

# Companies Act

## Sample Special Resolution

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To change your company's name, objectives (by way of Court Order), or articles, your company must pass a special resolution. When this resolution is passed, it must then be filed with Service Alberta, Registries. This fact sheet shows you what is required in a resolution and explains how your resolution should be filed.

### 1. Name of company and date of meeting.

Identify the name of your organization and the date you met to discuss the changes to your company.

### 2. Changes made.

Clearly explain the changes made to your company's name, objectives or articles.

### 3. Witnesses' signatures and date signed.

Ensure that the resolution is signed by an authorized officer and include their title.

#### SPECIAL RESOLUTION

1. I hereby certify that the following special resolution was passed at a meeting of the members/shareholders of

\_\_\_\_\_ (Name of company)  
on \_\_\_\_\_ (month/day/year)

2. The company's name was change to

\_\_\_\_\_ (new name of company)  
**or**

The Memorandum of Association was changed as follows:

EXAMPLE: The existing memorandum is repealed. It is replaced by the attached memorandum.

EXAMPLE: Objective 2 of the memorandum is changed to read:

EXAMPLE: Objective 5 of the memorandum is deleted and replaced with the following:

**or**

The Articles of Association were changed as follows:

EXAMPLE: The existing articles are repealed. They are replaced by the attached articles.

EXAMPLE: Article 2 is changed to read: \_\_\_\_\_

EXAMPLE: Article 5 is deleted and replaced with the following:

Date: \_\_\_\_\_ (write today's date)

Signature: \_\_\_\_\_ (original ink signature of authorized officer)

Title: \_\_\_\_\_ (title of person who signed)

Printed Name: \_\_\_\_\_ (printed name of person who signed)

# Filing Your Resolution

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To change either your company's name, objective or articles, you must send the information outlined below to Service Alberta, Registries.

NOTE: Your company must be up-to-date filing annual returns before we can file any of the above changes.

## **Changing your company's name?**

Send the following to Service Alberta, Registries.

- Two (2) copies of the Special Resolution that changes your company's name.
- One (1) copy of a current Alberta Name Search Report showing the proposed new name of the company. This is a seven-page report that lists names that are the same as or similar to the one you have chosen. This report will help determine if your proposed name meets the requirements of the *Companies Act*. The Alberta Name Search Report can be purchased from one of the province's search houses. A list of Alberta search houses can be accessed on the NUANS website [www.nuans.com](http://www.nuans.com) or in the Yellow Pages under "Searchers of Records". The name search must be within 90 days of the reservation.

- Filing fee of \$25. Cheques can be made payable to the Government of Alberta.

## **Changing your company's objectives?**

Send the following to Service Alberta, Registries.

- Two (2) copies of the resolution changing your company's objectives.
- One (1) copy of the Court Order that confirmed the special resolution.
- Two (2) copies of the changed Memorandum of Association that includes all new objectives of the company.
- Filing fee of \$25. Cheques can be made payable to the Government of Alberta.

## **Changing your company's articles?**

Send the following to Service Alberta, Registries.

- Two (2) copies of the special resolution changing your company's articles.
- There is no fee to file changes to the Articles of Association.

## **Where to send your information?**

*To file, mail or hand-deliver the above information to:*

### **Walk-in Service:**

Service Alberta, Registries  
Corporate Registry  
John E. Brownlee Building  
10365 – 97 Street  
Edmonton AB T5J 3W7

### **Mailing Address:**

Service Alberta, Registries  
Corporate Registry  
P.O. Box 1007 Stn. Main  
Edmonton AB T5J 4W6

### **For information call:**

Edmonton: (780) 427-2311

***To be connected toll-free outside Edmonton call 310-0000.***