the amalgamating companies and, if not, a copy of the proposed by-laws; and

(h) such other details as may be necessary to perfect the amalgamation and to provide for the subsequent management and working of the amalgamated company and the manner of converting the authorized and issued capital of each of the companies into that of the amalgamated company as determined pursuant to paragraph (c) above.

(4) The amalgamation agreement shall be submitted to the shareholders of each class of shares of each of the amalgamating companies at general meetings thereof called for the purpose of considering the agreement, and, if three-fourths of the votes of each class of shares cast at each meeting are in favour of the amalgamation agreement, the secretary of each of the amalgamating companies shall certify that fact upon the agreement under the corporate seal thereof; and thereafter the agreement shall be deemed to have been adopted by each of the amalgamating companies unless the amalgamation agreement is annulled in accordance with the procedure outlined in the following subsections.

(5) Within seven days of the final vote on the amalgamation agreement, any shareholder or shareholders holding at least ten per cent of the shares of any class of shares in any of the amalgamating companies may apply to the chief justice or acting chief justice of the court of the province in which the head office of the company is situated, or a judge of the said court designated by either of them, for an order annulling the amalgamation agreement: Provided that such application may be made only by a shareholder or shareholders whose dissent was recorded at a meeting of any class of shareholders called to consider the amalgamation agreement.

(6) The said judge shall fix a time and place for consideration of the application for the order annulling the amalgamation agreement, which time shall be within fifteen days of the making of such application, and notice thereof shall be given to each of the amalgamating companies, and to the Secretary of State, in such manner as the said judge may direct.

(7) The said judge shall hear and determine the matters raised in the application and shall issue an order annulling the amalgamation agreement, or dismissing the application, which order shall not be subject to appeal. Where an annulling order is issued the amalgamation agreement is annulled and has no force or effect whatsoever.

(8) Where a reduction of capital may result from an amalgamation agreement, the provision of sections 51, 52, 53, 54, 55 and 57 of the Act shall apply, *mutatis mutandis*, as if the amalgamation agreement represented an application for supplementary letters patent confirming a by-law reducing the capital stock of the company.

(9) The amalgamating companies shall, within six months of the date of the final vote on the amalgamation agreement, jointly file with the Secretary of State the amalgamation agreement together with a certificate from the secretary of each of the amalgamating companies establishing the percentage of those who voted in favour of the agreement and the percentage of dissentient shareholders, in respect of each class of shares.

(10) (a) Not less than eight days following the final vote on the amalgamation agreement and upon receipt of evidence that no application was made to a judge for the annulment of the amalgamation agreement or that the applicant was dismissed, the Secretary of State may issue letters patent confirming the agreement: Provided that 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.

(b) Notice of the granting of such letters patent shall be forthwith given by the Secretary of State in the *Canada Gazette*.

(11) Upon the issue of the said letters patent, the amalgamation agreement shall have 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, assets, privileges and franchises, and is subject to all the contracts, liabilities, debts and obligations of each of the amalgamating companies.

(12) 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.

128B. (1) A company incorporated under this Act, including a holding or subsidiary company, may amalgamate with any other company (in this section hereinafter referred to as "the provincial company") having the same or similar objects and incorporated under the provisions of any general Act (in this section hereinafter referred to as "the provincial Act") relating to corporations or companies, heretofore or hereafter enacted by the legislature of a province, under which