

pendant, at the time of making such call, was a stockholder in the number of shares alleged, and that the calls sued for were made and notice thereof given in conformity with the by-laws of the said corporation; and it shall not be necessary to prove the 5 appointment of directors or any other matter whatsoever.

9. The directors of the said corporation shall have full power in all things to administer the affairs of the said corporation, and may make or cause to be made for the said corporation any description of contract which the said corporation may by 10 law enter into; and may from time to time make by-laws not contrary to law, to regulate the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the 15 transfer of stock, the declaration and payment of dividends, the number of the directors, their term of service, the amount of their stock qualification, the appointment, functions, duties and removal of all agents, officers and servants of the said corporation, their remuneration, and that (if any) of the directors, the 20 time at which and the place or places where the annual meetings of the corporation shall be held, and where the business of the said corporation shall be conducted, the calling of meetings, regular and special, of the board of directors, and of the said corporation, the quorum, the requirements as to proxies, and the 25 procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the said corporation; and may from time to time repeal, amend, or re-enact the same; but every such by-law, and every repeal, 30 amendment, or re-enactment thereof, unless in the meantime confirmed at a general meeting of the said corporation, duly called for that purpose, shall only have force until the next annual meeting of the said corporation, and in default of confirmation thereat, shall, from that time only, cease to have force.

35 10. A copy of any by-law of the said corporation under their seal, and purporting to be signed by any officer of the said corporation, shall be received as *prima facie* evidence of such by-law in all courts of law or equity in this Dominion. Copy of by-law to be evidence.

40 11. The first general meeting of the shareholders of the said corporation shall be holden at the office of the said corporation, in the city of Toronto, at which place the said corporation shall have its principal place of business, unless otherwise provided by a by-law of the said company, on the first day of July in the year of Our Lord, one thousand eight hundred and seventy- 45 three, and at such time and place, and upon the like day in each and every year thereafter, until otherwise provided for by by-law; the said shareholders shall elect seven qualified persons to be directors of the said corporation, which said directors so elected, shall elect a president; and until such first election, the directors 50 of the said corporation are hereby declared to be the Honorable William Pierce Howland, C.B., the Honorable David L. Macpherson, Casimir Stanislaus Gzowski, Esquire; John Crawford, Esquire, M.P., George Airey Kirkpatrick, Esquire, M.P., Alexander Green, Esquire; and John Curtis Clark, Esquire; and they, or the 55 successor or successors of them, shall be and are constituted to be directors of the said corporation, and shall have and exercise all and every the powers, and shall be subject to all and every the clauses, conditions and restrictions imposed upon the directors. First general meeting. Provisional Directors.