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XVI. And be it enacted, That except in so far as it is herein otherwise provided for, all transactions, questions and matters to be determined at any General, Special or other Meeting of the Company, or at any meeting of the Directors, shall be determined by the majority of the 5 votes of the Shareholders or Directors, as the case may be, present and at such meeting, either in person or by proxy, and in case of an equality of votes at any such meeting, the Chairman of such meeting shall have a casting vote, and that a majority of the whole number of Directors shall form a quorum for the transaction of business, and a majority of such 10 quorum shall decide.

All questions to be decided, by a majority of votes of Directors or Shareholders, as case may be, who may be present personally or by proxy.

XIX. And be it enacted, That the Directors of the said Company may appoint one or more agents in this Province, or in the United Kingdom, and for such time and on such terms as to them shall seem expedient; and the Directors may, by any By-law to be made for such purpose, empower 15 and authorize any such agent or agents to do and perform any act or thing, or to exercise any powers which the Directors themselves, or any of them, may lawfully do, perform and exercise, except the power of making By-laws; and all things done by any such agent by virtue of the powers in him vested by such By-laws, shall be valid and effectual to all intents and pur- 20 poses, as if done by the Directors themselves, and as such shall bind the Company. anything in this Act to the contrary notwithstanding.

Directors may appoint agents and empower them to perform certain acts.

XX. And be it enacted. That acts done by any person or persons acting as Directors or Director, shall, notwithstanding there may have been some defect in the appointment of any such persons or person, or that they, or 25 any of them, were disqualified, be as valid as if every such persons or person had been duly appointed and was qualified to be a Director, and shall bind the Company and every person interested in said Act or Acts.

Acts of persons acting as Directors valid notwithstanding defects in appointment.

XXI. And be it enacted, That in all actions or suits at law by or against the Company, or to which the Company may be a party, in Lower Canada, 30 recourse shall be had to the Rules of Evidence laid down in the laws of England, as recognized by the Courts in Lower Canada in commercial cases, except as regards actions for real estate, or incidental thereto, in Lower Canada, in which case the laws of Lower Canada shall prevail: Provided always, that no Shareholder shall be deemed an incompetent 35 witness either for or against the Company, unless he be incompetent otherwise than as a Shareholder.

In all actions recourse to be had to English rules of evidence, except as regards real estate in Lower Canada.

XXII. And be it enacted, That every contract, agreement, engagement or bargain by the Company, or by any one or more of the Directors on behalf of the Company, or by any agent or agents of the 40 Company, and every Promissory Note made or endorsed, and every Bill of Exchange drawn, accepted or indorsed by such Director or Directors, or by any officer on behalf of the Company, or by any such agent or agents, in general accordance with the powers to be devolved to and conferred on them respectively under the said By-laws, and in pursuance of the same or 45 any of them, shall be binding upon the said Company; and in no case shall it be necessary to have the Seal of the Company affixed to any such contract, agreement, engagement, bargain, Promissory Note, or Bill of Exchange, or to prove that the same was entered into, made or done in strict pursuance of the By-law or By-laws of the Company; nor 50 shall the party entering into, making or doing the same as Director or agent

Contracts of Directors and agents to be binding on the Company.