

THIS AGREEMENT made this 15th day of November, 2017.

BETWEEN:

**ELBOYA HEIGHTS COMMUNITY ASSOCIATION**, a society duly formed under the laws of the Province of Alberta ("Elboya")

- and -

**BRITANNIA COMMUNITY SOCIATION**, a society duly formed under the laws of the Province of Alberta ("Britannia")

## AMALGAMATION AGREEMENT

### PREAMBLE

WHEREAS Elboya and Britannia wish to amalgamate pursuant to Section 32 of the Act for the purpose of forming one society (the "Amalgamated Society"), and have agreed to amalgamate upon the terms and conditions set out in this Agreement;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of these premises and the terms, conditions and agreements herein contained, the parties do hereby agree as follows:

### ARTICLE 1

#### 1. Definitions

In this Agreement:

- (a) "**Act**" means the *Societies Act*, RSA 2000, c. S-14;
- (b) "**Amalgamated Society**" means that society continuing from the amalgamation of Elboya and Britannia upon issuance by the Registrar of a Certificate of Amalgamation therefore;
- (c) "**Application**" means an Application for Amalgamation in accordance with the terms of Section 32 of the Act;
- (d) "**Effective Date**" means \_\_\_\_\_ [NTD: enter date documents will be filed with registrar];
- (e) "**Registrar**" means the Registrar of Corporations or a Deputy Registrar of Corporations duly appointed under the Act; and

(f) **"Societies"** means Elboya and Britannia.

## **1.2 Preamble and Schedule Incorporation**

The parties hereby confirm and ratify the matters contained and referred to in the Preamble and the various schedules to this Agreement and agree that same are expressly incorporated into and form part of this Agreement.

## **1.3 Schedules**

The Schedule to this Agreement is as follows:

Schedule A – By-laws of the Amalgamated Society

## **ARTICLE 2**

### **2.1 Amalgamation**

Elboya and Britannia agree to amalgamate pursuant to the Act and continue as one society from and after the Effective Date subject to the terms, conditions and provisions contained herein and upon satisfactory fulfilment of all requirements stipulated under the Act, including without limitation the issuance by the Registrar of a Certificate of Amalgamation.

### **2.2 Name of Amalgamated Society**

The name of the Amalgamated Society shall be **"Elboya Heights Britannia Community Association"**.

### **2.3 Objects**

The Objects of the Amalgamated Society are as follows:

1. To promote and foster Community spirit and better relations among the residents of the Community and with the Community at Large;
2. To facilitate the recreational, cultural, social, athletic, ecological and educational activities of the residents of the Community; and
3. Otherwise generally to serve and promote the interests of the Community as appropriate.

### **2.4 Registered Office**

The address of the registered office of the Amalgamated Society shall be:

PO Box 30573, RPO Chinook  
6455 Macleod Trail SW  
T2H 2W2

### **2.5 Amalgamated Societies**

The names and corporate access numbers of the Amalgamated Societies are as follows:

Name	Corporate Access Number
Elboya Heights Community Association	500033147
Britannia Community Association	500051131

## 2.6 Officers

The name and address of the proposed Officers of the Amalgamated Society are as follows:

Name	Address, Postal Code	Cell Phone	Position Held

## 2.7 Directors

The name and address of the proposed Directors of the Amalgamated Society are as follows:

Name	Address, Postal Code	Cell Phone	Position Held


## **2.8 Members**

The members of each amalgamating Societies are automatically admitted as members of the Amalgamated Society.

## **2.9 By-laws**

The by-laws of the Amalgamated Society are attached hereto as Schedule A and shall be the by-laws of the Amalgamated Society until amended or repealed.

## **ARTICLE 3**

### **3.1 Submission to Members**

The directors of each Elboya and Britannia shall submit this Amalgamation Agreement and the Application for approval to a meeting of the members of Elboya and Britannia respectively in compliance with the Act.

### **3.2 Alteration or Modification**

Each of the Societies may, by resolution of its directors, assent to any alteration or modification of this Amalgamation Agreement or the Application required by the Registrar of Corporations in the Province of Alberta which may otherwise be necessary or desirable in the opinions of the respective directors or members of each of the Societies, and all alterations and modifications so assented to shall be binding upon the Societies.

### **3.3 Filings**

Following approval of the amalgamation by special resolutions of the shareholders of each of Elboya and Britannia in compliance with the Act, the Application together with a copy of the Special Resolutions of each of the Societies approving the amalgamation, Notice of Address and Notice of Directors in prescribed forms shall be filed with the Registrar by the proposed directors of the Amalgamated Society.

### **3.4 Effect of Amalgamation**

Upon the issuance of a Certificate of Amalgamation:

- (a) The amalgamation of Elboya and Britannia and their continuance as one (1) society shall be effective;
- (b) The property of each Elboya and Britannia shall continue to be the property of the Amalgamated Society;

- (c) The Amalgamated Society shall continue to be liable and shall be liable for all debts and obligations of each of Elboya and Britannia;
- (d) Any and all existing causes of Action, claims and liability to prosecution shall be unaffected;
- (e) Any civil, criminal or administrative Action or proceeding pending by or against any or all of Elboya and Britannia may be continued to be prosecuted by or against the Amalgamated Society;
- (f) A conviction against or ruling, order or judgment in favour of or against any or all of Elboya or Britannia may be enforced by or against the Amalgamated Society; and
- (g) The Application shall be deemed to be the Application of the Amalgamated Society and the Certificate of Amalgamation shall be deemed to be the Certificate of Incorporation of the Amalgamated Society.

**ARTICLE 4**

**4.1 Entire Agreement**

This Agreement constitutes the entire agreement between the parties hereto relating to the subject matter hereof and there are no general or specific warranties, representations or agreements by or among the parties in connection with the entering into of this Agreement or the subject matter hereof except as specifically set forth herein.

**4.2 Statutory Reference**

Any reference to a statute shall herein include and shall be deemed to be a reference to such statute and the regulations made pursuant thereto and promulgated there under and any final judicial decisions interpreting the same, with all amendments made thereto and in force from time to time, and to any statute or regulation that may be passed which has the effect of supplementing or superseding the statute so referred to or the regulations made pursuant thereto.

IN WITNESS WHEREOF the parties have executed this Agreement by the hands of their proper officers authorized in that behalf, all on the day and year first above written.

**ELBOYA HEIGHTS COMMUNITY  
ASSOCIATION**

Per: \_\_\_\_\_

Name:

Title:

**BRITANNIA COMMUNITY ASSOCIATION**

Per: \_\_\_\_\_

Name:

Title: