

AMENDMENTS TO ARTICLES

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EXPLANATION

Under section 173(1), there are a number of fundamental changes that may be made to the *Articles* of a corporation by first passing a *Special Resolution*⁽¹⁾ and then filing *Articles of Amendment* with Corporations Canada. Such changes are subject to:

- the rights of the holders of any non-voting classes of shares under section 176; and
- subject to the delivery of the *Articles of Amendment* in the prescribed form to Corporations Canada.

PERMITTED AMENDMENTS

The following are the permitted amendments to the *Articles* of a corporation:

- (i) changing the corporation's name;
- (ii) changing the province where the corporation's registered office is located;
- (iii) adding, changing or removing any restrictions on the businesses that the corporation may carry on;
- (iv) altering the corporation's capital (i.e. changing the corporation's authorized share structure);
- (v) adding, changing or removing the Rights, Privileges, Restrictions and Conditions attached to any class of shares of the corporation;
- (vi) designating or changing a series of shares⁽²⁾;
- (vii) if set out in the *Articles*, increasing or decreasing the corporation's stated capital⁽²⁾;
- (viii) increasing or decreasing the number of directors or the minimum or maximum number of directors, subject to any rights regarding cumulative voting and provided that no director's term may be shortened by such amendment;
- (ix) adding, changing or removing any restrictions on the issue, transfer or ownership of shares of the corporation; and
- (x) adding, removing or varying any other provision that is permitted under the Act to be set out in the *Articles*.

⁽¹⁾ A resolution passed by a majority of at least two-third's of the votes cast by the shareholders who voted on the resolution at a meeting or signed by all the shareholders entitled to vote on the resolution (s. 2(1)) ("special resolution").

⁽²⁾ See the **Authorized Capital** chapter for an explanation.

1. Change of Name

There are a number of reasons why a corporation may wish to change its name or to adopt or change any translation of that name. A few typical reasons for a name change are:

- the corporation has been sold and the new owners wish to rename the business;
- the nature of the business of the corporation has changed;
- the business assets of the corporation have been sold and, as part of the sale, the corporation agreed to change its name; or
- the corporation wishes to better protect a trade name.

The corporation may change its name to:

- a word name (i.e. a change from “12345 Canada Ltd.” to “ABC Pizza Corporation”);
- a translation of its name; or
- the name created by adding “Canada” and “Limited”, “Limitée”, “Incorporated”, “Incorporée”, “Corporation”, or “Société par actions de régime fédéral” or the corresponding abbreviation “Ltd.”, “Ltée”, “Inc.”, “Corp” or “S.A.R.F.” after its incorporation number.

Although section 173(1)(a) specifies that, in order to change the corporation’s name, a **Special Resolution** must be passed, if a corporation has a designating number as a name (i.e. the corporation is a designated number Canada corporation), the directors may amend its **Articles** to change that name to a verbal name (s.173(3)).

If a corporation contravenes any of the requirements set out in section 12(1) of the Act (Prohibited Names), through inadvertence or otherwise, the Director may order a corporation to change its name (s. 12(2)). If this happens, the requirements in s. 173 will apply and the corporation’s shareholders will be required to pass a **Special Resolution** altering the **Articles**, and **Articles of Amendment** must be filed.

Also note that, if the sole purpose of filing the **Articles of Amendment** is to change the corporation’s name by the addition of an English or French translation of the name, there is no fee for filing the **Articles of Amendment**.

2. Change in Province of Registered Office

If the registered office of a corporation moves to a different province (e.g. the registered office moves from Ontario to British Columbia), in addition to passing a **Directors Resolution** authorizing the change of address, a **Special Resolution** authorizing the change of province is required (s. 173(1)(b)). See the **Registered Office** chapter in Volume I for further explanations and precedents for changing the registered office.

3. Restrictions on the Business of the Corporation

Although uncommon, sometimes the business or businesses that a corporation may carry on are restricted, for example, in the case of some professional corporations or when the

corporation has been formed for the sole purpose of holding a particular piece of property. These restrictions may be added, changed or removed by *Special Resolution* altering the *Articles* of the corporation (173(1)(c)), followed by the filing of *Articles of Amendment*.

4. Changes in Capital

Once a corporation is incorporated or organized, almost any aspect of the authorized capital of the corporation may be changed. In order to approve a change to the authorized capital, the shareholders must pass a *Special Resolution*.

Section 173(1) of the Act lists the possible alterations to the capital that can be made by an amendment to the *Articles* of the corporation:

- change any maximum number of shares that the corporation is authorized to issue;
- the creation of new classes of shares;
- reduce or increase its stated capital, if its stated capital is set out in the Articles;
- change the designation of all or any of its shares;
- add, change or remove any Rights, Privileges, Restrictions and Conditions attached to any class or series of shares;
- change the shares of any class or series 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;
- divide a class of shares into series and fix the number of shares in each series and the Rights, Privileges, Restrictions and Conditions thereof;
- authorize the directors to create one or more series of shares and fix the number of shares in each series and the Rights, Privileges, Restrictions and Conditions thereof.

See the **Authorized Capital** chapter for further explanations and precedents for changes in the authorized capital. In most cases, *Articles of Amendment* must be filed, with the exception of changes to the authorized capital that do not affect the *Articles*. For example, when the number of authorized shares of the class being changed is **unlimited** and only the number of **issued** shares is changed.

5. Changes in Number of Directors

The *Articles* of a corporation must specify either:

- a “**fixed**” board which defines the number of directors the corporation must have; or
- a “**floating**” board which specifies a range between a minimum and a maximum number of directors (for example, minimum of three, maximum of six).

When the number of directors of a corporation is changed, there are three situations that may require a *Special Resolution* and *Articles of Amendment*:

- the *Articles* specify a fixed number of directors and the corporation wishes to increase or decrease the size of the board;
- the *Articles* specify a “floating” number (“between 1 and 10”, for example), and the corporation wishes to change either the minimum number or the maximum number of directors; or
- the *Articles* specify a fixed number and the corporation wishes to change to a floating number or when the *Articles* specify a floating number and the corporation wishes to change to a fixed number.

If cumulative voting is permitted, the number of directors must be fixed.

The above changes must be approved by *Special Resolution* to amend the *Articles* of the corporation (173(1)(m)) followed by the filing of *Articles of Amendment*. The amendment is subject to section 107 (the provisions regarding cumulative voting) and section 112 which provides that no decrease shall shorten the term of a director. This alteration is not required if there is simply a casual vacancy on the board.

See the **Directors and Officers** chapter in Volume I for further explanations and precedents for changing the directors of a corporation.

6. Restrictions on the Issue, Transfer or Ownership of Shares

Sometimes the issue, transfer or ownership of shares of the corporation is restricted, for example, by granting a right of first refusal to other shareholders to receive a pro rata offer to purchase shares if the directors of the corporation propose to issue additional shares. Such restrictions may be added, changed or removed by *Special Resolution* altering the *Articles* of the corporation (173(1)(n)), followed by the filing of *Articles of Amendment*.

7. Other Changes

Any other provision that is permitted under the Act to be set out in the *Articles* may be added, changed or removed (s. 173(1)(o)). These provisions are generally contained in section 7 of the *Articles* titled “Other Provisions, if any” and (for a non-offering corporation), would typically include:

- restrictions on the number of shareholders of the corporation;
- a prohibition against selling shares to the public; and
- any borrowing provisions contained in the *Articles*.

REQUIREMENTS FOR AMENDMENT

Special Resolution

In order to make any of the amendments to the *Articles* set out in Section 173(1) a *Special Resolution* must be passed by the voting shareholders. The directors of the corporation may revoke the resolution authorizing the amendment before the *Articles of Amendment* are filed if the *Special Resolution* authorizes them to do so (s. 173(2)).

Class Vote

To ensure that the rights of existing shareholders are protected, if there is more than one class of shares issued, changes to the *Articles* which affect a class of shares of which some are outstanding may not be made unless the holders of the outstanding shares of the class have passed their own separate resolution approving the change (s. 176(1)). The changes requiring a separate vote are:

- an increase or decrease in the maximum number of shares authorized of that class (or a class of shares equal or superior to that class);
- the exchange, reclassification or cancellation of the shares of that class;
- creating a new class of shares equal to or superior to shares of that class;
- adding, changing or removing the rights, privileges, restrictions or conditions attached to the shares of such class;
- increasing the rights and privileges of any class of shares equal or superior to that class;
- making any class of shares that have rights or privileges that are inferior to that class equal or superior to that class;
- effecting the exchange rights of that class or creating a right to exchange all or part of the shares of another class into shares of such class; and
- constraining the issue, transfer or ownership of such class or removing such constraint.

If an amendment affects the shares of a series differently from other shares of the same class, shareholders holding shares in that series are also entitled to a separate vote (s. 176(4)).

This right to vote separately applies whether or not such shares otherwise carry the right to vote. However, in the case of the first three changes listed above, if the existing *Articles* provide otherwise, a class vote is not required.

A further exception to the right to a separate vote is made for an amendment to the *Articles* which would provide the addition of a right to convert shares to another class of shares that is subject to special rights and restrictions, but is otherwise equal to that class of shares.

Articles of Amendment

In addition to passing a *Special Resolution* to alter its *Articles*, a corporation must file *Articles of Amendment* (Form 4) with Corporations Canada (s. 177(1)). The alteration to the *Articles* will take effect on the date shown on the *Certificate of Amendment* (s.179(1)).

Pursuant to section 178, once the *Articles of Amendment* have been filed, Corporations Canada must furnish to the corporation:

- a *Certificate of Amendment*; and
- a duplicate copy of the *Articles of Amendment* endorsed with the word “Filed” and the date of the filing (s. 262(2)(b)(i)).

In addition, the Director must publish a notice of the issuance of the *Certificate* in a publication generally available to the public(s. 262(2)(b)(v)).

It is important to ensure that the corporation is in good standing with Corporations Canada prior to filing the *Articles of Amendment*. If the corporation is not in good standing Corporations Canada may refuse to accept the application⁽¹⁾.

Proposal for Amendment

A director, or a shareholder who is entitled to vote at an annual general meeting of the corporation, may in accordance with s. 137, make a proposal to amend the *Articles* by giving notice to the corporation of the proposal (s. 175 (1)). The *Notice* must set out the proposed amendment, and where applicable, state that a dissenting shareholder is entitled to be paid the fair value of their shares (s. 175(2)).

Restated Articles

If the corporation has made many changes to the *Articles*, it may be difficult to determine the current provisions that apply. The directors of the corporation may “restate” the *Articles* if they decide that it is necessary or, if directed to do so by Corporations Canada. In order to restate its *Articles* the corporation must file *Restated Articles of Incorporation* (Form 7) with Corporations Canada (s. 180(2)). *Restated Articles of Incorporation* are effective on the date shown in the *Restated Certificate of Incorporation* and supersede the original *Articles of Incorporation* and all amendments thereto (s.180(4)).

Amendments to the *Articles* must be filed prior to or concurrently with the filing of the *Restated Articles of Incorporation*, because they incorporate all previously made changes.

DISSENT RIGHTS

If the *Articles* will be amended to:

⁽¹⁾ Pursuant to a *Notice to Client* issued in December 1998 Corporations Canada has the right to refuse to endorse *Articles* submitted to the Director if the corporation has not filed its *Annual Returns*.

- add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class; or
- add, change or remove any restriction on the business or businesses that the corporation may carry on;

the holders of any shares of the corporation will be entitled to a right to dissent⁽²⁾. In addition, any class shareholder entitled to vote pursuant to the provisions set out in section 176 described under **Class Vote** (page 6) is entitled to a right of dissent, even if there is only one class of shares.

The right to dissent gives the dissenting shareholder, in addition to any other rights the shareholder may have, the right to be paid by the corporation the fair market value of shares in respect of which the shareholder dissents (s. 190(3)).

The procedure for filing a *Notice of Dissent* is beyond the scope of this Guide.

⁽²⁾ Dissent means a disagreement with the majority of shareholders who pass the resolution, which entitles the dissenting shareholder to certain rights.

PROCEDURE/CHECKLIST

Amendments to Articles Made Pursuant to s. 173(1)

1. Receive instructions from client
2. Check if the amendment to the *Articles* is to be effective on a specified date and diarize the effective date for the amendment
3. If the name of the corporation is to be changed:
 - unless the corporation will be changing its name to a designated number name, conduct a *NUANS® Report* and obtain a *Name Decision Letter* (see the section on *NUANS® Reports* in the **Incorporation** chapter in Volume I for the procedure for conducting a *NUANS® Report* and obtaining a *Name Decision Letter*). The *Name Decision Letter* is optional but will hasten the processing time and help to eliminate the possibility of having the name rejected
 - diarize the expiry date of the *NUANS® Report* (90 days from the date of the search)
4. Review the *Minute Book* to determine the corporation's status. Ensure that all *Annual Return* filings are up to date. If the corporation is not in compliance (i.e. *Annual Returns* have not been filed), prepare the outstanding documents and add them as enclosures to the *Transmittal Letter (Forwarding Documents for Signature)* (page 42)
5. Check the corporation's *Articles, By-Laws* and any *Unanimous Shareholders Agreement* to determine if there are any restrictions on changing the *Articles* of the corporation
6. Check the *Minute Book* to determine if the shareholders usually pass consent resolutions or if the shareholders generally hold meetings (see item 13 below) – confirm with the supervising lawyer or client which procedure will be used
7. Prepare the *Consent to Use of Name* (page 16) if the name of the corporation is being changed and the reservation is conditional on obtaining the consent of a corporation with a similar name
8. If no meeting will be held (see item 6 above), prepare:
 - if the name of the corporation will be changed, *Special Resolution (Authorizing the Change of Name)* (page 18)
 - if the province where the Registered Office is located will be changed, *Special Resolution (Authorizing a Change in the Registered Office Province)* (page 22)
 - if the authorized capital of the corporation will be changed, *Special Resolution (Authorizing a Change in Capital)* (page 24)

- if the fixed number of directors or the maximum or minimum number of the directors will be changed, *Special Resolution (Authorizing a Change in the Number of Directors)* (page 30)

If several amendments will be made, you can combine the resolutions as appropriate

9. If the corporation has a designated number as a name (i.e. the corporation is a designated number Canada corporation) and wishes to change that name to a verbal name, prepare the *Directors Resolution (Changing a Designated Number Name to a Verbal Name)* (page 20)
10. If the corporation will be changing the location of its registered office, prepare a *Directors Resolution* and *Form 3 Notice of Change of Address of Registered Office*. See the **Registered Office** chapter in Volume I for an explanation and precedents for changing the address of the registered office
11. If the corporation will be changing directors, prepare the appropriate resolution and a *Form 6 Notice of Change of Directors* see the **Directors and Officers** chapter in Volume I for an explanation and precedents for changing the directors
12. If the authorized capital of the corporation is being changed as part of a reorganization, see the **Share Issuance** chapter in Volume I, or the **Authorized Capital** or **Transfers and Transmissions** chapters for the appropriate explanations and precedents. Note that if the change does not affect the *Articles* (such as in the case of a subdivision or consolidation of only the **issued** shares of a class of unlimited authorized shares), *Articles of Amendment* will not be required
13. If the shareholders will be holding a meeting, prepare a *Notice of General Meeting* together with any required supporting documents (for example, a form of *Proxy*) setting out the amendments that will be voted on (see the **Miscellaneous** chapter and **Annual Maintenance** chapter in Volume I). You can cut and paste the wording from the consent resolution into the *Notice* and *Minutes* (with appropriate changes)
14. Prepare *Articles of Amendment* (Form 4) (page 34)
15. Prepare *Restated Articles of Incorporation* (Form 7) (page 36), if required
16. Prepare *Transmittal Letter (Forwarding Documents for Signature)* (page 42) if required

When the documents are properly signed

17. File the *Special Resolution* (or the *Directors Resolution* authorizing the change of name, if applicable) in the *Minute Book*, (see page 14)
18. If a meeting was held, review the *Minutes of the Meeting* that was held to pass the *Special Resolutions* to determine that all amendments requested were passed.

19. If a *Consent to Use of Name* is required forward it to Corporations Canada by email, fax, mail or delivery. *Articles of Amendment* (Form 4) cannot be filed until Corporations Canada receives a signed copy of the *Consent*. The original (or a copy of the original if the original was sent to Corporations Canada) should be filed in the *Minute Book* (see page 14)
20. When all of the documents have been signed, file by:
 - (i) electronic filing. If you file the documents electronically, see **Appendix B** of Volume I. Note that the *Restated Articles of Incorporation* cannot be filed electronically.
 - (ii) faxing copies of the documents to Corporations Canada at (613) 941-0999
 - (iii) emailing the documents in pdf format to Corporations Canada at corporationscanada@ic.gc.ca,
 - (iv) forwarding to your agents for registration, or
 - (v) preparing a *Transmittal Letter to Corporations Canada (Forwarding Documents for Registration)* (page 42) by mail or courier. Enclose:
 - (i) the *NUANS® Report and Name Decision Letter* (if applicable)
 - (ii) the *Articles of Amendment* and the *Restated Articles of Incorporation*, if applicable. Note that if amendments are made to the *Articles*, you must file *Articles of Amendment* first and then the *Restated Articles of Amendment* (or file at the same time). The advantage of filing *Restated Articles of Amendment* is that you will receive a complete up to date copy of the current *Articles* that includes all amendments to date
 - (iii) a cheque to cover the filing fees
21. Attach the proof of filing received from Corporations Canada (either the electronic acknowledgment or the stamped copy) to the signed *Articles of Amendment* and *Restated Articles of Incorporation*, if applicable, and file it in the *Minute Book* under “**Charter Documents**”
22. If you filed electronically, print the Visa receipt screen and follow your office procedure for posting the Visa charge to the client’s account. File the printed receipt as a record of payment in the corporate records file
23. Receive from Corporations Canada a *Certificate* and filed *Articles of Amendment*, and *Restated Articles of Incorporation*, if requested
24. File the documents in the *Minute Book* (see page 14)

Name Change

Once the name of the corporation has been changed:

25. Prepare a *Directors Resolution (Adopting New Share Certificates)* if it is your firm policy to do so or if instructed to do so by the client (page 40)
26. Prepare a form of *Share Certificate* for each class of shares of the corporation (see *Share Certificates* in the **Records** chapter in Volume I), if this is the normal practice for the corporation
27. Check with the supervising solicitor or corporate supervisor to determine if the corporation will require new *Share Certificates* reflecting the new name to replace the current *Share Certificates*. If necessary, prepare new *Share Certificates* and cancel the *Share Certificates* which are being replaced either by printing “Cancelled” across their face or stamping them with a “Cancelled” stamp
28. Print a new *Securities Register* and *Directors Register* (if it is your firm policy to keep *Directors Registers* for federal corporations) reflecting the new name
29. Order a new seal, if required
30. Change the name of the corporation on the spine of the *Minute Book*
31. Notify the supervising solicitor’s assistant, your accounting department and central filing department (if applicable) of the change of name of the corporation
32. Change:
 - the corporate file labels
 - your corporate seal list (if required) and
 - change the name in your firm’s contact management database (if applicable)
33. Make sure that the name of the corporation has been changed on all index cards and corporation checklists
34. Check if the corporation holds shares under the old name in another corporation and update the records, including share certificates, for that other corporation
35. Check to see in which jurisdictions the corporation is extraprovincially registered
36. Either:
 - contact the agent in each jurisdiction to determine what the filing requirements are for the change of name; or
 - download the forms or use your electronic precedents to complete the necessary forms to register the change of name in the extraprovincial jurisdictions
37. Arrange to have the forms signed and registered. Check the filing requirements of the jurisdiction to determine if you need to obtain certified copies of the *Certificate*

of Amendment and *Articles of Amendment* or *Restated Articles of Incorporation* from Corporations Canada

38. In all cases, send the agent in each jurisdiction a copy of the *Certificate of Amendment* and a copy of the *Articles of Amendment* requesting that the records in that jurisdiction be amended or advising that the form has been filed in that jurisdiction

For All Amendments

39. Prepare a *Report Letter* (page 46)
40. File the signed documents in the *Minute Book* as follows:

Tab in Minute Book	Documents
Charter Documents	<i>Certificate of Amendment</i> Filed copy of <i>Articles of Amendment</i> Filed copy of <i>Restated Articles of Incorporation</i> (if applicable)
Shareholders' Minutes/Resolutions	<i>Special Resolution</i>
Directors' Minutes/Resolutions	<i>Directors Resolution</i>
Forms Filed	<i>Changes Regarding Directors</i> (if applicable) <i>Change of Registered Office Address</i> (if applicable)
Share Certificates	<i>Share Certificate(s)</i>

41. Complete the task in your database if you have one

CONSENT TO USE OF NAME

General Notes

When you are obtaining a name clearance, Corporations Canada may require that consent be obtained from a corporation with a similar name or with a name that conflicts with the new name being chosen.

Often the corporation with a similar or conflicting name is associated in some way with the corporation that wishes to change its name. In this case, obtaining the signature of the existing corporation for the consent will not be a problem. Occasionally, in the case of an unrelated corporation, the responsible lawyer or the directors of the corporation wishing to change its name will contact the unrelated corporation to request permission to use the name. Such a request is rare, however, as the corporation that wishes to change its name would not generally want to use a name that is so similar to that of another corporation as to cause confusion to the public. See the **Incorporation** chapter in Volume I for a further explanation of Name Granting Rules.

Preparation

- ① Insert the existing name of the corporation that wishes to change its name.
- ② Insert the proposed name to which the existing corporation wishes to change.
- ③ Insert the name of the corporation that will be consenting to the change of name.

Processing

This document is signed concurrently with the other documents relating to the name change (unless it is being signed by an unrelated corporation). Once it is prepared, checked and approved by the supervising solicitor, it is sent to the corporation for signature – see *Transmittal Letter (Forwarding Documents for Signature)* page 42.

If an unrelated corporation is signing the consent, the responsible lawyer will ordinarily draft the letter to the other corporation.

Make one copy for the file.

CONSENT TO USE OF NAME

Corporations Canada
235 Queen Street
Ottawa Ontario K1A 0H5

The undersigned hereby consents to the change of name from:

*{Present Name of the Corporation}*①

to

*{New Name of the Corporation}*②

Dated: *{Date}*.

*{NAME OF CORPORATION WITH CONFLICTING NAME}*③

Per: _____
Authorized signatory

SPECIAL RESOLUTION **(Authorizing the Change of Name)**

General Notes

A change of name must be authorized by a *Special Resolution* (s. 173(1)).

This resolution should be prepared if the voting shareholders have unanimously agreed to change the name of the corporation.

If all of the voting shareholders are not in agreement with the decision to change the name or there is a large number of shareholders, a general meeting may be required. In this case, a notice specifying the intention to consider the *Special Resolution* changing the name must be sent to all of the shareholders of the corporation (see the **Miscellaneous** chapter).

If set out in the *Special Resolution*, the directors of the corporation may revoke the amendment to the *Articles* before it is acted upon without further approval of the shareholders (s. 173(2)).

Pursuant to section 173(3), if the corporation's name is a designated number, the corporation's *Articles* may be amended to change the name to a verbal name (s. 173(3)). The amendment may be made by a *Directors Resolution*, rather than a *Special Resolution*. See *Directors Resolution (Changing a Designated Number Name to a Verbal Name)* page 20.

A *NUANS® Report, Name Decision Letter* and any required consents should be obtained before preparing the resolution.

Preparation

- ① Change as appropriate. If there is only one shareholder, change to "the sole Shareholder" and change "pass" to "passes".
- ② Insert the date from the *Certificate of Incorporation/Amalgamation* or *Continuance*.
- ③ Insert the existing name of the corporation as shown on the latest *Articles* of the corporation.
- ④ Insert the proposed new name of the corporation as shown on the *NUANS® Report*.
- ⑤ Check the *Securities Register* of the corporation and insert the names of all of the voting shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it must be signed. If it is forwarded to the corporation for signature, see *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

SHAREHOLDERS RESOLUTION
OF
{NAME OF CORPORATION}
(the “Corporation”)

THE UNDERSIGNED being ①all of the voting shareholders of the Corporation ①pass the following resolution pursuant to the provisions of the *Canada Business Corporations Act*:

WHEREAS:

- (A) The Corporation was incorporated by a Certificate of Incorporation dated ②{*Incorporation Date*}, under a designating number with the name “③{*Name of Corporation*}”;
- (B) It is necessary and desirable to amend the articles of the Corporation to change the name of the Corporation from ③{*Name of Corporation*} to ④{*New Name of the Corporation*}.

NOW THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION that:

1. The name of the Corporation be changed from:
③{***PRESENT NAME OF THE CORPORATION***}
- to
④{***NEW NAME OF THE CORPORATION***}
2. The Corporation is hereby authorized to make application for Articles of Amendment to change the name of the Corporation, substantially in the form of the Articles of Amendment attached to this resolution as Schedule “A”.
3. Any director or officer of the Corporation be authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the delivery of Articles of Amendment in prescribed form to the Director under the *Canada Business Corporations Act*.

Dated effective: {*Date*}.

⑤{***NAME OF SHAREHOLDER***}

⑤{***NAME OF SHAREHOLDER***}

DIRECTORS RESOLUTION **(Changing a Designated Number Name to a Verbal Name)**

General Notes

If the corporation has a designating number as a name, the directors may amend its articles to change the name to a verbal name (s. 173(3)).

Check to make sure that the corporation does not have a *Unanimous Shareholders Agreement* limiting the power of the directors.

A *NUANS® Report, Name Decision Letter* and any required consents should be obtained before preparing the resolution.

Preparation

- ① Change as appropriate. If there is only one director, change to “the sole Director” and change “pass” to “passes”.
- ② Insert the date from the *Certificate of Incorporation/Amalgamation* or *Continuance*.
- ③ Insert the existing name of the corporation as shown on the latest *Articles* of the corporation.
- ④ Insert the proposed new name of the corporation as shown on the *NUANS® Report*.
- ⑤ Check the *Register of Directors* of the corporation and insert the names of all of the directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it must be signed – if it is to be sent to the client for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

DIRECTORS RESOLUTIONS
OF
{NAME OF CORPORATION}
(the “Corporation”)

THE UNDERSIGNED being ①all of the directors of the Corporation ①pass the following resolution pursuant to the provisions of the *Canada Business Corporations Act*:

WHEREAS:

- (A) The Corporation was incorporated by a Certificate of Incorporation dated ②{*Incorporation Date*}, under a designating number with the name “③{*Name of Corporation*}”;
- (B) It is necessary and desirable to amend the articles of the Corporation to change the name of the Corporation from ③{*Name of Corporation*} to ④{*New Name of the Corporation*}.

NOW THEREFORE BE IT RESOLVED that:

1. The articles of the Corporation be amended to change the name of the Corporation to ④ {*New Name of the Corporation*};
2. The Corporation is hereby authorized to make application for Articles of Amendment to change the name of the Corporation, substantially in the form of the Articles of Amendment attached to this resolution as Schedule A.
3. Any director or officer of the Corporation is hereby authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the delivery of Articles of Amendment in prescribed form to the Director under the *Canada Business Corporations Act*.

Dated: {*Date*}.

⑤{*NAME OF DIRECTOR*}

⑤{*NAME OF DIRECTOR*}

SPECIAL RESOLUTION **(Authorizing a Change in the Registered Office Province)**

General Notes

A change in the province where the registered office is located must be authorized by a *Special Resolution* (s. 173(1)).

This resolution should be prepared if the **voting** shareholders have unanimously agreed to change the province where the registered office is located.

If the shareholders are not all in agreement with the decision to make the changes or there are a large number of shareholders, a general meeting may be required.

In the event that a meeting is called, notice specifying the intention to consider the *Special Resolution* authorizing a change in the registered office province must be sent to all of the shareholders of the corporation (see the **Miscellaneous** chapter).

If set out in the *Special Resolution*, the directors of the corporation may revoke the amendment to the *Articles* before it is acted upon without further approval of the shareholders (s. 173(2)).

Preparation

- ① Change as appropriate. If there is only one shareholder, change to “the sole Shareholder” and change “pass” to “passes”.
- ② Insert the current province shown in paragraph 2 of the most recent *Articles*.
- ③ Insert the name of the province where the new registered office will be located.
- ④ Check the *Securities Register* of the corporation and insert the names of all of the **voting** shareholders.

Processing

Prepare the appropriate *Directors Resolution* and *Change of Registered Office Address* (Form 3) – see the **Registered Office** chapter in Volume I. Once these documents are prepared, checked and approved by the supervising solicitor, they must be signed. If they are to be forwarded to the corporation for signature, prepare the *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

SHAREHOLDERS RESOLUTION
OF
[NAME OF CORPORATION]
(the “Corporation”)

THE UNDERSIGNED being ①all of the shareholders of the Corporation ①pass the following resolution pursuant to the provisions of the *Canada Business Corporations Act*:

WHEREAS it is necessary and desirable to change the province in which the registered office is situated from ②{*Current Province*} to ③{*New Province*}:

NOW THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION that:

1. The articles of the Corporation be amended to change the province in which the registered office of the Corporation is situated to the Province of ③{*New Province*}; and
2. Any director or officer of the Corporation be authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the delivery of Articles of Amendment in prescribed form to the Director under the *Canada Business Corporations Act*.

Dated effective: {*Date*}.

④{*NAME OF SHAREHOLDER*}

④{*NAME OF SHAREHOLDER*}

SPECIAL RESOLUTION **(Authorizing a Change In Share Capital or Other Changes)**

General Notes

Subject to the rights to the holders of any non-voting share classes under section 176, any change in the capital of the corporation or share transfer restrictions must be authorized by a *Special Resolution* of the voting shareholders of the corporation (s. 173(1)). A *Special Resolution* must be passed and *Articles of Amendment* filed before the changes in the capital or changes in share transfer restrictions of the corporation are effective.

A *Special Resolution* must also be passed in order to add, change or remove restrictions on the issue, transfer or ownership of shares. Changes may also be made to restrictions on the businesses that the corporation may carry on or to the other provisions contained in the *Articles*. To make the changes effective, the appropriate *Special Resolution* must be passed and *Articles of Amendment* filed.

This Resolution should be prepared if the voting shareholders have **unanimously** agreed to change the capital or share transfer restrictions of the corporation.

If the shareholders are not all in agreement with the decision to make the changes or there are a large number of shareholders, a general meeting may be required.

In the event that a meeting is called, notice specifying the intention to consider the *Special Resolution* authorizing a change in share capital must be sent to all of the shareholders of the corporation (see the **Miscellaneous** chapter).

If set out in the *Special Resolution*, the directors of the corporation may revoke the amendment to the articles before it is acted upon without further approval of the shareholders (s. 173(2)).

For more detailed explanations of specific amendments and examples of wording to use in altering the capital, see the **Authorized Capital** chapter.

Continued...

SHAREHOLDERS RESOLUTION **(Authorizing a Change in Share Capital or Other Changes)**

General Notes (Continued)

If there are shareholders holding several classes of shares, and some of those shares are non-voting, you may either:

- prepare a *Special Resolution* for all the **voting** shareholders (of one or more classes of voting shares) and include the **class vote** of the holders of any non-voting share class as part of the *Special Resolution* by:
 - deleting the paragraph starting with “Pursuant to the *Canada Business Corporations Act*, the undersigned, ...”;
 - adding the words: “*AND A SEPARATE RESOLUTION*” after “*AS A SPECIAL RESOLUTION*” to the paragraph beginning “*NOW THEREFORE BE IT RESOLVED*”;
 - inserting the signatures of all of the voting shareholders;
 - after the signatures of the voting shareholders, add the paragraph starting with “*The foregoing Special Resolutions are hereby consented to by every shareholder of the corporation holding Class X shares ...*” inserting the description of a non-voting class of shares entitled to vote on the resolution;
 - add lines for all the signatures of the shareholders of that class; and
 - repeat the previous paragraph and add signature lines for each class of shares affected by this resolution.

or:

- Prepare as **separate** resolutions:
 - **first:** a *Special Resolution* for the **voting** shareholders:
 - after the signatures of the voting shareholders, delete the paragraph starting with “*The foregoing Special Resolutions are hereby consented to by every shareholder of the Corporation holding Class X shares ...*”; **and then**
 - prepare a separate resolution for the holders of each non-voting class of shares.

SHAREHOLDERS RESOLUTION (Authorizing a Change in Share Capital or Other Changes)

General Notes (see previous page)

Preparation

- ① Change as appropriate. If there is only one shareholder, change to “the sole Shareholder” and change “pass” to “passes”.
- ② Insert a description of the authorized capital such as “*an unlimited number of shares of one class designated as Common shares*”
- ③ Use a paragraph that describes the amendment being made. If you will be substituting a new Article for one of the *Articles* (such as Article 3, setting out the Classes and the Maximum Number of Shares the Corporation is authorized to issue), use the first paragraph. If the amendment makes a change to the capital but does not replace the entire Article, use the second paragraph. If the amendment is lengthy, use the third paragraph.
- ④ If the corporation was continued or amalgamated, rather than incorporated, make the appropriate change
- ⑤ Insert the number of the Article in the *Articles of Incorporation/Continuance/Amalgamation* that is being replaced
- ⑥ Insert the text of the new Article. See the **Authorized Capital** chapter
- ⑦ Insert the text of the amendments, such as:

“The articles of the Corporation be amended to increase the authorized capital of the Corporation by creating two additional classes of an unlimited number of shares to be designated as Class “A” Preference shares and Class “B” Preference shares;

The class of Common shares, the Class “A” Preference shares and the Class “B” Preference shares of the Corporation shall have attached thereto the rights, privileges, restrictions and conditions as set out in Schedule “A” attached hereto;”
- ⑧ Insert a brief description of the amendment, for example “*change the authorized share capital*”
- ⑨ This paragraph may be inserted if the shareholders wish to provide the directors with authority to revoke the amendment to the *Articles* before it is acted upon

Continued...

SHAREHOLDERS RESOLUTION
OF
[NAME OF CORPORATION]
(the “Corporation”)

THE UNDERSIGNED being ①all of the shareholders of the Corporation entitled to vote in person or by proxy at a meeting of the holders of such class of shares of the Corporation ①pass the following resolution pursuant to the provisions of the Canada Business Corporations Act:

WHEREAS

- (A) The authorized capital of the Corporation consists of ②;
- (B) It is considered necessary and expedient in the interests of the Corporation to amend its articles as hereinafter provided.

NOW THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION ① that:

③1. The Articles of ④Incorporation be amended by deleting Article ⑤and substituting the following therefor:

“⑥”

OR:

- 1. ⑦

OR:

1. The Corporation be and it is hereby authorized to make application for Articles of Amendment to ⑧, substantially in the form of the Articles of Amendment attached to this resolution as Schedule “A”.

⑨2. The board of directors of the Corporation is authorized, in their discretion, to abandon the application for amendment to the articles under the Canada Business Corporations Act without further approval or authorization of the shareholders of the Corporation.

Continued...

SHAREHOLDERS RESOLUTION **(Authorizing a Change in Share Capital or Other Changes)**

General Notes (continued)

Preparation

- ① Check the *Securities Register* of the corporation and insert the names of all of the **voting** shareholders
- ② If you are **not** preparing a separate resolution for the holders of non-voting shares, insert this separate authorization paragraph for the holders of each such class of shares and insert the names of the shareholders for each such class. If there are no non-voting shareholders, delete this paragraph and the execution block following.
- ③ Insert the names of the holders of all the shareholders of the Class **X** shares. Repeat the block for each class of shares.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it must be signed. If it is to be forwarded to the corporation for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

Shareholders Resolution
(Authorizing A Change In Share Capital Or Share Transfer Restrictions or the
Business of the Corporation, or Other Changes)

Page 2

3. Any director or officer of the Corporation is authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the delivery of Articles of Amendment in prescribed form to the Director under the *Canada Business Corporations Act*.

Dated effective: *{Date}*.

①{NAME OF VOTING
SHAREHOLDER}

①{NAME OF VOTING
SHAREHOLDER}

The foregoing ②Special Resolutions are hereby consented to by every shareholder of the Corporation holding Class X shares of the Corporation who would have been entitled to vote in person or by proxy at a meeting of the holders of such class of shares of the Corporation.

③{NAME OF CLASS X
SHAREHOLDER}

③{NAME OF CLASS X
SHAREHOLDER}

SPECIAL RESOLUTION (Authorizing a Change in the Number of Directors)

General Notes

If the *Articles* of the corporation specify a fixed number of directors and the number of directors is increased or decreased to more or less than the fixed number, or the *Articles* specify a “floating” number (e.g. “between 1 and 10”), and the number of directors is increased or decreased to more or less than the minimum or maximum number, the *Articles* must be amended to:

- increase or decrease a fixed number of directors; or
- change either the minimum number or the maximum number of directors; or
- change to a floating number when the *Articles* specify a fixed number or change to a fixed number when the *Articles* specify a floating number.

A *Special Resolution* of the shareholders of the corporation must be passed (s. 173(1)) and *Articles of Amendment* filed to authorize the amendment to the *Articles*.

This Resolution should be prepared if the **voting** shareholders have unanimously agreed to change the number of directors.

If the shareholders do not unanimously agree with the decision to make the change or there are a large number of shareholders, a general meeting may be required. In this case, notice specifying the intention to consider the *Special Resolution* authorizing the change in the number of directors must be sent to all of the shareholders of the corporation (see the **Miscellaneous** chapter).

If set out in the *Special Resolution*, the directors may revoke the amendment before the *Articles of Amendment* are filed without further approval of the shareholders (s. 173(2)).

Preparation

- ① Change as appropriate. If there is only one shareholder, change to “the sole Shareholder” and change “pass” to “passes”.
- ② You may substitute “*the number of directors is {Fixed Number};*” if the board is a fixed number
- ③ If the board is a “floating” board (i.e. having a minimum and maximum number), insert the minimum and maximum number of directors shown in the latest *Articles*
- ④ If the board is a “floating” board (i.e. having a minimum and maximum number), insert the new minimum and maximum number of directors
- ⑤ Change to “increased” or “decreased” as appropriate. You may substitute “*the number of directors be changed to {Fixed Number}.*” If the board will be a fixed number
- ⑥ Check the *Securities Register* of the corporation and insert the names of all of the **voting** shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it must be signed. If it is forwarded to the corporation for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

SHAREHOLDERS RESOLUTION
OF
{NAME OF CORPORATION}
(the “Corporation”)

THE UNDERSIGNED being ①all of the shareholders of the Corporation ①pass the following resolution pursuant to the provisions of the *Canada Business Corporations Act*.

WHEREAS

(A) ②The minimum number of Directors of the Corporation is ③ and the maximum number is ③;

(B) It is considered necessary and expedient in the interests of the Corporation to amend its articles as hereinafter provided.

NOW THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION, that

1. The minimum number of Directors of the Corporation be ⑤decreased from ③{*Old Number*} to ④{*New Number*} and the maximum number of Directors of the Corporation be ⑤increased from ③{*Old Number*} to ④{*New Number*}.

2. Any director or officer of the Corporation is authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the delivery of Articles of Amendment in prescribed form to the Director under the *Canada Business Corporations Act*.

Dated effective: {*Date*}.

⑥{*NAME OF SHAREHOLDER*}

⑥{*NAME OF SHAREHOLDER*}

DIRECTORS RESOLUTION **(Authorizing Restated Articles Of Incorporation)**

General Notes

At any time, the directors may restate the *Articles of Incorporation* (s. 180(1)). However, no changes may be made to the *Articles* in the application for *Restated Articles of Incorporation*. If any changes to the current *Articles* are required, they must first be authorized by a *Special Resolution* and effected by filing *Articles of Amendment* prior to or concurrently with the application for *Restated Articles of Incorporation*.

Check to make sure that the corporation does not have a *Unanimous Shareholders Agreement* limiting the power of the directors.

Preparation

- ① Change as appropriate. If there is only one director, change to “the sole Director” and change “pass” to “passes”.
- ② If there is a *Unanimous Shareholder Agreement*, you could add the following wording (adjust as necessary):

WHEREAS:

- A. “*Section 180 of the Canada Business Corporations Act provides that the directors of the Corporation may at any time restate the Corporation’s articles of incorporation as amended;*”
 - B. *Section {Insert Section Number} of the Unanimous Shareholders Agreement made {Date} among {List Shareholders} and the Corporation allows the directors of the Corporation to take the necessary steps to maintain the corporate existence and good standing of the Corporation;”*
- ③ Check the *Register of Directors* of the corporation and insert the names of all of the directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it must be signed. If it is forwarded to the corporation for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

DIRECTORS RESOLUTION
OF
{NAME OF CORPORATION}
(the “Corporation”)

THE UNDERSIGNED being ①all of the directors of the Corporation ①pass the following resolution pursuant to the provisions of the *Canada Business Corporations Act*.

②NOW THEREFORE BE IT RESOLVED that:

1. Pursuant to Section 180 of the *Canada Business Corporations Act*, the Articles of the Corporation be restated and the Restated Articles of Incorporation attached hereto as Schedule “A” are approved and adopted.
2. Any director or officer of the Corporation is authorized and directed to sign all documents and to do all things necessary or desirable to effect such application including the delivery of Restated Articles in the prescribed form to the Director under the *Canada Business Corporations Act*.

Dated: *{Date}*.

③*{NAME OF DIRECTOR}*

③*{NAME OF DIRECTOR}*

ARTICLES OF AMENDMENT (Form 4)

General Notes

The *Articles of Amendment* (Form 4) is filed with Corporations Canada, along with the NUANS® report (if the name of the corporation is being changed) and any other documents required. The *Articles of Amendment* must be in the prescribed form.

Preparation

The instructions printed in the form are complete, however the following additional explanations provide clarification:

- ITEM 1** Insert the name of the corporation exactly as shown in the latest *Articles*.
- ITEM 2** Insert the corporation's corporation number as shown on the corporation's *Articles of Incorporation, Amalgamation or Continuance*.
- ITEM 3** Insert a description of the amendment to the *Articles*. The most common amendments are listed:
- For a change of name of the Corporation, insert the new name in section A.
- For a change in the province or territory, complete section B.
- For a change in the number of directors, complete section C.
- For all other changes, complete section D. If the description is lengthy, you may refer to a schedule, such as:
- “To amend item 3 of the Articles of Incorporation to read:*
3. *The corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preferred shares bearing the rights, privileges, restrictions and conditions set out in Schedule A attached hereto.”*
- The schedules may be titled Schedule A, B, C etc. or I, II, III. Do not use quotation marks around the designation if you will be filing online.
- ITEM 4** Insert the capacity of the person signing the form, such as “director” or “officer”. The form must be signed by a director or “authorized officer”. Insert the telephone number of the person signing the form.

Industry
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Canada

Canada Business Corporations Act (CBCA)
FORM 4
ARTICLES OF AMENDMENT
(Sections 27 or 177)

1 - Corporate name

--

2 - Corporation number

--

3 - The articles are amended as follows: *(Please note that more than one section can be filled out)*

A: The corporation changes its name to:

--

B: The corporation changes the province or territory in Canada where the registered office is situated to:
To complete the change, a Form 3 - Change of Registered Office Address must accompany the Articles of Amendment.

--

C: The corporation changes the minimum and/or maximum number of directors to: *(For a fixed number of directors, please indicate the same number in both the minimum and maximum options).*

Minimum number Maximum number

D: Other changes: *(e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) Please specify.*

--

4 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation.

Signature: _____

Print name: _____ Telephone number: _____

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

RESTATED ARTICLES OF INCORPORATION (Form 7)

General Notes

The *Restated Articles of Incorporation* (Form 7) are filed with Corporations Canada in order to obtain new *Articles* containing all amendments to the current *Articles* in one document. No changes may be made to the *Articles* in the application for *Restated Articles of Incorporation*. If any changes to the current *Articles* are required, they must first be authorized by a *Special Resolution* and effected by filing *Articles of Amendment* prior to or concurrently with the application for *Restated Articles of Incorporation*.

Preparation

The instructions printed in the form are complete, however the following additional explanations provide clarification:

- ITEM 1** Insert the name of the corporation exactly as shown in the latest *Articles*.
- ITEM 2** Insert the corporation number
- ITEM 3** Insert the province or territory in Canada where the registered office is situated.
- ITEM 4** Insert the description of the classes of shares shown in the *Articles*, as amended to date.

You may attach a schedule setting out the classes of shares and any *Rights, Privileges, Restrictions and Conditions* attached to any classes of shares of the corporation.


 Industry
Canada
 Industrie
Canada

Canada Business Corporations Act (CBCA)
FORM 7
RESTATED ARTICLES OF INCORPORATION
(Section 180)

1 - Corporate name

2 - Corporation number

3 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

4 - The classes and any maximum number of shares that the corporation is authorized to issue

5 - Restrictions, if any, on share transfers

6 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)Minimum number Maximum number **7 - Restrictions, if any, on the business the corporation may carry on**

8 - Other provisions, if any

9 - Declaration

I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Signature: _____

Print name: _____ Telephone number: _____

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

RESTATED ARTICLES OF INCORPORATION **(FORM 7)**

Page 2

Preparation (Continued)

The instructions printed in the form are complete, however the following additional explanations provide clarification:

ITEM 5 Insert the description of any restrictions on transfers of shares shown in the *Articles*, as amended to date.

If the description is lengthy, you may refer to a schedule, such as “*See Schedule “B”.*”

ITEM 6 Insert the minimum and maximum number of directors shown in the *Articles*, as amended to date. If cumulative voting is permitted, the number of directors must be fixed.

ITEM 7 If there are restrictions on the business that the corporation may carry on, insert the description in item 7. Otherwise, insert “*none*”.

ITEM 8 Insert any other provisions that are permitted by the Act or Regulations to be set out in the by-laws of the corporation that are to form part of the *Articles*, that are contained in the *Articles*, as amended to date, including any pre-emptive rights or cumulative voting provisions.

If the provisions are lengthy, insert “*See Schedule C annexed hereto and forming part hereof.*”

ITEM 9 Insert the capacity of the person signing the form, such as “director” or “officer”. Note that a director or “authorized officer” must sign the form. Insert the telephone number of the person signing the form.



Instructions
FORM 7
RESTATED ARTICLES OF INCORPORATION

Filing this application costs \$50.
No fee applicable if filed the same day as a request for a Certificate of Amendment.

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Restated Articles of Incorporation are used to consolidate, into one document, all the amendments made to a corporation's articles since its creation. The articles must set out, without substantive change, the articles of incorporation as previously amended. The restated certificate of incorporation will supersede the original articles of incorporation and all amendments to those articles. If the space available is insufficient, attach a schedule.

Item 4

Set out the details required by paragraph 6(1)(c) of the CBCA, including 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 CBCA.

Item 6

State the number of directors. If cumulative voting is permitted, the number of directors must be fixed.

Item 7

If restrictions are to be placed on the business the corporation may carry on, set out the restrictions .

Item 8

Set out any provisions permitted by the Act or Regulations to be set out in the by-laws of the corporation that are to form part of the articles, including any pre-emptive rights or cumulative voting provisions.

Item 9

This form must be signed by a director or authorized officer of the corporation.

For more information, consult Corporations Canada Website (corporationscanada.ic.gc.ca) or call toll-free (within Canada) **1-866-333-5556** or (from outside Canada) **(613) 941-9042**.

Send documents:

By mail: Corporations Canada
235 Queen Street
Ottawa, Ontario K1A 0H5

By facsimile: (613) 941-4803

By e-mail: corporationscanada@ic.gc.ca

DIRECTORS RESOLUTION (Adopting New Share Certificates)

General Notes

This Resolution is optional. When the *Certificate of Amendment* has been received from the Director, Corporations Canada, this resolution may be prepared with the new corporation name if it has been changed and if:

- the corporation will be adopting new *Share Certificates*; and/or
- a new corporate seal will be adopted.

Preparation

- ① Change as appropriate. If there is only one director, change to “the sole Director” and change “pass” to “passes”.
- ② Insert the old name of the corporation.
- ③ Copy the new name of the corporation from the *Certificate of Amendment*.
- ④ Copy the effective date of the name change from the *Certificate of Amendment*.
- ⑤ Delete the words between the two ⑤’s if no new seal is ordered.
- ⑥ Delete if the existing *Share Certificate(s)* will not be replaced to reflect the change of name. Insert the correct description of the class of shares that are issued.
- ⑦ Insert one of the two paragraphs depending on whether there is only one class of shares or several classes of shares issued. List all the classes of shares that are issued.
- ⑧ List the number, the shareholder’s name and the number and class of shares for the old *Share Certificates* that are being cancelled.
- ⑨ List the number, the shareholder’s name and the number and class of shares for the new *Share Certificates* that are being issued in exchange for the old ones.
- ⑩ Check the *Register of Directors* of the corporation and insert the names of all directors.

Processing

Attach the forms of the *Share Certificates* to the Resolution — one for each class of shares. If the existing *Share Certificates* are being replaced, prepare new *Share Certificates* — see *Share Certificates* in the **Records** chapter in Volume 1 (and step 27 in the Procedure/Checklist).

Once these documents are prepared, checked and approved by the supervising solicitor, forward to the corporation for signature — see the *Transmittal Letter (Forwarding Documents for Signature)* (page 42).

**DIRECTORS RESOLUTIONS
OF
{NEW NAME OF CORPORATION}**

(the “Corporation”)

THE UNDERSIGNED being ① all of the directors of the Corporation ① pass the following resolutions pursuant to the provisions of the *Canada Business Corporations Act*.

WHEREAS:

- (A) By an amendment to its Articles filed with the Director, Corporations Canada, the name of the Corporation was changed from *{OLD NAME OF THE CORPORATION}* ② to *{NEW NAME OF THE CORPORATION}* ③ on *{Date}* ④.
- (B) It is expedient to adopt a new form of Share Certificate ⑤ and new corporate seal ⑤ to reflect the change of name of the Corporation.
- ⑥(C) It is appropriate that the Share Certificates representing the shares of the Corporation be replaced to reflect the change in the name of the Corporation.

NOW THEREFORE BE IT RESOLVED that:

- ⑦ 1. The form of Share Certificate attached as Schedule “A” will be the new form of Share Certificate for the *{Common}* shares of the Corporation.
- ⑦ 1. The forms of Share Certificates attached as Schedules “A”, “B” and “C” will be the new forms of Share Certificates for the Class **X**, Class **Y** and Class **Z** shares respectively.
- ⑥ 2. The following Share Certificates be cancelled:

Share Cert. No.	Name of Shareholder	Number and Class of Shares
⑧	⑧ <i>{NAME OF SHAREHOLDER}</i>	⑧ <i>{Number and Class}</i>

- ⑥ 3. The following Share Certificates be issued in exchange therefor:

Share Cert. No.	Name of Shareholder	Number and Class of Shares
⑨	⑨ <i>{NAME OF SHAREHOLDER}</i>	⑨ <i>{Number and Class}</i>

- ⑤ 4. The seal of the Corporation, an impression of which is made in the margin of these Resolutions, be adopted as the new seal of the Corporation.
5. Any director or officer of the Corporation, 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}*.

⑩ *{NAME OF DIRECTOR}*

⑩ *{NAME OF DIRECTOR}*

TRANSMITTAL LETTER (Forwarding Documents for Signature)

General Notes

When all documents have been prepared, checked and approved by the supervising solicitor, arrangements should be made to have them signed. Since it is often impractical to have all of the parties attend at the law firm's office to sign the documents, often the documents are forwarded to the corporation for signature and return.

If the corporation is **not** in compliance (e.g. *Annual Returns* are overdue), prepare or copy any outstanding documents and enclose them with this letter.

Preparation

- ① If the name of the corporation will not be changed, substitute:
 “*{Name of the Corporation} (the “Corporation”)
 Amendment to Articles*”
- ② If the name of the corporation will be changed, insert the existing name of the corporation as shown on the latest *Articles*.
- ③ If the name of the corporation will be changed, insert the proposed new name of the corporation as set out in the *NUANS® Report*.
- ④ Insert the name of the corporation with the conflicting name, if required. If a consent is not required, delete this item.
- ⑤ Insert this item only if the directors will pass a resolution changing the name of the corporation from a designed number name to a verbal name. In this case, delete item 2 enclosing a *Shareholders Resolution*.
- ⑥ Delete this item if *Restated Articles of Incorporation* will not be enclosed.
- ⑦ List any additional documents required such as outstanding annual maintenance documents, or if a change of registered office or change of directors is being made, the appropriate additional documents and forms (see the **Directors and Officers** chapter or the **Registered Office** chapter in Volume I, if applicable).
- ⑧ If the amendment is not for a name change, substitute “the amendment” for “the name change”.

Processing

Make copies of the letter and enclosures for the file and ensure that all enclosures are attached to the letter. Diarize the file for two to three weeks, subject to any filing deadlines. Follow-up by letter, email or telephone if you have not received the signed documents.

File No. _____

{Date}

{Name and Address of the Corporation}

Dear _____:

Re: ①*{Present Name of the Corporation}*② (the “Corporation”)
Change of Name to *{New Name of the Corporation}*③

Further to your instructions regarding the above change of name, we enclose the following documents for signature and return to us:

1. ④Consent of *{Name of Corporation with Conflicting Name}*;
2. Special Resolution;
3. ⑤Directors Resolution authorizing the change of name;
4. Articles of Amendment (Form 4);
5. ⑥ Restated Articles of Incorporation (Form 7; and
6. ⑦

⑧The name change is not effective until the Articles of Amendment have been filed with the Director, Corporations Canada. Once we have received the signed documents from you, we will file the Articles of Amendment and advise you of the effective date of the amendment to the Articles.

In due course, we will also provide you with copies of the Certificate of Amendment and the Articles of Amendment (**or Restated Articles of Incorporation**).

Please contact the writer if you have any questions or concerns regarding these documents or any other matter regarding the Corporation.

Yours truly,

{NAME OF LAW FIRM}

TRANSMITTAL LETTER TO CORPORATIONS CANADA

General Notes

When you have received:

- *NUANS® Report* (if applicable);
- the executed Forms 4 and Form 7 (if applicable);
- *Consents to Use of Name* (if applicable); and
- all outstanding *Annual Returns* and any other documents forwarded to the client for signature that are required to file the *Articles of Amendment*

File the Form 4 electronically (see **Appendix B** in Volume I), or by fax or mail with this letter. Note that there is no provision for filing the Form 7 electronically at this time.

Preparation:

- ① Delete this line and substitute “*Amendment to Articles*” if the name of the corporation is not being changed.
- ② Insert the new name of the corporation if the name is being changed.
- ③ Insert the document service number if your firm has an account with Corporations Canada, or delete this line if you will be paying by cheque
- ④ Delete the reference to the *NUANS® Report* if the name of the corporation will not be changed
- ⑤ If *Restated Articles of Incorporation* will not be filed, delete this line
- ⑥ Insert the name of the corporation, firm or individual granting the consent. If no consent is required, delete this line.
- ⑦ Insert the amount of the fee. See the **Appendix E** - Fee Schedule in Volume I. If you have an account with Corporations Canada and the fee will be deducted from your account, substitute:

“Please debit our account {Account Number} for your fees in this matter.”
- ⑧ Insert “*and Restated Articles of Incorporation*” if applicable.

Processing

If you file the Form 4 online, you must attach the *NUANS® Report, Name Decision Letter* and any required consents to the online application in pdf format if applicable, or forward these documents to Corporations Canada by fax or email. If your agents will be filing the documents, you can arrange to have them pay the filing fee.

Make sufficient copies of all enclosures to have one copy of each document for your file and attach the originals to the letter. If you are mailing the documents, a signed original of the Form 4 and Form 7, if applicable, must be attached to the letter. Subject to any deadline, diarize the file for two to three weeks and follow up if you have not received the *Certificate of Amendment* and filed copies of the Form 4 and Form 7.

File No. _____

{Date}

Corporations Canada
235 Queen Street
Ottawa, Ontario K1A 0H5

Dear Sirs/Mesdames:

**Re: *{Name of Corporation}* (the “Corporation”)
①Name Change to ②*{New Name of the Corporation}***

We enclose the following documents for filing with your office:

1. ③Document Service Order Number;
2. ④Original NUANS® report and copy of name decision letter;
3. Articles of Amendment (Form 4);
3. ⑤Restated Articles of Incorporation (Form 7); and
4. Original Consent to Use of Name from ⑥.

We also enclose our cheque made payable to the Receiver General for Canada in the amount of ⑦*{Amount}*.

We would appreciate your providing us with a Certificate of Amendment, together with a filed copy of the Articles of Amendment ⑧, at your earliest convenience. If you have any questions regarding the enclosed, please do not hesitate to contact the writer.

Thank you for your cooperation in this matter.

Yours truly,

{NAME OF LAW FIRM}

REPORT LETTER

General Notes

When the *Certificate of Amendment* and filed copy of the *Articles of Amendment* and *Restated Articles* (if applicable) have been received from Corporations Canada, you should report to your client on the amendment.

Preparation

- ① Copy the new name of the corporation from the *Certificate of Amendment*. If the name of the corporation was not changed, substitute:
 “*{Name of the Corporation}* (the “*Corporation*”)
 Alteration of Articles”
- ② Insert the old name of the corporation if the name of the corporation was changed.
- ③ Copy the date of the amendment from the *Certificate of Amendment*.
- ④ Delete if not applicable.
- ⑤ Delete if the name has not been changed and no seal is required and ordered.
- ⑥ Omit if the name has not been changed and a new form of *Share Certificates* will not be adopted
- ⑦ Omit this paragraph if the existing *Share Certificates* are not being replaced with new *Share Certificates* showing the corporation’s new name.
- ⑧ List the attached *Share Certificates* (use the table with information at ⑨ in the *Directors Resolution* on page 41).
- ⑨ Delete this paragraph if all of the *Share Certificates* are contained in the corporation’s **Minute Book**, or adjust if only some of the certificates are missing.
- ⑩ Omit if the account is not being forwarded at this time.

Processing

Make a copy of the letter and enclosures for the corporate file and ensure that all enclosures are attached to the letter.

{Date}

{Name and Address of Client}

Dear _____:

Re: ①{*New Name of the Corporation*} (the “Corporation”)
②Change of name from {*Old Name of the Corporation*}

We confirm that ②{*Old Name of the Corporation*} has changed its name to ②{*New Name of the Corporation*}, effective ③{*Date*}. We enclose a copy of the Certificate of Amendment with Articles of Amendment and ④Restated Articles of Incorporation attached thereto.

We have filed the original documents in the Corporation’s Minute Book. ⑤We have also ordered a new corporate seal showing the Corporation’s new name.

We enclose for your signature and return to us:

- ⑥1. a Directors Resolution adopting a form of new Share Certificate for future certificates to be issued for the Corporation’s shares, ⑤adopting the new seal and approving the exchange of Share Certificates representing the issued and outstanding shares of the Corporation; and
- ⑥2. the following new Share Certificates for signature where indicated:

⑧

⑨Please ensure that the existing share certificates are received by you prior to delivering the new enclosed share certificates to the respective shareholders.

⑩As this matter has now been completed, we enclose our statement of account for acting on your behalf in this matter.

We trust that you will find the above to be in order, but should you have any questions, please do not hesitate to contact us.

Yours truly,

{NAME OF LAW FIRM}