

contain: (1) the name and address of the dental technician; (2) The patient's name or identification number. If a number is used the patient's name shall be written upon the duplicate copy of the prescription retained by the dentist; (3) The date on which the *prescription was written; (4) A prescription of the work to be done, with diagrams if necessary; (5) A specification of the type and quality of materials to be used; (6) The signature of the dentist and his license number.

The dental technician shall retain the original prescription, and the dentist shall retain a duplicate copy thereof for inspection by the board or its agent for a period of two years.

(c) It shall be unlawful for any dentist to —(1) Use the services of a dental technician without first furnishing him with a prescription; (2) Fail to retain a duplicate copy of the prescription for two years; (3) Refuse to allow the board or its agent to inspect his files of prescriptions.

(d) It shall be unlawful for any dental technician to furnish services to any dentist without first obtaining a prescription therefor from him, or to fail to retain the original prescription for two years, or to refuse to allow the board or its agent to inspect his files.

(e) Any person violating any of the provisions of this section shall [upon summary conviction thereof be sentenced to pay a fine not exceeding fifty dollars (\$50) and cost of prosecution and in default of the payment thereof shall undergo imprisonment for not more than thirty days] *be guilty of a misdemeanor, and upon conviction thereof, shall be sentenced to pay a fine not exceeding five hundred dollars (\$500) or to suffer imprisonment not exceeding six months, or both.*

APPROVED—The 13th day of May, A. D. 1959.

DAVID L. LAWRENCE

No. 60

AN ACT

Amending the act of May 5, 1933 (P. L. 364), entitled "An act relating to business corporations; defining and providing for the organization, merger, consolidation, reorganization, winding up and dissolution of such corporations; conferring certain rights, powers, duties and immunities upon them and their officers and shareholders; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the second class within the provisions of this act; prescribing the terms and conditions upon which foreign business corporations may be ad-

* "prescription" in original.

mitted, or may continue, to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, and certain State departments, commissions, and officers; authorizing certain State departments, boards, commissions, or officers to collect fees for services required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations," changing the law as to the merger or consolidation of parent and wholly-owned subsidiary corporations.

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

Business Corporation Law.

Section 1. Subsection B of section 902, act of May 5, 1933 (P. L. 364), known as the "Business Corporation Law," amended July 11, 1957 (P. L. 711), as amended to read:

Subsection B, section 902, act of May 5, 1933, P. L. 364, amended July 11, 1957, P. L. 711, further amended.

Section 902. Approval of Joint Plan of Merger or Consolidation.—

* * * * *

B. [The] *Except in cases where the approval of the shareholders is unnecessary under section 903 B hereof, the board of directors of each domestic corporation, upon approving such plan of merger or plan of consolidation, shall, by resolution, direct that the plan be submitted to a vote of the shareholders of such corporation entitled to vote thereon at an annual or special meeting of the shareholders. Written notice shall, not less than ten days before such annual or special meeting, be given to each shareholder of record of such corporation, whether or not entitled to vote on such plan. The notice shall state the place, day, hour, and purpose of the meeting. There shall be included in, or enclosed with, such notice a copy or a summary of the plan of merger or consolidation, as the case may be, and unless subsection B of section 908 of this act is applicable, a copy of subsection A of section 908 and of subsections B, C and D of section 515 of this act.*

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Section 2. Section 903 of the act, amended May 23, 1949 (P. L. 1773), is amended to read:

Section 903, act of May 5, 1933, P. L. 364, amended May 23, 1949, P. L. 1773, further amended.

Section 903. Articles of Merger or Consolidation.— Upon the approval of the plan of merger or consolidation by the corporations desiring to merge or consolidate, as provided in the preceding section, articles of merger or articles of consolidation, as the case may be, shall be executed under the seal of each corporation *and signed [and verified] by two duly authorized officers of each corporation, and shall set forth:*

(1) The name and the location of the registered office of the domestic surviving or new corporation, or, in the case of a foreign surviving or new corporation, the name

of such corporation and its domiciliary state, together with the location of its office registered with such state.

(2) The time and place of the meeting of the shareholders *if required* of each domestic corporation at which the plan of merger or consolidation, as the case may be, was adopted, the kind and period of notice given to the shareholders, and the total vote by which the plan was adopted.

(2.1) The fact that the plan of merger or consolidation was authorized, adopted or approved, as the case may be, by each of the foreign corporations, in accordance with the laws of the jurisdiction in which it was formed.

(3) [Any] *If the surviving or new corporation be a domestic corporation, any changes desired to be made in the articles of the surviving corporation in the case of a merger, or, in the case of a consolidation, [if the new corporation be a domestic corporation,] all of the statements required by this act to be set forth in original articles in the case of the formation of a corporation.*

(4) The number, names and addresses of the persons to be the first directors of the surviving or new corporation.

(5) The plan of merger or consolidation.

(6) If the surviving or new corporation is to be a foreign corporation, a designation of the Secretary of the Commonwealth and his successor in office as the true and lawful attorney of such corporation upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of any constituent domestic corporation or any obligation arising from the merger or consolidation proceedings or any action or proceeding to determine and enforce the rights of any shareholder under the provisions of section nine hundred eight of this act, and an agreement that the service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on such corporation and that the authority for such service of process shall continue in force as long as any of the aforesaid obligations and rights remain outstanding in this Commonwealth.

Subsection B, section 908, act of May 5, 1933, P. L. 364, amended July 11, 1957, P. L. 711, further amended

Section 3. Subsection B of section 908 of the act, amended July 11, 1957 (P. L. 711), is amended to read:

Section 908. Rights of Dissenting Shareholders.—

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B. The rights of dissenting shareholders granted by subsection A of this section 908 shall not apply to the merger or consolidation of two or more corporations, one of which owns all of the outstanding shares of all the

others immediately prior to the approval of the plan of merger or consolidation and at all times thereafter *prior to its effective date*: Provided, That [neither the state of incorporation nor] the preferences, qualifications, limitations, restrictions, or special or relative rights, granted to or imposed upon the shares of any class of the parent corporation are *not* altered by such plan. The shareholders of such parent corporation shall *not* have [no right to dissent from any] *such rights of dissenting shareholders by reason of any* such merger or consolidation. *If, but only if, the state of incorporation of the parent corporation is altered by such plan, the approval thereof by the shareholders specified in section 902 hereof shall be necessary.*

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Section 4. This act shall take effect immediately.

Effective
immediately.

APPROVED—The 14th day of May, A. D. 1959.

DAVID L. LAWRENCE

No. 61

AN ACT

Amending the act of April 9, 1929 (P. L. 343), entitled "An act relating to the finances of the State government; providing for the settlement, assessment, collection, and lien of taxes, bonus, and all other accounts due the Commonwealth, the collection and recovery of fees and other money or property due or belonging to the Commonwealth, or any agency thereof, including escheated property and the proceeds of its sale, the custody and disbursement or other disposition of funds and securities belonging to or in the possession of the Commonwealth, and the settlement of claims against the Commonwealth, the resettlement of accounts and appeals to the courts, refunds of moneys erroneously paid to the Commonwealth, auditing the accounts of the Commonwealth, and all agencies thereof, of all public officers collecting moneys payable to the Commonwealth, or any agency thereof, and all receipts of appropriations from the Commonwealth and imposing penalties; affecting every department, board, commission, and officer of the State government, every political subdivision of the State, and certain officers of such subdivisions, every person, association, and corporation required to pay, assess, or collect taxes, or to make returns or reports under the laws imposing taxes for State purposes, or to pay license fees or other moneys to the Commonwealth, or any agency thereof, every State depository and every debtor or creditor of the Commonwealth," providing for additional reimbursement and procedures relative thereto in the auditing of disbursements, affairs and accounts and clarifying the provisions relating to audits.

The General Assembly of the Commonwealth of Penn- The Fiscal Code.
sylvania hereby enacts as follows: