168 or 170, articles of amendment in prescribed form shall be sent to the Registrar.*

**171(1.1)** *If an amendment is to change the name of a corporation, documents relating to corporate names that are prescribed by the regulations shall, unless otherwise provided by the Registrar, be sent to the Registrar.*

**171(2)** *If an amendment effects or requires a reduction of stated capital, section 36(3) and (4) applies.*

**167(1)** *Subject to sections 170 and 171, the articles of a corporation may be special resolution be amended to*

- (a) change its name, subject to section 12*
- (b) add, change or remove any restriction on the business or businesses that the corporation may carry on,*
- (c) change any maximum number of shares that the corporation is authorized to issue,*
- (d) create new classes of shares,*
- (e) change the designation of all or any of its shares, and add change or remove any rights, privileges, restrictions and conditions, including rights to accrued dividends, in respect of all or any of its shares, whether issued or unissued,*
- (f) change the shares of any class or series, whether issued or unissued, into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series,*
- (g) divide a class of shares, whether issued or unissued, into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions of that series,*
- (h) authorize the directors to divide any class of unissued shares into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions of that series.*
- (i) authorize the directors to change the rights, privileges restrictions and conditions attached to unissued shares of any series,*
- (j) revoke, diminish or enlarge any authority conferred under clauses (h) and (i),*

- (k) increase or decrease the number of directors or the minimum or maximum of directors, subject to sections 102 and 107,*
- (l) Subject to section 45(8), add, change or remove restrictions on the transfer of shares, or*
- (m) Add, change or remove any other provision that is permitted by this Act to be set out in the articles.*

**168(1)** *Repealed 1987 (constrained shares)*

**168(2)** *Subject to sections 170 and 171, a distributing corporation may by special resolution amend its articles in accordance with the regulations to constrain the issue or transfer of its shares*

- (a) to persons who are not resident Canadians, or*
- (b) to enable the corporation or any of its affiliates to qualify under any law of Canada or any province of Canada referred to in the regulations*
  - (i) to obtain a license to carry on any business*
  - (ii) to become a publisher of a Canadian newspaper or periodical, or*
  - (iii) to acquire shares of a financial intermediary as defined in the regulations.*

**168(3)** *A corporation referred to in subsection (2) may by special resolution amend its articles to remove any constraint on the issue or transfer of its shares.*

**168(4)** *The directors of a corporation may, if authorized by the shareholders in the special resolution effecting an amendment under subsection (2), revoke the resolution before it is acted on without further approval of the shareholders.*

**168(5)** *The Lieutenant Governor in Council may make regulations with respect to a corporation that constrains the issue or transfer of its shares prescribing*

- (a) the disclosure required of the constraints in documents issued or published by the corporation,*
- (b) the duties and powers of the directors to refuse to issue or register transfer of shares in accordance with the articles of the corporation,*
- (c) the limitations on voting rights of any shares held contrary to the articles of the corporation,*
- (d) the powers of the directors to require disclosure of beneficial ownership of shares of the corporation and the right of the corporation and its directors, employees and agents to rely on such disclosure and the effects of such reliance, and*
- (e) the rights of any person owning shares of the corporation at the time of an amendment to its articles constraining shares issues or transfers.*

**168(6)** *An issue or a transfer of a share or an act of a corporation is valid notwithstanding any contravention of this section or the regulations.*

### **Under Section 185 of the Business Corporations Act as set out in the attached articles of Reorganization**

**185(1)** *In this section, “order for reorganization” means an order of the Court made under*

- (a) section 234,*
- (b) the Bankruptcy and Insolvency Act (Canada) approving a proposal, or*
- (c) any other Act of the Parliament of Canada or an Act of the Legislature that affects the rights among the corporation, its shareholders and creditors.*

- 185(2)** *If a corporation is subject to an order for reorganization, its articles may be amended by the order to effect any change that might lawfully be made by an amendment under section 167.*
- 185(3)** *If the Court makes an order for reorganization, the Court may also*
- (a) authorize the issue of debt obligations of the corporation, whether or not convertible into shares of any class or having attached any rights or options to acquire shares of any class, and fix the terms of those debt obligations, and*
  - (b) appoint directors in place of or in addition to all or any of the directors then in office.*
- 185(4)** *After an order for reorganization has been made, articles of reorganization in prescribed form shall be sent to the Registrar together with the documents required by sections 19 and 108, if applicable.*
- 185(5)** *On receipt of articles of reorganization, the Registrar shall issue a certificate of amendment in accordance with section 255.*
- 185(6)** *An order for reorganization becomes effective on the date shown in the certificate of amendment and the articles of incorporation are amended accordingly.*
- 185(7)** *A shareholder is not entitled to dissent under section 184 if an amendment to the articles of incorporation is effected under this section.*

**Under Section 186 of the Business Corporations Act as set out in the attached articles of Arrangement (court approved arrangements)**

- 186(1)** *In this section, “arrangement” includes, but is not restricted to*
- (a) an amendment to the articles of a corporation,*
  - (b) an amalgamation of 2 or more corporations,*
  - (c) an amalgamation of a body corporate with a corporation that results in an amalgamated corporation subject to this Act,*
  - (d) a division of the business carried on by a corporation,*
  - (e) a transfer of all or substantially all the property of a corporation to another body corporate in exchange for property, money or securities of the body corporate,*
  - (f) an exchange of securities of a corporation held by security holders for property, money or other securities of the corporation or property, money or securities of another body corporate that is not a take-over bid as defined in section 187,*
  - (g) a liquidation and dissolution of a corporation,*
  - (h) a compromise between a corporation and its creditors or any class of its creditors or between a corporation and holders of its shares or debt obligations or any class of those holders, or*
  - (i) any combination of the foregoing.*
- 186(2)** *An application may be made to the Court by a corporation or a security holder or creditor of a corporation for an order approving an arrangement in respect of the corporation.*
- 186(3)** *If an arrangement can be effected under any other provision of this Act, an application may not be made under this section unless it is impracticable to effect the arrangement under that other provision.*
- 186(4)** *In connection with an application under this section, the Court, unless it dismisses the application,*
- (a) shall order the holding of a meeting of shareholders or a class or classes of shareholders to vote on the proposed arrangement,*

- (b) shall order a meeting of persons who are creditors or holders of debt obligations of the corporation or of options or rights to acquire securities of the corporation, or any class of those persons, if the Court considers that those persons or that class of persons are affected by the proposed arrangement,*
- (c) may, with respect to any meeting referred to in clause (a) or (b), give any directions in the order respecting*
  - (j) if call of and the giving of notice of the meeting,*
  - (ii) the conduct of the meeting,*
  - (iii) subject to subsection (6), the majority required to pass a resolution at the meeting, and any other matter it thinks fit, and*
  - (iv) any other matter it thinks fit.*

and

- (d) may make an order appointing counsel to represent, at the expense of the corporation, the interests of the shareholders or any of them.*

**186(5)** The notice of a meeting referred to in subsection (4)(a) or (b) shall contain or be accompanied by

- (a) a statement explaining the effect of the arrangement, an
- (b) if the application is made by the corporation, a statement of any material interests of the directors of the corporation whether as directors, security holders or creditors, and the effect of the arrangement on those interests.

**186(6)** An order made under subsection (4)(c)(iii) in respect of any meeting may not provide for any majority that is less than the following:

- (a) In the case of a vote of the shareholders or a class of shareholders, a majority of at least 2/3 of the votes cast by the shareholders voting on the resolution;
- (b) In the case of a vote of creditors or a class of creditors, a majority in number representing at least 2/3 of the amount of their claims;
- (c) In the case of a vote of the holders of debt obligations or a class of those holders, a majority in number representing at least 2/3 of the amount of their claims;
- (d) In the case of a vote of holders of options or rights to acquire securities, the majority that would be required under clause (a) or (c) if those holders had acquired ownership of the securities.

**186(7)** Notwithstanding anything in subsections (4) to (6), if a resolution required to be voted on pursuant to the order under subsection (4) is in writing and signed by all the persons entitled to vote on the resolution,

- (a) the meeting required to be held by the order need not be held, and
- (b) the resolution is as valid as if it had been passed at a meeting.

**186(8)** If the application is in respect of a distributing corporation, the applicant shall give the Executive Director notice of the application and the Executive Director is entitled to appear and be heard in person or by counsel.

**186(9)** After the holding of the meetings required by an order under subsection (4) or the submission to it of written resolutions that comply with subsection (7), the Court shall hear the application and may in its discretion

- (a) approve the arrangement as proposed by the applicant or as amended by the Court, or
- (b) refuse to approve the arrangement,

and make further order it thinks fit.

**186(10)** After an order referred to in subsection (9)(a) has been made, the corporation shall send to the Registrar

- (a) a copy of the order,
- (b) articles of arrangement in prescribed form,
- (c) articles of amalgamation or a statement of intent to dissolve pursuant to section 204 in prescribed form, if applicable,

and

- (d) the documents required by section 19 and 108, if applicable,

and the Registrar shall file them.

**186(11)** On filing any documents referred to in subsections (10)(b) and (c), the Registrar shall issue the appropriate certificate in accordance with section 255.

**186(12)** An arrangement becomes effective

- (a) on the date shown in the certificate issued pursuant to subsection (11), or
- (b) if no certificate is required to be issued pursuant to subsection (11), on the date the documents are filed pursuant to subsection (10).

**186(13)** An arrangement as approved by the Court is binding on the corporation and all other persons.