



Province of Alberta

COMPANIES ACT

COMPANIES REGULATION

Alberta Regulation 119/2000

With amendments up to and including Alberta Regulation 33/2018

Office Consolidation

© Published by Alberta Queen's Printer

Alberta Queen's Printer
Suite 700, Park Plaza
10611 - 98 Avenue
Edmonton, AB T5K 2P7
Phone: 780-427-4952
Fax: 780-452-0668

E-mail: qp@gov.ab.ca
Shop on-line at www.qp.alberta.ca

Copyright and Permission Statement

Alberta Queen's Printer holds copyright on behalf of the Government of Alberta in right of Her Majesty the Queen for all Government of Alberta legislation. Alberta Queen's Printer permits any person to reproduce Alberta's statutes and regulations without seeking permission and without charge, provided due diligence is exercised to ensure the accuracy of the materials produced, and Crown copyright is acknowledged in the following format:

© Alberta Queen's Printer, 20__.*

*The year of first publication of the legal materials is to be completed.

Note

All persons making use of this consolidation are reminded that it has no legislative sanction, that amendments have been embodied for convenience of reference only. The official Statutes and Regulations should be consulted for all purposes of interpreting and applying the law.

(Consolidated up to 33/2018)

ALBERTA REGULATION 119/2000

Companies Act

COMPANIES REGULATION

Table of Contents

- 1 Definitions
- 2 Documents re names
- 3 Approval of offering circular
- 4 Contents of offering circular
- 5 Notice of changes
- 6 Form of information circular
- 7 Presentation of information
- 8 Omission of information
- 9 Copy of circular to Commission
- 10 Notice to dissenting shareholder
- 11 Forms
- 12 Fees
- 13 Repeal
- 15 Coming into force

Schedules

Definitions

1 In this Regulation,

- (a) “Act” means the *Companies Act*;
- (b) “Commission” means the Alberta Securities Commission.

Documents re names

2 The documents prescribed for the purposes of sections 25(2), 32(1.1) and 206(3) of the Act are

- (a) an original Alberta Search Report from the NUANS (Newly Upgraded Automated Name Search) system maintained by the Government of Canada, dated not more than 90 days prior to the submission of the report, and

- (b) any consent or consent and undertaking required under the Act.

AR 119/2000 s2;206/2001

Approval of offering circular

3 An offering circular issued by a company pursuant to section 48 of the Act must be approved by resolution of the directors of the company.

Contents of offering circular

4(1) An offering circular must contain the following information:

- (a) the name of the company;
- (b) the date of the resolution of the directors of the company approving the contents of the offering circular, the names of the directors opposing the resolution, if any, and a brief statement of reasons for their opposition;
- (c) the number and class or kind of shares that the company proposes to purchase, and the number of shares of that class or kind issued and outstanding before the proposed purchase;
- (d) the date on which the offer will be open and the date on which it will close, which must be not more than 90 days following the opening date;
- (e) a statement that, where in response to the offer contained in the offering circular the shareholders agree to sell a greater number of shares than the company offers to buy, the company will make its purchase from all of the shareholders who offered to sell, as nearly as possible on a pro rata basis, disregarding fractions;
- (f) a statement that, where in response to the offer contained in the offering circular the shareholders agree to sell a lesser number of shares than the company offers to buy, the company may purchase, pro rata from the shareholders offering to sell, additional shares up to the number of shares that it offered to buy;
- (g) the price offered for the shares;
- (h) full particulars of the method of transmittal of the shares to the company or its authorized transfer agent;
- (i) the method of payment for the shares;

- (j) the time of payment for the shares, which must be as soon after the closing date of the offer as is reasonably practical having regard to all of the circumstances;
- (k) the source of the cash to be used for payment and, if all or any of the funds are to be borrowed by the company, the terms of any loan, the circumstances under which it must be repaid and the proposed method of repayment;
- (l) a general description of the consequences of the purchase under the *Income Tax Act* (Canada) to the company and to the selling shareholder;
- (m) the number of shares of the same class or kind as the company is proposing to purchase, that the company has purchased in the 2 years preceding the date of the offer, and the price that the company paid for those shares;
- (n) the name of every director, officer, agent or employee of the company who proposes to accept the offer, whether those persons propose to sell any additional shares not offered for sale by the remaining shareholders, if such information is known to the company, and any direct or indirect benefit to be derived by any of those persons in their accepting or refusing the offer;
- (o) any plans or proposals for material changes in the company, or in any contract or agreement under negotiation which, if successfully completed, would be material, including any plan or proposal to
 - (i) liquidate the company,
 - (ii) sell, lease or exchange all or a substantial part of its assets,
 - (iii) amalgamate it with any other business organization, or
 - (iv) make any material changes in
 - (A) its business,
 - (B) its corporate structure (debt or equity),
 - (C) its management,
 - (D) its personnel, or
 - (E) any liability, contingent or otherwise known to the directors or officers of the company, which

would or could have a material adverse effect on the company's financial position;

- (p) if any material changes described in clause (o) are contemplated, any specific benefit, direct or indirect, that to the knowledge of the company may be derived by any of the persons named in clause (n);
- (q) a summary of any appraisal obtained by the company, its directors or officers within the 2 years preceding the date of the offer regarding the company or its material assets or securities or, if no such appraisal has been made, a statement to that effect;
- (r) the frequency and amount of dividends with respect to shares of the company during the 2 years preceding the date of the offer, any restrictions on the company's ability to pay dividends and any plan or intention to declare a dividend following the purchase or to alter the dividend policy of the company;
- (s) a statement of any material expense incurred, or to be incurred, in connection with the offer to purchase, and the person or persons to whom the expense is payable;
- (t) any other material fact known to the directors or officers of the company concerning the company's affairs, including any material contract or agreement not previously disclosed.

(2) In addition to the information required under subsection (1), an offering circular issued by a public company must contain the following information:

- (a) the number and each class or kind of the shares or securities of the company that are beneficially owned by or over which control or direction is exercised by
 - (i) each insider of the company as defined in Part 6, Division (3) of the Act,
 - (ii) each associate of an insider of the company, and
 - (iii) each subsidiary or holding company of the company that is offering to buy its own shares;
- (b) where known, the names of every person mentioned in clause (a) who proposes to accept the offer;

- (c) where known, any direct or indirect benefit to be derived by any of those persons mentioned in clause (b) as a result of their accepting or refusing the offer;
- (d) the number and designation of any shares or securities of the company purchased or sold by the company during the 2 years preceding the date of the offer, including the purchase or sale price and the date of each purchase or sale;
- (e) financial statements of the company as of a date not more than 6 months preceding the date of the offer, or a copy of the company's most recent financial statements not previously released or sent to the shareholders of the company;
- (f) if the shares of the class or kind that the company is offering to buy were offered to the public by the company during the 5 years preceding the offer, the offering price per share and the aggregate amount received by the company;
- (g) where reasonably ascertainable, a summary showing the name of the Stock Exchange, or Exchanges, upon which the shares proposed to be purchased by the company are listed and, in reasonable detail for the 12 months preceding the date of the offer, the volume of trading and the price range of the class or kind of shares that the company is offering to buy.

Notice of changes

5 If, during the period following the distribution to the shareholders of an offering circular and before the closing date of the offer, the company or any of its directors or officers becomes aware of any material or proposed material change of a kind referred to in section 4(1)(o) to (t), the company shall, as soon as possible, deliver or mail a supplementary offering circular to its shareholders, stating briefly the nature of the material change.

Form of information circular

6(1) An information circular for the purposes of Part 6, Division (9) of the Act must contain the information prescribed in Form 1.

(2) The information called for by Form 1 must be given as of a specified date that is not more than 30 days prior to the date on which the information circular is first sent to any of the shareholders of the company, and the information circular must be dated as of that specified date.

Presentation of information

- 7(1)** The information contained in the information circular must be clearly presented and the statements made must be divided into groups according to subject matter, and the various groups of statements must be preceded by appropriate headings.
- (2)** The order of items set out in Form 1 need not be followed.
- (3)** Where practicable and appropriate, information presented must be in tabular form.
- (4)** All amounts must be stated in figures.
- (5)** Information required by more than one applicable item need not be repeated.
- (6)** No statement need be made in respect to any item that is inapplicable, and negative answers to any item may be omitted.

Omission of information

- 8(1)** Information that is not known to the person on whose behalf the solicitation is to be made and that is not reasonably within the power of the person to ascertain or procure may be omitted from the information circular, if a brief statement is made explaining why the information is unavailable.
- (2)** There may be omitted from the information circular any information contained in any other information circular, notice of meeting or form of proxy sent to the persons whose proxies were solicited in connection with the same meeting, if reference is made to the particular document containing that information.

Copy of circular to Commission

- 9(1)** Every person that distributes an information circular
- (a) to which Part 13 of the *Securities Act* applies, or
 - (b) to which Division (9) of Part 6 of the *Companies Act* applies and that is in respect of a meeting of the shareholders of a reporting issuer as defined in the *Securities Act*

shall file with the Commission a copy of the information circular and any other material distributed by that person in connection with the meeting.

- (2)** The information circular and other material referred to in subsection (1) must be filed with the Commission within 5 days

after the date the material is first mailed by the person distributing the material.

AR 119/2000 s9;251/2001

Notice to dissenting shareholder

10 The notice to be given by the transferee company pursuant to section 169(1) of the Act must be in Form 4 in Schedule 1 and must be given to a dissenting shareholder, either personally or by sending it by registered mail

- (a) to the shareholder's address registered in the books of the transferor company, and
- (b) to the address, if any, in Alberta, supplied by the shareholder to the transferor company for the giving of notice to him.

Forms

11 The following forms prescribed or referred to in Schedule 1 are prescribed for use under the following sections of the Act:

- (a) for the purposes of section 157, Form 1;
- (b) for the purposes of section 16, Form 2;
- (c) for the purposes of section 17(1), Form 3;
- (d) for the purposes of section 169, Form 4;
- (e) for the purposes of section 258(1), Form 5 and Form 6;
- (f) for the purposes of section 271(3), Form 7;
- (g) for the purposes of section 272(3), Form 8;
- (h) for the purposes of section 86(2), Form 9;
- (i) for the purposes of section 93(2), Form 10;
- (j) for the purposes of section 162(2), Form 11;

Fees

12(1) The fees payable under the Act are the fees prescribed in Schedule 2.

(2) The Registrar may waive the payment by

- (a) a department or agency of the Government, or

- (b) a Provincial agency as defined in the *Financial Administration Act*

of a fee set out in Schedule 2 where the Registrar is satisfied that the department, agency or Provincial agency will not recover the fee from a third party.

Repeal

13 The *Alberta Companies Regulations* (AR 227/67) are repealed.

14 Repealed AR 32/2016 s2.

Coming into force

15 This Regulation comes into force on July 2, 2000.

Schedule 1

Companies Act

Form 1

Information Circular

Item 1 Revocability of Proxy:

State whether the person giving the proxy has the power to revoke it. If any right of revocation is limited or is subject to compliance with any formal procedure, briefly describe the limitation or procedure.

Item 2 Persons Making the Solicitation:

- (a) If a solicitation is made by or on behalf of the management of the company, so state. Give the name of any director of the company who has informed the management in writing that the director intends to oppose any action intended to be taken by the management, and indicate the action that the director intends to oppose.
- (b) If a solicitation is made otherwise than by or on behalf of the management of the company, so state, and give the name of the person by whom and on whose behalf it is made.
- (c) If the solicitation is to be made otherwise than by mail, describe the method to be employed. If the solicitation is

to be made by specially engaged employees or soliciting agents, state

- (i) the material features of any contract or arrangement for the solicitation, and identify the parties to the contract or arrangement, and
 - (ii) the cost or anticipated cost of the solicitation.
- (d) State the name of the person by whom the cost of soliciting has been or will be borne, directly or indirectly.

Item 3 Interest of Certain Persons in Matters to be Acted On:

Give brief particulars of any material interest, direct or indirect, by way of beneficial ownership of capital securities or otherwise, of each of the following persons in any matter to be acted on, other than the election of directors or the appointment of auditors:

- (a) If the solicitation is made by or on behalf of the management of the company, each person who has been a director or senior officer of the company at any time since the beginning of the last completed financial year of the company.
- (b) If the solicitation is made otherwise than by or on behalf of the management of the company, each person on whose behalf, directly or indirectly, the solicitation is made.
- (c) Each proposed nominee for election as a director of the company.
- (d) Each associate of any of the foregoing persons.

Instructions to Paragraph (b):

1 The following persons are deemed to be persons by whom or on whose behalf the solicitation is made:

- (a) any member of a committee or group that solicits proxies, and any person whether or not named as a member who, acting alone or with one or more other persons, directly or indirectly, takes the initiative or engages in organizing, directing or financing any such committee or group,
- (b) any person who finances or joins with another to finance the solicitation of proxies, except a person who contributes not more than \$250 and who is not otherwise a person by whom or on whose behalf the solicitation is made, and

- (c) any person who lends money, furnishes credit or enters into any other arrangements, pursuant to any contract or understanding with a person by whom or on whose behalf a solicitation is made, for the purpose of financing or otherwise inducing the purchase, sale, holding or voting of capital securities of the company, except that this clause does not include a bank or other lending institution or a broker or dealer who, in the ordinary course of business, lends money or executes orders for the purchase or sale of capital securities and who is not otherwise a person on whose behalf a solicitation is made.

2 The following persons are deemed not to be persons by whom or on whose behalf a solicitation is made:

- (a) any person retained or employed by a person by whom or on whose behalf a solicitation is made to solicit proxies and who is not otherwise a person by whom or on whose behalf a solicitation is made or any person who merely transmits proxy-soliciting material or performs ministerial or clerical duties,
- (b) any person employed or retained by a person by whom or on whose behalf a solicitation is made in the capacity of lawyer or accountant, or advertising, public relations or financial adviser, and whose activities are limited to the performance of that person's duties in the course of that employment or retainer,
- (c) any person regularly employed as an officer or employee of the company or any of its affiliates who is not otherwise a person by whom or on whose behalf a solicitation is made, and
- (d) any officer or director of, or any person regularly employed by, any other person by whom or on whose behalf a solicitation is made, if that officer, director or employee is not otherwise a person by whom or on whose behalf a solicitation is made.

Item 4 Voting Shares and Principal Holders of Voting Shares:

- (a) State, for each class of equity shares of the company entitled to be voted at the meeting, the number of shares outstanding of each such class and the number of votes to which each share of each such class is entitled.
- (b) Give the record date when the shareholders entitled to vote at the meeting will be determined or particulars of the closing of the share transfer register, as the case may

be, and, if the right to vote is not limited to shareholders of record on a specified record date, indicate the conditions under which shareholders are entitled to vote.

- (c) If action is to be taken with respect to the election of directors and if the shareholders or any class of shareholders have the right to elect a specified number of directors or have cumulative or similar voting rights, include a statement of those rights and state briefly the conditions precedent, if any, to the exercise of them.
- (d) If, to the knowledge of the directors or senior officers of the company, any person beneficially owns, directly or indirectly, equity shares carrying more than 10% of the voting rights attached to all equity shares of the company, name each such person and state the approximate number of such shares beneficially owned, directly or indirectly, by each such person and the percentage of outstanding equity shares of the company represented by the number of shares so owned.

Item 5 Election of Directors:

- (a) If directors are to be elected, furnish the following information, in tabular form to the extent practicable, with respect to each person proposed to be nominated for election as a director and each other person whose term of office as a director will continue after the meeting:
 - (i) Name each such person, state when the term of office or the term of office for which that person is a proposed nominee will expire and all other positions and offices with the company presently held by that person, and indicate which of such persons are proposed nominees for election as directors at the meeting.
 - (ii) State the present principal occupation or employment of each such person, giving the name and principal business of any company or other organization in which such employment is carried on. Furnish similar information in respect of all of the principal occupations or employments of each such person within the 5 preceding years, unless the person is now a director and was elected to the present term of office by a vote of shareholders at a meeting, the notice of which was accompanied by an information circular.

- (iii) If any such person is or has been a director of the company, state the period or periods during which the person has served as such.
 - (iv) State the approximate number of shares of each class of equity shares of the company or of a subsidiary of the company beneficially owned, directly or indirectly, by each such person.
 - (v) If more than 10% of the voting rights attached to all equity shares of the company or of a subsidiary of the company are beneficially owned, directly or indirectly, by any such person and that person's associates, state the approximate number of each class of such shares beneficially owned by that person and those associates, naming each associate whose shareholdings are substantial.
- (b) If any proposed nominee for election as a director is to be elected pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the company acting solely in that capacity, name that other person and describe briefly the arrangement or understanding.

Item 6 Remuneration of Management and Others:

- (a) If action is to be taken with respect to
- (i) the election of directors,
 - (ii) any bonus, profit sharing or other remuneration plan, contract or arrangement in which any director or proposed nominee for election as director or senior officer of the company will participate,
 - (iii) any pension or retirement plan of the company in which any such person will participate, or
 - (iv) the granting or extension to any such person of any options, warrants or rights to purchase any shares or convertible securities other than warrants or rights issued to shareholders as such, or to shareholders as such resident in Canada, on a pro rata basis,

furnish the information required by paragraphs (b), (c), (d), (e) and (f) of this item, in tabular form if practicable, except that if the solicitation is made by or on behalf of a person other than the management of the company, the information required by this item need be furnished only

as to proposed nominees of the person for election as directors and as to their associates.

- (b) State the aggregate direct remuneration paid or payable by the company and its subsidiaries whose financial statements are consolidated with those of the company to the directors and the senior officers of the company, during the company's last completed financial year and, as a separate amount, the aggregate direct remuneration paid or payable to those directors and senior officers by the subsidiaries of the company whose financial statements are not consolidated with those of the company.

Instructions:

- 1 Do not include remuneration paid or payable to a partnership in which any person in receipt of remuneration was a partner.
- 2 The information called for by paragraphs (b), (c) and (d) of this item may be given for all directors and senior officers as a group, without naming them.

- (c) State the estimated aggregate cost to the company and its subsidiaries in the last completed financial year of all pension benefits proposed to be paid directly or indirectly, by the company or any of its subsidiaries to the persons mentioned in paragraph (b) under any normal pension plan in the event of retirement at normal retirement age, or, in the alternative, the estimated aggregate amount of all such pension benefits proposed to be paid, directly or indirectly, by the company or any of its subsidiaries to the persons mentioned in paragraph (b) in the event of retirement at normal retirement age.
- (d) State the aggregate of all remuneration payments (other than payments of the type required to be reported under paragraph (b) or (c) of this item) made during the company's last completed financial year and, as a separate amount, proposed to be made in the future, directly or indirectly, by the company or any of its subsidiaries pursuant to any existing plan or arrangement to each person referred to in paragraph (b) of this item, excluding payments to be made for, or benefits to be received from, group life or accident insurance, group hospitalization or similar group benefits or payments.

Instructions:

- 1 The word "plan" in paragraph (d) of this item includes all plans, contracts, authorizations or arrangements, whether or not contained

in any formal document or authorized by any resolution of the directors of the company or its subsidiaries, but does not include the Canada Pension Plan or any Government plan similar to it.

2 In paragraph (d) of this item, if it is impracticable to state the amount of remuneration payments proposed to be made, the aggregate amount set aside and accrued to date in respect of such payments must be stated, together with an explanation of the basis of future payments.

3 In giving information as to aggregate remuneration payments under paragraph (d) of this item, include any payments made or proposed to be made with respect to deferred compensation benefits, retirement benefits or other benefits, except for such amounts as were paid or would be paid under the normal pension plan of the company and its subsidiaries.

- (e) State, as to all options to purchase capital securities of the company or any of its subsidiaries that, since the commencement of the company's last completed financial year, were granted to or exercised by all the persons mentioned in paragraph (b) of this item as a group, without naming them, the following particulars:
 - (i) As to the options granted, state
 - (A) the description and number of capital securities included,
 - (B) the dates of the grant, the prices, expiration dates and other material provisions,
 - (C) the consideration received for the granting of the options, and
 - (D) where reasonably ascertainable, in a summary the price range of the capital securities in the 30-day period preceding the date of the grant and, if not reasonably ascertainable, make a statement to that effect.
 - (ii) As to options exercised, state
 - (A) the description and number of capital securities purchased,
 - (B) the purchase price, and
 - (C) where reasonably ascertainable, in a summary the price range of the capital securities in the 30-day period preceding the date of purchase and, if

not reasonably ascertainable, make a statement to that effect.

Instructions:

- 1 The word “options” as used in paragraph (e) of this item includes all options, share purchase warrants or rights other than those issued to all shareholders of the same class or to all shareholders of the same class resident in Canada on a pro rata basis.
- 2 The extension of options is deemed to be a granting of options within the meaning of paragraph (e) of this item.
- 3 The information regarding the option price of the capital securities may be given in the form of price ranges for each calendar quarter during which options were granted or exercised.
- 4 Where the price of the capital securities is not meaningful, it is permissible to state in lieu of the price the formula by which the price of the securities under option will be determined.

(f) In regard to

- (i) each director and each senior officer of the company,
- (ii) each proposed nominee for election as a director of the company, and
- (iii) each associate of any such director, senior officer or proposed nominee

who is or has been indebted to the company or its subsidiaries at any time since the beginning of the last completed financial year of the company, state the largest aggregate amount of indebtedness outstanding at any time during the period, the nature of the indebtedness and of the transaction in which it was incurred, the amount of indebtedness presently outstanding and the rate of interest paid or charged on the indebtedness.

Instructions:

- 1 It is not necessary in the determination of the amount of indebtedness to include amounts due from a particular person for purchases subject to usual trade terms, for ordinary travel and expense advances and for other like transactions.
- 2 Such information need not be furnished for any person whose aggregate indebtedness did not exceed \$5000 at any time during the period specified.

Item 7 Interest of Management and Others in Material Transactions:

Describe briefly, and where practicable state the approximate amount of, any material interest, direct or indirect, of any of the following persons in any transaction since the commencement of the company's last completed financial year or in any proposed transaction that, in either case, has materially affected or will materially affect the company or any of its subsidiaries:

- (a) any director or senior officer of the company;
- (b) any proposed nominee for election as a director of the company;
- (c) any shareholder named in answer to paragraph (d) of item 4;
- (d) any associate or affiliate of any of the persons in clauses (a) to (c).

Instructions:

- 1 Give a brief description of the material transaction, the name and address of each person whose interest in any transaction is described and the nature of the relationship by reason of which such interest is required to be described.
- 2 As to any transaction involving the purchase or sale of assets by or to the company or any subsidiary, except in the ordinary course of business, state the cost of the assets to the purchaser and the cost of the assets to the seller if the assets are acquired by the seller within 2 years prior to the transaction.
- 3 This item does not apply to any interest arising from the ownership of capital securities of the company where the security holder receives no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of capital securities or all holders of the same class of capital securities who are resident in Canada.
- 4 Information must be included as to any material underwriting discounts or commissions on the sale of capital securities by the company where any specified person was or is to be an underwriter who was or is to be in contractual relationship with the company with respect to capital securities of the company or is an associate, affiliate or partner of a person or partnership that was or is to be such an underwriter.
- 5 No information need be given in answer to this item as to any transaction or any interest in any transaction where

- (a) the rates or charges involved in the transaction are fixed by law or determined by competitive bids,
- (b) the interest of the specified person in the transaction is solely that of a director of another company that is a party to the transaction,
- (c) the transaction involves services as a chartered bank or other depository of funds, transfer agent, registrar, trustee under a trust indenture or other similar services, or
- (d) the transaction does not, directly or indirectly, involve remuneration for services and
 - (i) the interest of the specified person arose from the beneficial ownership, direct or indirect, of less than 10% of any class of equity shares of another company that is a party to the transaction,
 - (ii) the transaction is in the ordinary course of business of the company or its subsidiaries, and
 - (iii) the amount of the transaction or series of transactions is less than 10% of the total sales or purchases, as the case may be, of the company and its subsidiaries for the last completed financial year.

6 Information must be furnished in answer to this item with respect to transactions not excluded above that involve remuneration, directly or indirectly, to any of the specified persons for services in any capacity, unless the interest of such person arises solely from the beneficial ownership, direct or indirect, of less than 10% of any class of equity shares of another company furnishing the services to the company or its subsidiaries.

7 This item does not require the disclosure of any interest in any transaction, unless such interest and transaction are material.

Item 8 Appointment of Auditors:

If action is to be taken with respect to the appointment of auditors, name such auditors and, if appointed within the preceding 5 years, the date when they were first appointed.

Item 9 Management Contracts:

Where management functions of the company or a subsidiary are to any substantial degree performed by a person other than the directors or senior officers of the company or subsidiary,

- (a) give details of the agreement or arrangement under which those functions are so performed, including the name and address of any person who is a party to the agreement or arrangement or who is responsible for performing those functions,
- (b) give the names and addresses of the insiders of any company with which the company or subsidiary has any such agreement or arrangement,
- (c) with respect to any person named in answer to paragraph (a) of this item, state the amounts paid or payable by the company and its subsidiaries to that person since the commencement of the company's last completed financial year and give particulars with respect to the payments, and
- (d) with respect to any person named in answer to paragraph (a) or (b) of this item or their associates or affiliates, give particulars of
 - (i) any indebtedness of the person to the company or its subsidiaries that was outstanding, and
 - (ii) any transaction or arrangement of the person with the company or subsidiary,at any time since the commencement of the company's last completed financial year.

Instructions:

- 1 In giving the information called for by this item, it is not necessary to refer to any matter that in all the circumstances is of relative insignificance.
- 2 In giving particulars of indebtedness, state the largest aggregate amount of indebtedness outstanding at any time during the period, the nature of the indebtedness and of the transaction in which it was incurred, the amount of indebtedness presently outstanding and the rate of interest paid or charged on it.
- 3 It is not necessary in the determination of the amount of indebtedness to include amounts due from a particular person for purchases subject to usual trade terms, for ordinary travelling and expense advances and for other like transactions.

Item 10 Particulars of Matters to be Acted On:

If action is to be taken on any matter to be submitted to the meeting of shareholders, other than the approval of financial statements, the

substance of each such matter, or related groups of matters, should be briefly described (except to the extent described pursuant to the foregoing items) in sufficient detail to permit shareholders to form a reasoned judgment concerning the matter. Without limiting the generality of the foregoing, such matters include increases or decreases of authorized or issued capital, amendments to the company's memorandum of association, property acquisitions or dispositions and amalgamations or reorganizations. If any such matter is one that is not required to be submitted to a vote of shareholders, the reasons for submitting it to shareholders should be given and a statement should be made as to what action is intended to be taken by management in the event of a negative vote by the shareholders.

Form 2

Memorandum of Association of a Share Capital Company

1. The name of the Company is "_____
Limited (or Ltd.)".
2. The objects for which the Company is established are:

3. The powers authorized by clauses (here specify the clauses) of section 20(1) of the *Companies Act* are hereby excluded.
4. The liability of the members is limited.
5. The authorized capital of the Company is \$_____, divided into _____ shares with a nominal or par value of _____ each.
6. The Company is (also) authorized to issue _____ shares without nominal or par value.
7. The maximum price or consideration at or for which the shares without nominal or par value may be sold is _____.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company pursuant to this Memorandum of Association, and we respectively agree to take the number (and kind) (and class) of shares in the Company set opposite our respective names.

Full Names, Addresses and Occupations of Subscribers	Number (and kind) (and class) of Shares taken by each

	Subscriber
Total shares taken _____	_____

Dated _____

Witness to the above signatures:

(Full name, address, and occupation.)

(Note: (1) Omit clause 3 if no such powers are excluded.

(2) Omit clause 5 if all shares are without nominal or par value, and clauses 6 and 7 if all shares have nominal or par value. If the shares are of both kinds, combine the 2 clauses.

(3) Clause 7 may be omitted.)

Form 3

Memorandum of Association of a Company Limited by Guarantee

1. The name of the company is “ _____
Limited (or Ltd.)”.

2. The objects for which the company is established are:

3. The liability of the members is limited.

4. Every person who is a member of the company undertakes to contribute to the assets of the company in the event of its being wound up while the person is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the person ceases to be a member, and for the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding
\$ _____

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company pursuant to this Memorandum of Association.

(Full Names, Addresses and Occupations of Subscribers.)

Dated _____

Witness to the above signatures:

Full Name _____

Address _____

Occupation _____

(Note: If the company has a share capital, the following must be substituted for the memorandum after the clause 4:

5. The share capital of the company is \$ _____ divided into _____ shares of \$ _____ each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company pursuant to this Memorandum of Association, and we respectively agree to take the number and class of shares in the capital of the company set opposite our respective names.

And in addition to each subscriber's name and address and occupation, there must be shown opposite each name the number and class of shares each subscriber takes.)

Form 4

Notice to Dissenting Shareholders

Re _____ (a) Limited
 Notice by _____ (b) Limited
 To _____ (c)

Whereas on the _____ day of _____
 (b) made an offer to all the holders of
 (d) shares in (a)
 (state shortly the nature of the
 offer) _____ and whereas up to the
 day of _____, being a date within 4 months of the date of the
 making of the offer, the offer was approved by the holders of not
 less than 9/10 in value of the
 (d) shares, now therefore (b) pursuant to
 section 169 of the *Companies Act* hereby gives you notice that
 (b) desires to acquire the (d) shares in
 (a) held by you.

And further take notice that, pursuant to section 169 of the
Companies Act, unless on an application made to the Court by you
 (c) within one month from the date on which this notice was
 given, if the Court thinks fit to order otherwise, (b) will
 be entitled and bound to acquire the (d) shares held by
 you in (a) on the terms of the above mentioned offer

approved by the approving _____ (d) _____ shareholders in the said Corporation.

(Signature)

For _____ (b) _____
(State whether Director, Manager or Secretary)

Dated _____

- (a) Insert name of the transferor Corporation.
- (b) Insert name of the transferee Corporation.
- (c) Insert name and address of dissenting shareholder.
- (d) If the offer is limited to a certain class or classes of shareholders, insert particulars of the shares.

Form 5

Notice of Appointment of Liquidator in a Voluntary Winding-up

I, the undersigned, _____ of _____, hereby give notice that by special resolution passed on _____ (date) _____ I have been appointed liquidator of the _____ Limited, corporate access number _____, business number _____.

Dated _____

(Signature) _____

LIQUIDATOR

Form 6

Notice of Resignation, etc. of Appointment by Liquidator

I, the undersigned, _____ of _____, hereby give notice that my appointment as liquidator of _____ Limited, corporate access number _____, business number _____, terminated by reason of _____ on _____ (date) _____.

Dated _____

(Signature) _____

Form 7**Return of Final Meeting in a
Voluntary Winding-up**

I, _____ of _____, liquidator of the _____ Limited, corporate access number _____, business number _____ hereby inform you that a general meeting of the corporation was held on the ____ (date) pursuant to the provisions of the *Companies Act*, and that the account of the winding-up filed with this return, showing how the winding-up of the affairs of the corporation has been conducted and the property of the corporation has been disposed of, was laid before the meeting.

Dated _____

(Signature) _____

LIQUIDATOR

Form 8**Return of Completion of Liquidation
in a Voluntary Winding-up**

I, _____ of _____, liquidator of the _____ Limited, business number _____, hereby inform you that the winding-up of the affairs of the corporation has been completed, the convening of a final meeting of members of the corporation having been dispensed with by Order dated _____ filed with this return.

Annexed to this return is my account of the winding-up showing how the winding-up of the affairs of the corporation has been conducted and the disposition of its property.

Dated _____

(Signature) _____

LIQUIDATOR

Form 9**Notice of Address or Notice of
Change of Address**

1. Name of Company _____
2. Corporate Access Number _____
3. Business Number _____

4. Address of Registered Office
 (Street) _____ (City/Town) _____ (Province) _____
 (Postal Code) _____

or

Legal Land Description
 (Section) _____ (Township) _____ (Range) _____ (Meridian) _____

Address for service by mail (if different from item 4)
 (Post Office Box only)
 (City/Town) _____ (Province) _____
 (Postal Code) _____

 (Signature) _____ (Date) _____

 (Title (please print)) _____ (Telephone Number) _____

Form 10

Notice of Directors or Notice of Change of Directors

1. Name of Company _____
2. Corporate Access Number _____
3. Business Number _____
4. The following persons were appointed Director(s) on
 _____ (year/month/day) _____ :

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident of Alberta	
		yes	no
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

5. The following person(s) ceased to hold office as Director(s) on
 _____ (year/month/day) _____ :

Name of Director (Last, First, Second)	Mailing Address (including postal code)

6. As of this date, the Director(s) of the Company is (are):

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident of Alberta	
		yes <input type="checkbox"/>	no <input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

(Signature of Director/Authorized Officer) _____ (Date) _____

_____ (Title (please print)) _____ (Telephone Number) _____

Form 11

Annual Return

For Year Ending _____

Date of Incorporation, Continuance, Amalgamation or Registration
(Year MM DD) _____

1. Name of Company _____

2. Corporate Access Number _____

3. Business Number _____

4. Address _____

5. Has there been any change of directors? yes
 no

6. If Yes, have Corporate Registry Records been updated? yes
 no

If No, attach the update to this form.

7. SHAREHOLDER INFORMATION

Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>

8. CHANGES IN SHAREHOLDERS

Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>
Name and Address _____	% of voting shares issued <input type="checkbox"/>
Corporate Access Number _____	If a Director, check this box <input type="checkbox"/>

 (Date) (Print Name of Authorized Officer)

 (Signature) (Telephone Number)

AR 119/2000 Sched. 1;33/2018

Schedule 2**Companies Act**

1 The fees payable under the Act are as follows:

	Companies under Part 9
(a) for Certificate of Incorporation	\$ 75
(b) for Certificate of Amendment	25
(c) for Certificate of Amalgamation	25
(d) for Certificate of Restoration	75
(e) for Certificate of Dissolution	no charge
(f) to accompany annual return	no charge
(g) to accompany annual return if late	no charge
(h) for Certificate of Status	5
(i) for Certificate of Change of Corporate Name	25
(j) for any certificate or certification for which a fee is not provided	25
(k) for search - for each corporation (microfiche only)	5
(l) for certification: per file	5
(m) for appointment of a receiver	no charge
(n) for a printed search, for each corporation	1



Printed on Recycled Paper 