

THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 949

Session of
1977

INTRODUCED BY MESSRS. BENNETT, L. E. SMITH, MCGINNIS, PRATT,
ARTHURS, ZWIKL, SPENCER, FEE, HALVERSON, REED, LETTERMAN,
DeVERTER, GRIECO, MILLIRON AND DOMBROWSKI, APRIL 25, 1977

AS REPORTED FROM COMMITTEE ON BUSINESS AND COMMERCE, HOUSE OF
REPRESENTATIVES, AS AMENDED, MAY 23, 1977

AN ACT

1 Amending the act of May 5, 1933 (P.L.364, No.106), entitled, as
2 amended, "An act relating to corporations; defining and
3 providing for the organization, merger, consolidation,
4 reorganization, winding up and dissolution of certain
5 corporations for profit; conferring certain rights, powers,
6 duties and immunities upon them and their officers and
7 shareholders; prescribing the conditions on which such
8 corporations may exercise their powers; providing for the
9 inclusion of certain existing corporations and associations
10 within the provisions of this act; prescribing the terms and
11 conditions upon which certain foreign corporations may be
12 admitted, or may continue, to do business within the
13 Commonwealth; conferring powers and imposing duties on the
14 courts of common pleas, and certain State departments,
15 commissions, and officers; authorizing certain State
16 departments, boards, commissions, or officers to collect fees
17 for services required to be rendered by this act; imposing
18 penalties; and repealing certain acts and parts of acts
19 relating to corporations and other entities," further
20 providing for the approval of a plan of merger or
21 consolidation.

22 The General Assembly of the Commonwealth of Pennsylvania
23 hereby enacts as follows:

24 Section 1. Subsection C of section 902, act of May 5, 1933
25 (P.L.364, No.106), known as the "Business Corporation Law,"
26 amended July 20, 1968 (P.L.459, No.216), is amended to read:

1 Section 902. Approval of Plan of Merger or Consolidation.--

2 * * *

3 C. The plan of merger or consolidation shall be approved
4 upon receiving the affirmative vote of the shareholders entitled
5 to cast at least [a majority] sixty-six and two-thirds per cent
6 of the votes which all shareholders are entitled to cast thereon
7 of each of the merging or consolidating domestic corporations,
8 and if any class of shares of any of such corporations is
9 entitled to vote thereon as a class, the affirmative vote of the
10 holders of at least [a majority] sixty-six and two-thirds per
11 cent of the outstanding shares of each class of shares entitled
12 to vote thereon as a class. Any plan of merger or consolidation
13 may contain a provision that at any time prior to the filing of
14 articles of merger or consolidation with the Department of State
15 the plan may be terminated by the board of directors of any
16 corporation which is a party to the plan notwithstanding
17 approval of the plan by the shareholders of all or any of the
18 corporations which are parties to the plan.

19 Section 2. This act shall take effect ~~in 60 days~~

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20 IMMEDIATELY.

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