

An Act to enable the holders of preference Shares in the Great Western Railway Company to convert them into ordinary Shares at their option.

WHEREAS, by the Act of the Legislature of the late Province of Canada, passed in the twenty-second year of Her Majesty's reign, and intituled "An Act to amend the Acts of incorporation of the Great Western Railway Company," the Company in making arrangements for the repayment of the Government loan, are empowered to increase their capital stock to the extent of eight million dollars, in addition to their present capital, by creating an additional number of shares, of such amount each as the directors of the Company may from time to time determine, and to make the whole or any portion of such new shares preference stock, on which dividends not exceeding seven per cent. per annum may be guaranteed, subject to certain conditions, but the holders whereof shall not vote at meetings of shareholders, or have any profit beyond the amount so guaranteed; and the Company is thereby further empowered to raise the amount required to pay off the Government loan, by the issue of a perpetual Debenture Stock, to be treated as part of the regular Debenture debts of the Company; And whereas the said powers have not yet been used by the Company, except by the issue of perpetual Debenture stock in the year eighteen hundred and fifty-eight, to the amount of forty-six thousand seven hundred pounds sterling, or two hundred and twenty-seven thousand two hundred and seventy-three dollars thirty-four cents, and they have by their Petition in that behalf represented that in order to provide for the settlement of the Government loan, according to an Act of the present Session of Parliament intituled "An Act to confirm and give effect to a certain agreement between the Government of Canada, and the Great Western Railway Company," it may be necessary to exercise their powers of raising money, and it may be by issuing such new shares, and that this could be more easily done by giving the holders of guaranteed or preference shares the right to convert them, at their option, into ordinary shares, and have prayed that such power be given; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :

1. That the holder or holders of any preference or guaranteed share or shares in the capital of the said Company to be issued by the directors thereof under the authority given by the Act first above cited, may at his or their option, and subject to such regulations as the directors may make with respect to the mode in which notice of such option shall be given, and the time from which it shall take effect, convert such preference or guaranteed share or shares into an ordinary share or ordinary shares of the capital stock of the Company, and from the time such option shall take effect, such shareholder shall have the right of voting, and all the other rights of holders of ordinary shares of such capital stock; provided that nothing in this Act shall authorize the directors to issue such new shares until they are thereunto authorized by a two-third vote of the shareholders present in person or by proxy, at a meeting called for the purpose, as provided by the said Act. And provided also that nothing herein contained shall authorize the directors to create and issue perpetual Debenture stock to a greater amount than

Preamble.

Holders of certain preference or guaranteed shares may convert the same into ordinary shares, and vote.