

Forfeitures for  
non-payment.

shareholders in respect to the shares subscribed or held by them respectively, as they may, from time to time deem expedient, and may require the same to be paid with or without interest, and may impose penalties for failure of payment, not exceeding five per centum at any one time, on the amount of the call or calls made; and likewise, subject to such rules and conditions as may be imposed by By-law, may declare forfeited all such shares as may be in arrear in respect of any call or calls, interest or penalty, and such shares shall, upon such declaration, be and become forfeited in favor of the Company as well as the amounts paid thereon, and may thereupon be sold and disposed of in such manner as the Directors may see fit, and the net proceeds applied in reduction of the claims of the Company against the shareholders in default, or the Directors may in their discretion, should they see fit, proceed by suit or action for the recovery of any sum or sums due for a call or calls on such shares, with or without interest and penalties, or either, as the case may be, and afterwards, if not recovered in full, proceed by forfeiture as above directed, without prejudice to their recourse by suit in any case, until the shares shall have been paid for in full.

What only  
need be al-  
leged and  
proved in suits  
for calls.

**34.** In any action or proceeding which may be brought by the Company against any shareholder for the recovery of any sum due on any call or calls, or for interest or penalties thereon, it shall not be necessary to set forth the special matter; but it shall be sufficient to declare that the defendant is a holder of one share or more in the capital stock of the Company, and is indebted in the sum to which the arrears on the call or calls made on such share or shares amount (together with interest and penalties, if any), and it shall only be necessary to prove that the defendant was proprietor of a share or shares, and that a call or calls had been made thereon.

By-laws how  
made and for  
what purposes

**35.** The Directors may make By-laws, and may, from time to time, alter, repeal, amend, or wholly substitute others for the Government of the said Company, its affairs, business managers, agents, officers and servants, which By-laws shall be subject to approval or disallowance by the shareholders, and shall remain in force after their adoption by the Directors until approved of, altered, modified or disallowed by the shareholders at an annual meeting or any general meeting called for the consideration thereof, either solely or with other business, and said By-laws, besides containing provision for all matters hereinbefore referred to as the subject of such By-laws may subject to the special provisions of this Act provide for the following objects and purposes, viz:—

Directors.

1. To fix and determine the manner of filling up vacancies that may occur among the Directors prior to the annual election; the number of Directors which will constitute a quorum and generally the manner in which their powers shall be exercised.

Meetings.

2. The manner of calling meetings as well of the Directors, as of the shareholders, and fixing the time for the annual meet-