



INSTRUCTIONS FOR:

Form 08 - Articles of Amalgamation | *Business Corporations Act*

All documents submitted to the Registrar must comply with Sections 2 to 8 of the *Business Corporations Regulations*. **No sections may be left blank**; all sections must be completed with information or with "N/A", if not applicable. For additional requirements, please consult the *Business Corporations Act* (BCA) and *Business Corporations Regulations*.

- Completed forms must be submitted in duplicate, together with the fee of **\$300.00**.
- All amalgamating corporations must be in compliance with the Registry.

For any forms submitted to the Corporate Registry, the following rules apply:

- Forms may be filled out by typing or neatly hand writing in ink.
- The original signed forms must be mailed or delivered by hand or mail to the Corporate Registries office; faxes, email, or other electronic delivery will not be accepted.

Additional Required Documents and Considerations:

- Form 02 – Notice of Registered Office
- Form 04 – Notice of Directors
- If not previously submitted, an Application for Name Search and Reservation Form must be included, together with its prescribed fee of \$25.00. This form is **not** required for a same-name amalgamation (where the name will be the **same** as one of the amalgamating corporations).
- Original or notarially certified true copies of the amalgamation agreement, if any.
- Shareholder OR director resolution(s) pursuant to Section 185, 186(1), OR 186(2) of the Act.
- A statutory declaration of a director or officer of each amalgamating corporation, in accordance with subsection 187(2) of the Act.
- Any attachments as schedules must be clearly labelled as such, and must specify the section number(s) of the form to which they pertain.

Mail or deliver by hand to:

Corporate Registries
Government of the Northwest Territories, Dept. of Justice
1st Floor Stuart M. Hodgson Building
5009 49th Street, PO Box 1320
Yellowknife NT X1A 2L9 Canada

Phone: 1(867) 767-9304
Toll Free: 1(877) 743-3302

Fax: 1(867) 873-0243
Email: corporateregistries@gov.nt.ca

Hours of Operation: 9:30 AM to 4:00 PM Monday to Friday

Website: <https://www.justice.gov.nt.ca/en/nwt-corporations/>

Form 08 - Articles of Amalgamation

- Section 1** Set out the **full legal name** of the corporation. The name must comply with sections 10 and 12 of the *Business Corporations Act* and the corporate names provisions of the *Business Corporations Regulations*.
- Section 2** Set out **only the name of the municipality** within the Northwest Territories in which the registered office is to be situated; do not supply a specific address in this section.
- Section 3** Set out the details required by paragraph 6(1)(c) of the Act. You must include details of the rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Part V of the Act.
- Section 4** If restrictions are to be placed on the issue, transfer or ownership of shares of the corporation, the nature of the restrictions must be set out in this section.
- Section 5** State the fixed number OR minimum and maximum number of directors. If cumulative voting is permitted, the number of directors **must** be fixed; otherwise, a minimum and maximum number of directors may be stated.
- Section 6** If restrictions are to be placed on the business the corporation may carry on, the nature of the restrictions must be set out in this section.
- Section 7** As permitted by the Act or by law, set out any other provisions. These may be provisions set out in the bylaws of the corporation, which are to form part of the corporation's Articles, including any pre-emptive rights or cumulative voting provisions.
- Section 8** Indicate whether the amalgamation is pursuant to Section 185, or to Subsection 186(1) or 186(2) of the Act.
- Section 9** List the names of the amalgamating corporations. A Director or Officer of each of the amalgamating corporations must provide their title, and date and sign the Articles with their **original signature**. No signature on the submitted form may be a copy, a stamp, or an electronic signature. **All amalgamating corporations should ensure that all filing requirements contained in the Act have been met.**