

was dismissed, the Secretary of State may issue letters patent confirming the agreement; but the requirement of eight days' delay may be dispensed with if the amalgamation agreement has received the approval of more than ninety per cent of the votes of each class of shares cast at each meeting of the amalgamating companies.

(12) Notice of the granting of letters patent pursuant to subsection (11) shall forthwith be given by the Secretary of State in the *Canada Gazette*.

(13) Upon the issue of letters patent pursuant to subsection (11), the amalgamation agreement has full force and effect and

(a) the amalgamating companies are amalgamated and are continued as one company (in this section called the "amalgamated company") under the name and having the authorized capital and objects specified in the amalgamation agreement; and

(b) the amalgamated company possesses all the property, rights, assets, privileges and franchises, and is subject to all the contracts, liabilities, debts and obligations of each of the amalgamating companies.

(14) All rights of creditors against the property, rights, assets, privileges and franchises of a company amalgamated under this section and all liens upon its property, rights, assets, privileges and franchises are unimpaired by the amalgamation, and all debts, contracts, liabilities and duties of the company thenceforth attach to the amalgamated company and may be enforced against it."

51. Page 39. Strike out clause 38.

52. Page 39: Renumber clauses 39 to 42 as clauses 44 to 47, and insert the following as clause 43:

"43. The said Act is further amended by adding thereto, immediately after section 140, the following section:

'140A. (1) Notwithstanding any other provisions in this Act where a company

- (a) fails for two or more consecutive years to hold an annual meeting of its shareholders,
- (b) fails to comply with the requirements of section 121E or 121F, or
- (c) defaults in complying for six months or more with any requirements of section 125,

the company is liable to be wound up and dissolved under the Winding-up Act upon the application of the Attorney General of Canada to a court of competent jurisdiction for

an order that the company be wound up under that Act, which application may be made upon receipt by the Attorney General of Canada of a certificate of the Secretary of State setting forth his opinion that any of the circumstances described in paragraphs (a) to (c) apply to that company.

(2) In any application to the court under subsection (1) the court shall determine whether the costs of the winding up shall be borne by the company or personally by any or all of the directors of the company who were knowingly responsible for the company's failure or default as described in subsection (1)."

53. Page 40: Strike out lines 32 and 33 and substitute therefor the following:

"(e) Sections 110, 111 and 113 to 115, sections 122 to 125A, and sections 129 to 142."

54. Page 41, line 4: Strike out "and 125A" and substitute therefor ", 125A and 140A".

55. Pages 41 and 42: Renumber clauses 43 to 45 as clauses 50 to 52 and insert the following as clauses 48 and 49:

"48. Subsection (1) of section 149 of the said Act is repealed, and the following substituted therefor:

'(1) Sections 66 to 82, sections 96 and 97, section 100 and sections 112 to 125, of Part I apply to companies to which this Part applies, except those loan companies and trust companies to which this Part continues to apply.'

49. Section 153 of the said Act is repealed and the following substituted therefor:

'153. The affairs of the company shall be managed by a board of not less than three directors.'

56. Page 42: Strike out lines 15 to 19, both inclusive, and substitute therefor the following:

"(5) The provisions set out in paragraph (b) of subsection (3) of section 22 apply in respect of any body corporate provided with a French or English form of its corporate name pursuant to this section.

(6) This section does not apply to a company incorporated under any of the Acts mentioned in paragraph (b), (c) or (d) of subsection (1) of section 5 or to a company carrying on a business described in paragraph (a) of subsection (1) of that section."

All of which is respectfully submitted.

Salter A. Hayden,
Chairman.