

Golden Aria Corp.
Form 8-K
December 18, 2009

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 16, 2009

GOLDEN ARIA CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-51866
(Commission
File Number)

20-1970188
(IRS Employer
Identification No.)

#950-1130 West Pender Street, Vancouver, BC Canada V6E 4A4

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code **604-602-1633**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 11, 2009, our Board of Directors amended and restated our bylaws. The amendment and restatement of the bylaws was for the purpose of, among other things, removing certain outdated and redundant provisions that existed in our prior bylaws with respect to corporate governance, shareholder and director meeting procedures, and indemnification procedures. The changes to our prior bylaws include: (i) expanding certain provisions with respect to shareholders meetings including change of quorum requirements; (ii) amending certain provisions respecting appointment of directors, corporate governance and committees, and directors meetings; (iii) expanding certain provisions with respect to officers and their duties; (iv) changing certain provisions with respect to share certificates; and (vi) adding certain indemnification provisions.

The following is a description of certain of the substantive differences between the amended and restated bylaws and our prior bylaws:

Article I Offices has been deleted.

Article II, Section 1 Annual Meeting of the prior bylaws provided that the annual meeting would be held on a set date and time. Article I, Section 1 of the amended and restated bylaws provides that the annual meeting may be called by the Board of Directors.

Article II, Section 2.3 Notice of Meetings of the prior bylaws has been deleted.

Article II, Section 2.5 Quorum of its prior bylaws provided that a quorum constituted a majority of shareholders. Article I, Section 4 of the amended and restated bylaws provides that holders of at least 10%) of the issued and outstanding voting stock constitute a quorum for shareholder meetings.

Article VII Indemnification was added. Section 1 of Article VII provides that the Company shall indemnify directors, officers and employees for losses they incur by reason of their service. Section 2 of Article VII permits the Company to purchase directors and officers liability insurance.

The above description is qualified by reference to the full text of the Amended and Restated Bylaws of the Company which are attached as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference herein.

Item 9.01 Financial Statements And Exhibits.

(d)Exhibits

Exhibit

Number Description of Exhibit

3.1 Amended and Restated Bylaws

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOLDEN ARIA CORP.

By: Robert McAllister

Robert G. McAllister
President

December 17, 2009
