Sales of shares on which calls are not paid.

shares; and moreover, it shall be lawful for the Directors of the said Bank without any previous formality other than thirty days' public notice of their intention, to sell at public auction the said shares, or so many of the said shares as shall, after deducting the reasonable expenses of the sale, yield a sum of money sufficient to pay the unpaid instalments due on the remainder of the said shares, and the amount of forfeitures incurred on the whole; and the President with the Vice-President, or the Cashier of the said Bank, shall execute the transfer to the purchaser of the shares of stock so sold, and such transfer being accepted shall be as valid and effectual in law as if the same had been executed by the original holder or holders of the shares of stock thereby transferred; Provided always, that nothing in this section contained shall be held to debar the Directors or shareholders at a general meeting from remitting either in whole or in part, and conditionally or unconditionally, any forfeiture incurred by the non-payment of any instalment as aforesaid.

Proviso: forfeiture may be remitted.

Chief place of business.

8. The chief place or seat of business of the said Bank shall be in Montreal, but it shall and may be lawful for the Directors of the Bank to open and establish in other places, Towns and Cities in or out of this Province, Branches or Agencies, or offices of discount and deposit of the said Bank, under such rules and regulations for the good and faithful management of the same as to the said Directors shall from time to time seem meet, not being repugnant to any law of this Province, to this Act, or to the By-laws of the said Bank.

Branches.

Seven Directors to be elected annually by a majority of votes.

9. For the management of the affairs of the said Bank, there shall be nine Directors annually elected by the shareholders of the Capital Stock thereof, at a general meeting of them to be held annually on such day as from time to time shall be fixed by By-law in that behalf; at which meeting the shareholders shall vote according to the scale or rule of votes hereinafter established; and the Directors elected by a majority of votes given in conformity to such rule or scale shall be capable of serving as Directors for the ensuing twelve months; and at their first meeting after such election the Directors shall chose out of their number a President and a Vice-President, who shall hold their offices respectively during the same period; and in case of a vacancy occurring in the said number of nine Directors, the remaining Directors shall fill the same by election from among the shareholders, and such Director so elected shall be capable of serving as a Director until the next annual general meeting of the shareholders; and if the vacancy occurring in the said number of nine Directors shall also cause the vacancy of the office of President or of Vice-President, the Directors, at their first meeting after their number shall have been completed as aforesaid, shall fill the vacant office by choice or election from among themselves, and the Director so chosen or elected to be President or Vice-President shall fill the office to which he shall be so chosen or elected until the next general annual meeting of the shareholders; Provided always, that each of the Directors shall be the holder and proprietor in his own name of not less than forty shares of the capiial stock of the said Bank, twenty per cent. of which shall be actually paid thereon before he can act as such Director, and shall be a natural born or naturalized subject of Her Majesty; And provided also, that it shall be lawful for the shareholders at any annual meeting to pass a By law limiting the number of Directors to retire from office annually.

President and Vice-President.

Vacancies how filled.

Proviso: Directors to be H. M. subjects.

Proviso: as to retirement of Directors.

Proviso: if any election should fail.

10. If at any time it shall happen that an election of Directors shall not be made or take effect on the day fixed by this Act, the said corpo-