CHAPTER 184

An Act respecting
Compañía Shell de Venezuela Limited

Assented to May 18th, 1973
Session Prorogued March 5th, 1974

WHEREAS Compañía Shell de Venezuela Limited, hereinafter called the Corporation, hereby represents that it is a corporation continued by letters patent of amalgamation dated August 1, 1953, issued under the provisions of The Companies Act, being chapter 59 of the Revised Statutes of Ontario, 1950; that supplementary letters patent were issued to the Corporation on the 26th day of November, 1956, the 28th day of November, 1957, and the 17th day of November, 1958, under the provisions of The Corporations Act, 1953, being chapter 19; that further supplementary letters patent were issued to the Corporation on the 2nd day of August, 1961, and the 17th day of November, 1964, under the provisions of The Corporations Act, being chapter 71 of the Revised Statutes of Ontario, 1960; that a certificate of amendment of articles, effective on the 12th day of July, 1971, was issued to the Corporation under the provisions of The Business Corporations Act; that the Corporation is not a resident of and does not carry on any business in Canada; that all the outstanding shares of the Corporation are beneficially owned by Shell Petroleum N.V., a Netherlands corporation; and whereas the Corporation desires to be continued under the jurisdiction of the Netherlands; and whereas the applicant 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 for a decree by the proper officer of the Netherlands, under applicable legislation of the Netherlands, continuing without interruption the Corporation with its identity as a body corporate under the laws of that country and with its assets and liabilities unimpaired.

(2) Such authorization shall be by resolution of the shareholders of the Corporation consented to by the signatures of
all the shareholders entitled to vote at a meeting of shareholders, or passed at a general meeting of the shareholders duly called for the purpose in accordance with the by-laws of the Corporation by the unanimous vote of shareholders present in person or represented by proxy holding all the issued and outstanding shares in the capital stock of the Corporation.

2. On and after the effective date specified in the said decree, if such effective date is not later than the 31st day of December, 1974, The Business Corporations Act of Ontario and any successor thereof 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 Netherlands and with its assets and liabilities unimpaired is recognized.

3. The Minister of Consumer and Commercial Relations may, upon receipt by him of a copy of the said decree of the Netherlands, together with a translation thereof certified by a member of the consular or diplomatic staff of Canada in the Netherlands, 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 Compañía Shell de Venezuela Limited Act, 1973.