

Amalgamation Application

Overview

Filing an Amalgamation Application (Vertical)

The following overview provides information on how to file an Amalgamation Application (Vertical) to amalgamate two or more BC companies. 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 liability statement in its notice of articles and have a name that reflects its Unlimited Liability 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.

[Download this overview for printing.](#)

[Form 14 - Short Form Amalgamation Application](#)

[Form 14u - Short Form Amalgamation Application \(For Unlimited Liability Companies\)](#)

[Form 14u - Short Form 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



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

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Amalgamation resulting in an Unlimited Liability Company

Section 51.6 (1)(b) and 51.6 (2) of the *Business Corporations Act* states:

(1)(b) the amalgamation agreement must be adopted by a unanimous resolution of all of 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.

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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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Amalgamation resulting in a Limited Company

Section 51.7 of the *Business Corporations Act* states:

If an amalgamation of an unlimited liability company with another corporation results in an amalgamated limited company,

(a) the amalgamated limited company's notice of articles must not include the statement referred to in section 51.11,

(b) the amalgamated limited company's name must comply with Division 2 of Part 2, and

(c) section 51.3 applies to the liability of the shareholders and former shareholders of the unlimited liability company.



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.

A short form amalgamation application (vertical) requires the amalgamated company to adopt as its notice of articles, the notice of articles of the holding corporation.

If the holding corporation is a pre-existing company, it must have transitioned under either 370(1) or 436(1).

If any of the other amalgamating companies are pre-existing companies, it is not necessary for them to transition.

A vertical amalgamation may involve a [foreign corporation](#).



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Doing Business in Alberta and/or Saskatchewan (NWPTA)

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 any of the amalgamating companies are registered in Saskatchewan, Corporate Online will notify the Saskatchewan Corporate Registry of the amalgamation. Saskatchewan will flag the existing registration for a period of about 65 days. After that time, if a registration of amalgamation has not been filed by the client the existing registration may be cancelled in Saskatchewan.

To complete the registration or registration of amalgamation return to the Services Menu in Corporate Online and complete Register a BC Company with a NWPTA Partner filing.



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Important Information

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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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Company Name

Because the amalgamated company adopts the notice of articles of the amalgamating holding corporation that is a company, the amalgamated company automatically adopts the name as well. Therefore there is no need to have the name approved and reserved.



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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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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.



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.



Getting Started

Select "Amalgamation Application (Vertical)" 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 incorporation number and password for the amalgamating holding corporation that is a company.
2	The incorporation numbers and passwords for each of the other amalgamating companies.
3	The date and time the amalgamation is to take effect.
4	Whether the amalgamation will be with or without court approval.



Check the notice of articles of the holding company as this will become the notice of articles of the amalgamated company.

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.



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](#)