c 160 The Tara Exploration and Development Company Limited Act, 1974

Ontario
CHAPTER 160

An Act respecting
Tara Exploration and Development
Company Limited

Assented to April 26th, 1974

WHEREAS Tara Exploration and Development Company Limited, hereinafter called the Corporation, hereby represents that it is a corporation incorporated by letters patent dated March 18th, 1953, under the provisions of The Companies Act, being chapter 59 of the Revised Statutes of Ontario, 1950; that supplementary letters patent and a certificate of amendment of articles have subsequently issued to the Corporation; and that the Corporation is not a resident and does not carry on any business in Ontario; and whereas the Corporation desires to be continued under the jurisdiction of the Province of New Brunswick; and whereas the Corporation hereby applies for special legislation for such purpose; and whereas it is expedient to grant the application;

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. (1) The shareholders of the Corporation may authorize an application pursuant to the provisions of The Companies Act, being chapter 33 of the Revised Statutes of New Brunswick, 1952, continuing without interruption the Corporation with its identity as a body corporate under the laws of the Province of New Brunswick and with its assets and liabilities unimpaired.

(2) Such authorization shall be by resolution of the shareholders of the Corporation passed by at least two-thirds of the votes cast at a general meeting of the shareholders of the Corporation duly called for that purpose.

(3) The information circular to be sent to the shareholders in connection with the general meeting mentioned in subsection 2 shall include statements substantially in the form set out in the Schedule hereto.
2. On and after the effective date specified in the letters patent issued under The Companies Act of the Province of New Brunswick, if such effective date is not later than the 31st day of March, 1975, The Business Corporations Act, and any successor thereto, shall not apply to the Corporation and the continuation without interruption of the Corporation with its identity as a body corporate under the laws of the Province of New Brunswick and with its assets and liabilities unimpaired is recognized.

3. The Minister of Consumer and Commercial Relations may, upon receipt by him of a certified copy of the letters patent mentioned in section 2, issue a certificate to the Corporation confirming the date on which the provisions of section 2 take effect.

4. This Act comes into force on the day it receives Royal Assent.

5. This Act may be cited as The Tara Exploration and Development Company Limited Act, 1974.
A Special Act of the Legislative Assembly of the Province of Ontario has been enacted enabling the Company, subject to shareholder approval by at least two-thirds of the votes cast at the meeting, to make such application for such letters patent.

Shareholders should not conclude that the Legislative Assembly in passing the Special Act either approves or disapproves of the Company's proposal.

Shareholders will recognize that the relocation by the Company to New Brunswick will deprive them, as shareholders, of several particular statutory rights now contained in the Ontario Act. Among such rights are the following:

1. The right to have a minimum period of notice of a meeting of shareholders of 21 days rather than the minimum of 14 days prescribed under the New Brunswick Companies Act;

2. The right to have meetings of the shareholders requisitioned by the holders of 5 per cent of the voting shares as contrasted with the 10 per cent provided under the New Brunswick Companies Act;

3. The benefit of a statutory standard of conduct for directors and officers;

4. The right to remove a director from office by a majority vote of the shareholders;

5. The right to remove an auditor during his term of office by a majority vote of the shareholders;

6. The right to require the attendance of an auditor at any shareholders' meeting, at the Company's expense;

7. The right to an audit committee of the board of directors;

8. The right of any shareholder to apply to the court for the appointment of an inspector to investigate the affairs and management of the Company, as contrasted with the right accruing to the holders of one-quarter of the issued shares provided for in the New Brunswick Companies Act;

9. The right of a shareholder to apply to the court to require the Company or any director or officer thereof to comply with the Act;

10. The right, in the discretion of the court, to receive notice of the discontinuance or settlement or dismissal for want of prosecution of any representative actions on behalf of the Company to enforce any right of the Company.