

Powers of the Board to make by-laws for certain purposes.

14. The board of directors shall have full power in all things to administer the affairs of the Company, and to make or cause to be made, any purchase and any contract not contrary to law; to adopt a common seal, and to alter the same at pleasure; from time to time, to make any and all by-laws (not contrary to law,) regulating the issue and registration of certificates of stock, the calling in of instalments on stock, and the payment thereof; the forfeiture of stock for non-payment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appointment, functions, duties and removal of all agents, officers and servants of the Company; the security to be given by them to the Company; their remuneration and that (if any) of the directors; the time and place for holding the annual and other meetings of the Company; the calling of meetings of the Company and of the board of directors; the quorum, the requirements as to proxies; the procedure in all things at such meetings; the site of their chief place of business and of any other offices which they may require to have; the imposition and recovery of all penalties and forfeitures admitting of regulation by by-laws, and the conduct in all other particulars of the officers of the Company; and every copy of any by-law under the seal of the Company, and purporting to be signed by any officer of the Company, shall be received in all courts of law as *prima facie* evidence of such by-law.

Copies of by-laws to be *prima facie* evidence thereof.

Who shall be first director.

15. Until the first election of such board of directors, the said Edward Haycock, the Honorable James Skead, Joseph Merrill Currier, Edward McGillivray, Richard Scougall Cassels, Helier Vavasour Noel, and Samuel Hatt Haycock, shall be a provisional board of directors, with power to open stock books and to convene general meetings of the Company, at such time and place as they shall determine, and generally to do and perform all matters and things which any other board of directors is empowered to do, and any other act necessary and proper to be done to organize the Company and conduct its affairs.

Their powers.

Power to allot stock.

16. The directors of the Company may, from time to time, dispose of, place, or allot any of the stock of the said Company to any person or persons, at such price or prices, or for such consideration or considerations, and in such amounts, and bearing such rank, position or priority in respect to any other shares, and in such class or classes of order in respect as well to the principal amount of such shares as the interest or dividends thereon and so designated, and upon such conditions as the directors may, from time to time, find expedient; provided that no preference stock shall be issued, unless with the approval of a majority in value of the stockholders present or represented by proxy, at a special general meeting called to consider the same.

Company not liable as trustees

17. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any share or shares, and the receipt of the person in whose name the same shall stand in the books of the Company, shall be a discharge to the Company for any dividend or money payable in respect of such share or shares, whether or not notice of such trust shall have been given to the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt.