

the Council some information regarding the feeling of the Society, and it seems to give none. You may have a different opinion, but that is the way it strikes me personally. The sections stand as they did before. There was a tendency in the Council to make that change and the Council finally decided to take the opinion of the Society by an open vote. This is the result.

It was decided this morning that the continuation of the discussion re the Usefulness of the Society under several headings here should be deferred until we knew the result of the ballot on the by-laws, because that would settle a number of things. The Secretary tells me that he has not yet been able to get it.

There is one item of business we can deal with meantime, if we will agree to defer it again when the Secretary brings in the report of the by-laws. That is the discussion re the Insurance Fund.

MR. RUST: Has the opinion of any gentleman versed in insurance matters been procured?

THE PRESIDENT: I am not aware of any, Mr. Rust.

MR. LEGRAND: I have had some experience in benevolent societies, and I think in this case we have not a sufficient number to make a successful insurance society. We would need ten or fifteen thousand people. As we are it would be too expensive for each member. It would amount to \$50 or \$60 a year.

MR. MOUNTAIN: The time is not ripe for the Society to go into such a thing.

Moved by Mr. Rust, seconded by Mr. Mountain, that the question of an Insurance Fund be deferred for the present.—Carried.

MR. HUNTER: There was a question left over this morning to be discussed under the transportation report.

MR. MOUNTAIN: That is section 6 on page 36. The continuation of the Committee on Transportation is, I think, an acquiescence in this suggestion. In continuing that committee we are taking part in public matters involving national development, and we have decided on the best way to proceed in order that our action may be forcible. That is, it is to be put through the Council, through the Society, and then it is for the Society to say how much further they will go, whether they will make a memorial to the Government or not. I think that may very well remain.

THE PRESIDENT: Yes, we decided to defer that question and take it up in such a way that it would apply to all sorts of reports as well as the special one mentioned in Section 6.

MR. HUNTER: A motion of Mr. Morris' was deferred.

MR. MORRIS: It was deferred until after the vote on the amendments, I do not see how it hinges on this discussion.

THE PRESIDENT: The amendments to the by-laws proposed by the Council deal with admission to the Society. It is in that way that your motion is deferred.

MR. ARMSTRONG: If there is nothing else before the meeting I might read a resolution that was proposed and it can be considered later. (Mr. Armstrong read a resolution which was afterwards taken up and carried). See page.

THE PRESIDENT: The result of the vote on the amendments to the by-laws is as follows. By-law No. 8, for, 166; against, 47. The majority is more than two-thirds required and the by-law, therefore, is carried.

The next is 13A, down to and including 32 on page 4 of the blue paper. 141 for and 68 against. A majority of over two-thirds, so that those are carried.

The next on the blue paper is No. 27 to 45 inclusive. The vote on that is 135 for and 71 against, so that that set is not carried; there is not the necessary two-thirds majority.

The next is simply a clerical by-law referring to the change of numbers. The vote is 134 for and 62 against. It is carried but it is inoperative and is necessarily inconsistent on account of the failure of the previous set to carry.

Now to omit by-laws 28 and 56 has also been carried.

Then the white list, by-law 37A, for 73, and against 114.

By-law 27; for 68, against 123.

By-law 28; for 68, against 123.

By-law 33; for 72, against 119.

37A, that is apparently repeating the first, but it is marked on this report as the vote referring to what is called here the first part of the second vote. I confess I do not understand it, but the result is 73 for and 117 against. So that none of the by-laws on the white paper have carried.

This report is signed by Edward B. Merrill, D. Blanchard, and N. X. Raymond, scrutineers.

MR. MACPHERSON: May it not be left in the hands of the Secretary to renumber the by-laws consistently?

MR. MITCHELL: Number 28 by-law in our list provides that we shall have an elective Council of a certain number. If we carry that last by-law on the blue list we shall have no officers for the Society in the coming year.

THE PRESIDENT: It has been suggested to me by a member that it will be utterly impossible to settle these things satisfactorily unless the members are allowed to smoke.

We are practically without any by-law governing the Council; the new by-law has not been carried and the old has been omitted. The election of officers is perfectly constitutional, but the very important clause in 27 and also in 28 respecting the number which constitutes a quorum is not now in existence. That I am pretty sure will make trouble in Council.

MR. J. H. HUNTER: Do these by-laws take immediate effect or is it a year afterwards?

THE PRESIDENT: They come into effect for the new Council. The financial year begins in January. By far the best body to settle this matter is the Council. They will take the time and trouble to do it and see that it is made right. I do not think the General Meeting can do anything unless it is within its powers to authorize the Council to do it.

MR. JAMESON: This is a legal matter, and individual opinion will be of very little value just now, and its expression will only take up time. It should be referred to Council.

MR. LEOFRED: Clause 50, on page 15, the three last lines under the title, Amendments to By-laws, says: "The Council may also propose new by-laws or alterations, or repeal all existing by-laws, and may submit the same to vote by letter ballot." That may show you a door to get out of this scrape.

MR. MORRIS: I agree with Mr. Jameson that we are losing time. I suggest that this be left to Council, and that it take the necessary legal opinion on the matter.

MR. LEOFRED: You are not obliged to submit it; you may submit it to vote. You "may" make alterations or repeal all existing by-laws, and you "may" submit, but you are not obliged to. That gives you the margin you want to get out of it.

MR. JAMESON: We must remember that our by-laws are in line with the Quebec Act, and that must be taken into consideration. We can only change them by having them ratified by the Quebec Legislature.

THE PRESIDENT: We have the right to make our changes, and we then go to the Quebec Legislature and get them to act accordingly. Otherwise we shall be hampered by our legislation for ever.

MR. ARMSTRONG: I think your legal adviser will probably tell you that under the General Companies' Act you can carry on your work, but I think the best way is to leave it to your adviser. I move that it is recommended that the Council take legal advice and govern themselves accordingly.

MR. DAWSON: Might it not be well for this meeting to authorize the Council to take whatever steps may be necessary, so that the Council may deal with it, and have the endorsement of this meeting?

Mr. Hunter moved, seconded by Mr. LeGrand, that the incoming Council be authorized to take such steps as are necessary to correct the by-laws in accordance with the wishes of the Association.

MR. COSTE: It may be, Mr. President, that our friend of the legal profession may not find the solution of this very knotty problem. May we not try our hand to-day in annual meeting assembled to settle our difficulty without employing counsel. We know what we want, or at least I think we do, and if there is any procedure in the way of suspending any of the rules at an annual meeting or any of the by-laws, I would wish to see that By-law No. 50, which would practically quash the vote that has been taken by letter; and then it might be in order to put these amendments, as a whole, fresh before the Society for a vote here and carry them. The sense of the Society is evidently that these by-laws should carry. I understand that the clauses from 27 down to 43 were only defeated by a vote of about four. If four members had voted the other way, these by-laws would have been changed in the way it was proposed they should be changed. The vote