

THIS AGREEMENT made this 12th day of July, 2017.

BETWEEN:

CANADIAN HOME BUILDERS' ASSOCIATION – ALBERTA, a society duly formed under the laws of the Province of Alberta (“**CHBA**”)

- and -

URBAN DEVELOPMENT INSTITUTE – ALBERTA DIVISION, a society duly formed under the laws of the Province of Alberta (“**UDI**”)

AMALGAMATION AGREEMENT

PREAMBLE

WHEREAS CHBA and UDI 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

1.1 Definitions

In this Agreement:

- (a) “**Act**” means the *Societies Act*, RSA 2000, c. S-14;
- (b) “**Amalgamated Society**” means that corporation continuing from the amalgamation of CHBA and UDI upon issuance by the Registrar of a Certificate of Amalgamation therefor;
- (c) “**Application**” means and Application for Amalgamation in accordance with the terms of Section 32 of the Act;
- (d) “**Effective Date**” means July 12, 2017;
- (e) “**Registrar**” means the Registrar of Corporations or a Deputy Registrar of Corporations duly appointed under the Act.; and
- (f) “**Societies**” mean CHBA and UDI.

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 Schedules to this Agreement are as follows:

Schedule A – Membership Categories

Schedule B – By-Laws

ARTICLE 2

2.1 Amalgamation

CHBA and UDI agree to amalgamate pursuant to the Act and continue as one corporation 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 "**BILD Alberta Association**".

2.3 Objects

The Objects of the Amalgamated Society are as follows:

1. To associate the members of the building and land development industry in the Province of Alberta, for the purpose of mutual advantage and cooperation;
2. To create liveable communities and quality homes for the people of the region;
3. To develop and establish high standards of practice for those engaged in the industry;
4. To exchange experiences and information among those engaged in the industry;
5. To familiarize the public and local government agencies with the key concerns and objectives of the industry;
6. To represent its members in matters of national, provincial and local policy and legislation affecting home building and land development;
7. To affiliate with the Canadian Home Builders Association; and
8. To operate as a non-profit society.

2.4 Registered Office

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

328, 9707 - 110 Street
Edmonton, Alberta T5K 2L9

2.5 Amalgamating Societies

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

Name	Corporate Access Number
Canadian Home Builders' Association – Alberta	500105994
Urban Development Institute – Alberta Division	50030382

2.6 Directors

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

Name	Address
Wendy Jabusch	204, 4212 Gateway Boulevard Edmonton, Alberta T6J 7K1
Tally Hutchinson	11504 – 170 Street Edmonton, Alberta T5S 1J7
Ryan Scott	221 - 4615 112 Avenue SE Calgary, Alberta T2C 5J3
Donna Moore	328, 9707 - 110 Street Edmonton, Alberta T5K 2L9
Tracey Hill	Suite 404, 10240-124 Street Edmonton, Alberta T5N 3W6
Peter Cavanagh	Suite 402, 10339 – 124 Street Edmonton, Alberta T5N 3W4
Shane Erickson	3203 – 93 Street Edmonton, Alberta T6N 0B6
Gord Bontje	289 Burnt Park Drive Red Deer County, Alberta T4S 2L4
Patrick Shaver	717 Hollingsworth Green Edmonton, Alberta T5N 3W4
Colin Wiebe	18550 - 118A Avenue Edmonton, Alberta T5K 0B4

2.7 Officers

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

Name	Address	Position Held
Wendy Jabusch	204, 4212 Gateway Boulevard Edmonton, Alberta T6J 7K1	Chair
Shane Erickson	3203 – 93 Street Edmonton, Alberta T6N 0B6	1 st Vice-Chair
Ryan Scott	221 – 4615 112 Avenue SE Calgary, Alberta T2C 5J3	Secretary/Treasurer
Donna Moore	328, 9707 - 110 Street Edmonton, Alberta T5K 2L9	Chief Executive Officer
Tracey Hill	Suite 404, 10240-124 Street Edmonton, Alberta T5N 3W6	Executive Director

2.8 Members

The members of each of the amalgamating Societies are automatically admitted as members of the Amalgamated Society into one of the membership categories as set out in Schedule A and in accordance with the provisions contained in the by-laws of the Amalgamated Society.

2.9 By-Laws

The by-laws of the Amalgamated Society are attached hereto as Schedule B 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 of CHBA and UDI shall submit this Amalgamation Agreement and the Application for approval to a meeting of the members of CHBA and UDI 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

Subject to the provisions of Section 4.2 hereof and following approval of the amalgamation by special resolutions of the shareholders of each of CHBA and UDI 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 CHBA and UDI and their continuance as one (1) society shall be effective;
- (b) the property of each of CHBA and UDI 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 CHBA and UDI;
- (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 CHBA and UDI 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 CHBA or UDI 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 thereunder 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.

**CANADIAN HOME BUILDERS'
ASSOCIATION – ALBERTA**

Per: _____

Donna Moore, Chief Executive
Officer

**URBAN DEVELOPMENT INSTITUTE –
ALBERTA DIVISION**

Per: _____

Tracey Hill, Executive Director

SCHEDULE A

Membership Categories

- 1) Constituent Members; and
- 2) Honorary Members.

SCHEDULE B

By-Laws

(See attached)