

CHAPTER 16 Mergers

Interpretation (Chapter 16)

1127. (1) In this Chapter—

“company” includes a body corporate to which section 1312 (1) (application of certain provisions of Act to unregistered companies) relates;

“director”, in relation to a company which is being wound up, means liquidator; “merger” means—

(a) a merger by acquisition;

(b) a merger by absorption; or

(c) a merger by formation of a new company;

within, in each case, the meaning of section 1129;

“merging company” means—

(a) in relation to a merger by acquisition or a merger by absorption, a company that is, in relation to that merger, a transferor company or the successor company; and

(b) in relation to a merger by formation of a new company, a company that is, in relation to that merger, a transferor company;

“share exchange ratio” means the number of shares or other securities in the successor company that the common draft terms of merger provide to be allotted to members of any transferor company for a given number of their shares or other securities in the transferor company;

“successor company” shall be read in accordance with section 1129;

“transferor company”, in relation to a merger, means a company, the assets and liabilities of which are to be, or have been, transferred to the successor company by way of that merger.

(2) References in this Chapter to the acquisition of a company are references to the acquisition of the assets and liabilities of the company by way of a merger under this Chapter.