

Amalgamation Application

Overview

Filing an Amalgamation Application (Regular)

The following overview provides information on how to file an Amalgamation Application (Regular) to amalgamate two or more BC companies.

It also provides information on how to file an Amalgamation Application (Regular) for a BC unlimited liability or community contribution company to amalgamate with one or more BC limited companies, or with one or more BC unlimited liability or community contribution companies. The end result will be a BC unlimited liability or community contribution company.

For business or legal advice, you should go to a small business consultant or a lawyer.

Click on a particular topic of interest below, or read the whole guide using the scroll bar.

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Background

There are three types of amalgamations under the *Business Corporations Act*. The regular, or long-form of amalgamation, and the vertical and horizontal, or short-form of amalgamation.

A regular and a vertical amalgamation can involve a foreign corporation as one of the amalgamating companies (see information on "Amalgamations Involving a Foreign Corporation"). Amalgamations where one of the amalgamating companies is a foreign corporation must be filed on paper with the Corporate Registry and include a written authorization for the amalgamation from the foreign corporation's current jurisdiction. Visit the [downloads page](#) to obtain the paper forms.

The *Business Corporations Act* also provides for a regular or short form amalgamation to be with court approval or without court approval.

It also provides for amalgamations where the end result is an Unlimited Liability Company (ULC) or Community Contribution Company (CCC).

The new amalgamated ULC must include a shareholder's

➔ Downloads

[Download this overview for printing](#)

[Form 13 - Amalgamation Application](#)

[Form 13u - Amalgamation Application \(For Unlimited Liability Companies\)](#)

[Form 13u - Amalgamation Application \(For Community Contribution Companies\)](#)

 You may wish to fill in the paper form so that all your information is in order before you complete the form electronically.

To view the downloads, you require Adobe Acrobat Reader



liability statement in its notice of articles and have a name that reflects its Unlimited Liability Company status. The shareholders of the amalgamated ULC will take on the debts of the amalgamating companies.

The new amalgamated CCC must have a name that reflects its Community Contribution Company status.

If any of the amalgamating companies is a BC limited company, unanimous consent of its shareholders is required. This provision is there to ensure that shareholders of BC limited companies that are amalgamating to form a ULC agree to take on their increased personal liability.

Section 51.6 of the Business Corporations Act states:

(1) If an amalgamation involving one or more limited companies is proposed to result in an amalgamated unlimited liability company and that amalgamation is not to be effected under section 273 and 274,

(a) sections 270 (1) (b) and 271 do not apply to the amalgamating limited companies, and

(b) the amalgamation agreement must be adopted by a unanimous resolution of all the shareholders of each amalgamating limited company, whether or not their shares otherwise carry the right to vote.

(2) Without limiting section 282, if an amalgamation results in an amalgamated unlimited liability company,

(a) the amalgamated unlimited liability company's notice of articles must include the statement referred to in section 51.11,

(b) the amalgamated unlimited liability company's name must comply with section 51.21 and Division 2 of Part 2, and

(c) 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.



Check the information you enter on the Amalgamation Application thoroughly.

Incorrect information entered about the amalgamating companies could result in the wrong companies being amalgamated. While the company password guards against this happening, it is possible that a firm has set the same password for more than one company.

Doing Business in Alberta and/or Saskatchewan (NWPTA)

To do business in Alberta:

If any of the amalgamating companies are registered in Alberta, a notice of cancellation will be submitted by Corporate Online to the Alberta Registry. Upon receiving the notice, Alberta will cancel the existing registration.

If the new BC amalgamated company is doing business in Alberta you will need to register there as an extraprovincial company.

Provided you used the Name Requests Online (NRO) system to request the NUANS Search Report or entered the NUANS information into NRO, you will be asked to enter information to request the registration of the BC Company in Alberta at the end of Regular Amalgamation filing. The information you will need to enter is the company's head office address and the name and address of the attorney(s) that have been appointed in Alberta to represent the company there and to receive legal notices.

Confirmation of the registration in Alberta will be issued to the attorney in Alberta.

To do business in Saskatchewan:

If any of the amalgamating companies are registered in Saskatchewan, a notice of amalgamation will be submitted by Corporate Online to the Saskatchewan Corporate Registry. Upon receiving the notice, Saskatchewan will flag the registration for a period of about 65 days. After that time, if a registration of amalgamation has not been received the existing registration may be cancelled.

Provided you used the Name Requests Online system to request the Saskatchewan Name Search Report or entered the SK name search information into NRO, you will be asked to enter information to request either a new registration or a registration of amalgamation of the BC company in Saskatchewan at the end of the Regular Amalgamation filing.

A registration of amalgamation will always be submitted to Saskatchewan if any of the amalgamating companies are registered in Saskatchewan. If not, a new registration will be submitted. With a registration of amalgamation all of the amalgamating company names, numbers and jurisdictions will be submitted along with the Power of Attorney(s) and head office addresses.

The information you will need to enter is the company's head office addresses and the name and address of the Power of Attorney(s) that have been appointed in Saskatchewan to represent the company there and to receive legal notices.

Confirmation of the registration in Saskatchewan will be issued to the attorney in Saskatchewan.

For more information about registering your company in Alberta and/or Saskatchewan, read the [Frequently Asked Questions](#).



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Important Information

Click on a topic of interest below, or read the whole section using the scroll bar.

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Amalgamations involving foreign corporations

Unlike the *Company Act*, the *Business Corporations Act* permits an amalgamation to include a foreign corporation as one of the amalgamating corporations.

An amalgamation that involves a foreign corporation **cannot** be filed electronically.

Instead, you must complete the Form 13 and mail it to the Corporate Registry along with a written authorization for the amalgamation from the foreign corporation's jurisdiction and the appropriate fees. Visit the [downloads page](#) to obtain Form 13.

An amalgamation that involves a foreign corporation requires a written authorization for the amalgamation from the foreign corporation's current jurisdiction. The authorization should be addressed to the Registrar of Companies in BC and signed by an official of the foreign corporation's current jurisdiction. The authorization should clearly state the name of the foreign corporation in its current jurisdiction and any corporate number assigned to it.

This written authorization should be attached to the Form 13 when you send it to the Corporate Registry for filing.



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Amalgamations involving foreign corporations are restricted for Unlimited Liability Companies

The *Business Corporations Act* does not permit an amalgamation resulting in an unlimited liability company to include a foreign corporation as one of the amalgamating corporations.

This restriction has been adopted because the consequences for either shareholders or creditors could be severe in circumstances where, in the course of transferring its jurisdiction to British Columbia, a corporation transforms itself to a different corporate entity with significantly altered shareholder liability.

Section 51.5 of the *Business Corporations Act* states:

Despite section 269,

- (a) a foreign corporation must not amalgamate with an unlimited liability company and continue as a company, whether as a limited company or as an unlimited liability company,
- (b) a foreign unlimited liability corporation must not amalgamate with any company and continue as a company, whether as a limited company or as an unlimited liability company, and
- (c) a foreign corporation must not amalgamate with a limited company and continue as an unlimited liability company.



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Amalgamation resulting in a Community Contribution Company

Section 51.98 of the *Business Corporations Act* states:

- (1) Despite section 269, a corporation must not amalgamate with a community contribution company unless the amalgamation results in an amalgamated community contribution company.
- (2) If an amalgamation is proposed to result in an amalgamated community contribution company and the amalgamation is not to be effected under section 273 or 274,
 - (a) section 270(1)(b) and 271 do not apply, and
 - (b) the amalgamation agreement must be adopted by a unanimous resolution of all of the shareholders of each amalgamating company, whether or not their shares otherwise carry the right to vote.



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Company Name

When filing an amalgamation, the following are the choices for naming the amalgamated company.

1	Choose a new name. A name approval and reservation IS required.  If the Corporate Registry has indicated that consent is required for use of name, you must provide the written consent to the Corporate Registry before you file the Amalgamation Application. You can fax, mail or courier the consent .
2	Choose to have as its name, the incorporation number of the company followed by "B.C. Ltd."
3	Choose to adopt one of the names of one of the amalgamating companies. In this case a name approval and reservation is NOT required.

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Unlimited Liability Company Name

When filing an amalgamation, the following are the choices for naming the amalgamated unlimited liability company. The name must have the words "Unlimited Liability Company" or the abbreviation "ULC" as part of and at then end of its name.

1	Choose a new name. A name approval and reservation IS required.  If the Corporate Registry has indicated that consent is required for use of name, you must provide the written consent to the Corporate Registry before you file the Amalgamation Application. You can fax, mail or courier the consent .
2	Choose to have as its name, the incorporation number of the company followed by "B.C. Unlimited Liability Company."
3	Choose to adopt one of the names of one of the amalgamating companies. In this case a name approval and reservation is NOT required, but the name being adopted must end in "Unlimited Liability Company" or "ULC".

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Community Contribution Company Name

When filing an amalgamation, the following are the choices for naming the amalgamated community contribution company. The name must contain the words "Community Contribution Company" or "CCC" within the name but not as a prefix.

1	Choose a new name. A name approval and reservation IS required.  If the Corporate Registry has indicated that consent is required for use of name, you must provide the written consent to the Corporate Registry before you file the Amalgamation Application. You can fax, mail or courier the consent .
2	Choose to have as its name, the incorporation number of the company followed by "B.C. Community Contribution Company." A name approval and reservation is NOT required.
3	Choose to adopt one of the names of one of the amalgamating companies. In this case a name approval and reservation is NOT required, but the name being adopted must contain the words "Community Contribution Company" or "CCC" within the name but not as a prefix.

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Amalgamation Effective Date

The new *Business Corporations Act* permits a person to specify the date and time that the amalgamation will take effect. A person can specify that the companies be amalgamated up to 10 days in the future.

 **All filings with an effective date and time in the future have an additional fee of \$100.**

Even though the amalgamation is not effective until the date and time specified, the Amalgamation Application is still filed. Because the application is filed, the public can pay a fee to search this information and view the Amalgamation Application online. Once the company is amalgamated, the public will also be able to view the Certificate of Amalgamation and notice of articles (as issued by the registrar) online.

 **If an Amalgamation Application specifies an effective date in the future, no other filing will be accepted for any of the amalgamating companies from the time the amalgamation is filed until the date and time it takes effect.**

Exceptions to this filing restriction include court orders and withdrawal of the Notice of Alteration. See section 409(2) of the [Business Corporations Act](#).

If there is a need to file a form for the company during this period, the Amalgamation Application must be withdrawn and resubmitted. All fees paid are non-refundable.

A Certificate of Amalgamation or notice of articles will NOT be issued to the company until after the specified date and time of amalgamation because the Amalgamation Application can be withdrawn at any time up until the specified date and time of amalgamation.

To withdraw the Amalgamation Application, a Notice of Withdrawal must be filed on paper and received and filed by the Corporate Registry before the specified effective date and time of amalgamation. See the [downloads page](#) to obtain Form 19 - Notice of Withdrawal.

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Amalgamation Statement

The Amalgamation Application requires that you indicate whether the amalgamation is with or without court approval. For more information see sections 276 and 277 of the [Business Corporations Act](#).

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Add Companies

You must enter the incorporation number and the company password for each of the amalgamating companies.

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Translation of Company Name

A company may translate its name into any other language for use outside Canada. Any translation of the company name that the company includes in its notice of articles must be set out with letters from

the English alphabet.

A translation of company name is not applicable to most companies. A translation of company name does not include company names that are specified in an English and/or French form.



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Director Information

The *Business Corporations Act*, section 120 states a company must have at least one director. A community contribution company that is a public company (also known as a reporting issuer) must have at least three directors.

A director must be an individual. A director may or may not be the incorporator of the company.

The new Act has eliminated all residency requirements for directors. It is no longer a requirement that there be a resident BC director or that the majority be resident in Canada.



The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9:00 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box.

Section 127 of the Act, requires a company to file with the registrar within 15 days after a change in its directors or in the prescribed address of any of its directors, a notice of that change.

Section 141 of the Act states that the Directors of a company may appoint officers. There is no longer a requirement that a company appoint officers, or that it has a president and secretary.

However, if a company has officers, that officer information continues to be reported on the Annual Report. This information can be updated only once a year at the time the company files its annual report. Changes to officer information will not be accepted between annual report filings.

A notice appears on the "View Corporate Details" search screen that reminds the searching public that the information on officers is only valid as at the date of the last annual report filed. This is to make it clear that officer information is only updated at the anniversary date of the company's annual report.



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Office Addresses

On the coming into force of the new *Business Corporations Act*, every BC company must have both a mailing address and a delivery address for its Registered and Records Offices.

The registered office mailing address is where the company will receive its mail including the annual report filing reminder as well as any notice of dissolution mailed to the company by the Corporate Registry.

The registered office delivery address is a physical location where the company is served any notices. The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.

A company's records office is the location where all the records for the company are kept. The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.



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Share Structure

The Notice of Articles must set out the company's Authorized Share Structure.

The Corporate Online system contains edit rules to ensure you do not omit a particular piece of information. However, it does not edit the information you type in. The following represents most of the edit rules contained in the authorized share structure.

You must enter an identifying name for each class of share. Classes may be assigned names such as preferred or common, or they may simply be alphabetized such as Class A, Class B. etc., but the identifying names of each class must be distinct from one another. If a company is to only have one class of share, it is usually identified as "common".

Next you must set out the maximum number of shares of that class that the company is authorized to issue. You may also choose that there is no maximum number.

You must also indicate whether the shares of a class are with, or without par value. If you indicate they are with par value you must enter the amount of the par value. A share with par value will be considered to be in Canadian currency unless you indicate another currency type.

You must also indicate whether or not there are special rights or restrictions attached to the class.

Special rights or restrictions usually apply where there is more than one class of share.

For those companies that have indicated there are special rights or restrictions attached to a share may also include one or more series of shares in any class of shares, if the special rights or restrictions attached to the shares of that class provide for that inclusion.

Series of shares assume the par value or no par value of the class. The number of shares of all the series must be less than or equal to the authorized number of shares of the associated class.

A series may have an unlimited number of shares it is authorized to issue (i.e. no maximum) only if the class has no maximum. A series may have a maximum number of shares it is authorized to issue if "no maximum" number has been indicated for the class.

You must also indicate if there are any special rights or restrictions attached to the series.



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Notification

The notification screen lets you indicate how you would like to receive the documents issued by the registrar as a result of filing an Amalgamation Application, i.e. pickup at the Corporate Registry by agent or courier, or mailed to the company's registered office or some other address.

See [Notification](#) for a list of documents issued by the Corporate Registry as a result of filing an Amalgamation Application.

Within two to three working days, the staff will sort and prepare the documents for pick up or mail out. If you do not want to wait for your documents to be printed and made ready for pickup or mailing out, you can do a search of the corporate register and "view" and "print" a copy these documents for a fee. However, these documents that you can view and print are not certified copies.



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Company Information

After you have entered all of the information required to amalgamate the company, we ask that you set a password for the company so that you can file forms in the future using Corporate Online. You can also set a password hint that can be displayed should you forget your password.

If you enter a company email address, the password can be emailed to that address should you forget it later. Otherwise, the only way to retrieve the password is to have it mailed to the company's registered office mailing address.



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Pay and File

Please view the complete draft of your filing by clicking "View Draft Filing" before you pay to ensure all of the information on the form is complete and correct. You require Adobe Acrobat Reader.



See the [fee schedule](#) to review the fee for this filing.



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Your Receipt

When you are presented with the receipt, you will be able to view a print-friendly version of the your filed document and the receipt. You require Adobe Acrobat Reader.



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Getting Started

Select "Amalgamation Application (Regular)" from the Services Menu. To access the Services Menu, click "Other filings, services and paper forms" from the home page.

Before you begin, ensure you have the following information on hand:

1	The company number and password for each of the amalgamating companies.
2	The name reservation number for the proposed amalgamated company, if applicable.
3	The date and time the amalgamation is to take effect
4	The names and addresses (delivery and mailing) of the director(s).
5	The mailing and delivery addresses for the proposed registered and records offices.
6	The authorized share structure for the proposed amalgamated company.
7	Any translation of the amalgamated company name that the company intends to use outside Canada.
8	Whether the amalgamation will be with or without court approval.

If you are registering in Alberta, you will also need the following to complete the registration portion of

this transaction:

1	A current Alberta NUANS number This is an up to 9 digit number and is usually displayed in the upper left hand corner of the NUANS search report as well as the "View Details" in the Name Requests Online system.  If the BC Company is using its incorporation number as its name, there is no requirement to complete a NUANS search report in Alberta.
2	An Alberta NUANS "valid until" date This date is displayed on the NUANS search report, usually in the lower left hand corner, as well as the "View Details" in the Name Requests Online system. The search report is valid for 90 calendar days.
3	The mailing address of the BC Company's head office. The company's head office address may be the same as the company's registered and records office in BC.
4	The name and address of the attorney(s) appointed in Alberta. <ul style="list-style-type: none">• Attorney must be an individual (not a company or firm)• There must be one primary attorney, but you can also have one alternate attorney• The attorney's address must be a physical address where the attorney can receive legal notices• If the mailing address is different from the physical address, the mailing address must also be included.• The name of the firm can be included as well

If you are registering in Saskatchewan, you will also need the following to complete the registration portion of this transaction:

1	A current Saskatchewan name search number This is an up to 8 digit number in the format of 123456-1. It is displayed in "View Details" in the Name Requests Online system.  If the BC Company is using its incorporation number as its name, there is no requirement to complete a name search report in Saskatchewan.
2	A Saskatchewan Name Search "valid until" date This date is displayed in the Saskatchewan name reservation letter as well as in the "View Details" in the Name Requests Online system. The search report is valid for 90 calendar days.
3	The mailing and delivery addresses of the BC company's head office. The company's head office address may be the same as the company's registered and records office in BC.
4	The name and address of the attorney(s) appointed in Saskatchewan. <ul style="list-style-type: none">• Attorney must be an individual (not a company or firm)• There must be at least one attorney• The attorney's address must be a physical address where the attorney can receive legal notices• If the mailing address is different from the physical address, the mailing

address must also be included.

- The name of the firm can be included as well

While you are completing the form, you can view a draft of all the information you have entered by clicking "View Draft Filing" from the left sidebar. To view the document, you require Adobe Acrobat Reader.



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THIS INFORMATION IS INTENDED AS A GUIDE ONLY AND SHOULD BE READ IN CONJUNCTION WITH THE [BUSINESS CORPORATIONS ACT](#) AND THE [REGULATION](#) UNDER THE BUSINESS CORPORATIONS ACT

[Related Topics](#)

[Frequently Asked Questions](#)