



**No. 227.**

**PRIVATE BILL.)**

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**1st Session, 4th Parliament, 16 Victoria, 1862.**

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**BILL.**

**An Act to incorporate the Society for  
the erection of an Hotel in the City  
of Quebec.**

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**Received and read a first time, Monday, 8th  
November, 1852.**

**Second Reading, Tuesday, 9th November, 1852.**

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**Mr. CAUCHON.**

1227

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B I L L .

An Act to incorporate the Society for the erection of an  
Hotel in the City of Quebec.

**W**HEREAS Joseph Cauchon, M. P. P., Simon Peters, Louis Preamble.  
Bilodeau, Edward Burroughs, J. B. Forsyth, William  
Sewell, George Irvine, A. D. Bell, Archibald Campbell, and John  
Ross, of the City of Quebec, Esquires, and others, have, by their  
5 petition, represented that they are desirous of forming a Society  
for the erection of an Hotel in the City of Quebec, for the con-  
venience of Travellers, and in order to carry the said object into  
execution, they have prayed for an Act of Incorporation; Be it  
therefore enacted, by the Queen's Most Excellent Majesty, by  
10 and with the advice and consent of the Legislative Council and  
of the Legislative Assembly of the Province of Canada, constituted  
and assembled by virtue of and under the authority of an Act  
passed in the Parliament of the United Kingdom of Great Britain  
and Ireland, and intituled, "*An Act to re-unite the Provinces of*  
15 "*Upper and Lower Canada, and for the government of Canada,*"  
and it is hereby enacted by the authority of the same,—that the  
above mentioned Joseph Cauchon, M. P. P., Simon Peters, Louis  
Bilodeau, Edward Burroughs, J. B. Forsyth, William Sewell, George  
Irvine, A. D. Bell, Archibald Campbell, and John Ross, of the City of  
Quebec, Esquires, and others, and all such persons as shall hereafter  
20 form part of the said Society, their heirs, executors, curators, admin-  
trators and assigns, shall be and they are hereby declared to be a  
body politic and corporate by the name of "*The City of Quebec*  
*Hotel Society,*" and by the same name, they and their successors  
shall have perpetual succession, with power to sue and be sued,  
25 plead and be impleaded, answer and be answered unto, in all Courts  
and places whatsoever; and they may have a common seal with  
power to change and alter the same, at pleasure, and by the same name  
they may lawfully acquire and hold real and personal estate for the  
use of the said Corporation, and sell, alienate or lease as they may  
30 deem convenient and useful; but the value of the said real and  
personal estate, shall not at any time exceed the sum of  
current money of this Province.

Company in-  
corporated.

II. And be it enacted, That the capital of the said Society shall  
35 be twenty-five thousand pounds current money aforesaid, divided  
Capital stock.

into two thousand shares of twelve pounds ten shillings said currency each. The said shares shall be considered personal estate, and be transferable as such : And the said two thousand shares shall be and are hereby vested in the Shareholders, and their respective heirs, executors, curators, administrators, successors and assigns, to their proper use and behoof, proportionately to the sums subscribed and paid by each of the said Shareholders respectively. And the said Shareholders may sell, transfer, abandon, lease, give or alienate the shares held by them whenever and so often as they shall think fit.

Amount of shares.

III. And be it enacted, That any Shareholder who shall have subscribed and paid the sum of twelve pounds ten shillings or more, shall be a member of the said Society, and, as such, shall be entitled to have and receive, after the erection of the said building and its dependencies, all the net profits and advantages accruing from any sum of money levied, recovered or received, under the authority of this Act, proportionably to the number of shares held by him.

Quebec and R. Rd. Co. may hold stock.

IV. And be it enacted, That the *Quebec and Richmond Railway Company* may take Shares in the said Capital Stock to the amount of ten thousand pounds currency, and that the Company or Society which now is or shall hereafter be formed for the construction of a Railway from Point Levy to or below the Parish of Trois Pistoles, may also take Shares in the said Stock to an amount not exceeding ten thousand pounds currency.

Also, Pt. Levy and Trois Pistoles R. Road Company.

Each shareholder to pay a just proportion of the expense.

V. And be it enacted, That every Shareholder shall, in proportion to the number of Shares held by him, pay, in the manner by this Act prescribed, his just portion of the sum necessary to carry into execution the said undertaking proportionably to the number of shares held by him.

Payment of instalments.

VI. And be it enacted, That payment of the amount of the instalments shall be made, at the periods, and in the manner fixed and determined by the Board of Management hereinafter mentioned ; but no instalment shall at any time exceed twenty per cent. of the amount subscribed, or fifty shillings currency per share, and an interval of at least three months shall be allowed between each instalment called in under this Act.

Stock forfeited for non-payment of calls.

VII. And be it enacted, That any Shareholder neglecting to make any of the instalments called in by the Board of Management, shall be called upon so to do by a written notice under the hand of the Treasurer ; and such notice shall be left at the domicile elected by the Shareholder at the time of subscribing. If the Shareholder shall not have paid in the instalment called in, within one month after such notice, he shall forfeit his right in the shares held by

him, without its being necessary to obtain a judgment for that purpose in a Court of Justice, and the said shares shall be sold for the benefit of the Society in such manner as shall be determined by the Board of Management ; and if the Shareholder so  
 5 in arrear shall have already paid, at the time of such notice, one or several instalments, he shall, nevertheless, forfeit his right in the said shares, and the amounts paid in shall belong to the Society as an indemnification, without prejudice to any right of action which the Society may have against such Shareholder for the  
 10 balance due by him on his shares.

VIII. And be it enacted, That no Shareholder shall be liable for the payment of any debt or obligation due by the said Society, beyond the amount of the unpaid shares held by him in the said Society. Liability of Shareholders limited.

15 IX. And be it enacted, That immediately after the passing of this Act, any three of the persons above named may open one or more books of subscription for the purposes aforesaid ; and so soon as one hundred shares shall have been subscribed in the said books, the said persons shall call a meeting of the Shareholders, at the City  
 20 of Quebec, by public notice inserted twice in a newspaper, published in the English language, and in a newspaper published in the French language, in the said City, for the purpose of electing the officers and the said Board of Management of the said Society ; and such notice shall state the day, place and hour of the said meeting, and  
 25 shall be given at least eight days before the day fixed for the holding of such meeting. Books of subscription to be opened.

X. And be it enacted, That at the first meeting of the Shareholders called as provided in the foregoing Section, a majority of the Shareholders shall choose by ballot among the Shareholders holding  
 30 at least six shares each, seven persons to form the Board of Management of the said Society for the year ensuing after the day on which the said election shall have taken place. The Shareholders shall in the same manner choose a Secretary and a Treasurer, whose duties shall be such as are hereinafter determined. Board of Management.

35 XI. And be it enacted, That the annual meeting for the election of the Board of Management, and of the other above mentioned officers of the Society, shall be called in the manner prescribed by the 9th Section, and shall take place on the same day as the preceding election ; and if such day shall happen to be a Sunday or a Statutory  
 40 holiday, the election shall in such case be held on the day following. Annual Meetings how called.

XII. And be it enacted, That at all general meetings of the Shareholders to be held under this Act, all questions submitted to the consideration of the meeting, shall be decided by the majority

Proportion of votes to shares held. of the Shareholders, who shall be entitled to vote as follows : every Shareholder holding five shares, or less, shall have one vote for each share held by him ; every shareholder holding not less than six, nor more than eight shares, shall have six votes ; every Shareholder holding not less than nine nor more than twelve shares, shall have eight votes ; every Shareholder holding not less than thirteen nor more than nineteen shares, shall have ten votes ; every Shareholder holding twenty shares or more, shall have twelve votes : and any Shareholder may vote in person or by a proxy to be appointed by him for that purpose by a written instrument under his signature. 5 10

Chairman of Board to preside at Genl. Meetings. XIII. And be it enacted, That all General Meetings (except the first meeting called under this Act, which shall be presided over by the person appointed for that occasion), shall be presided over by the Chairman of the Board of Management, or in his absence, by such Shareholder as shall be chosen for that purpose by the meeting. 15

Power and duties of Board of Management. XIV. And be it enacted, That the powers and duties of the Board of Management shall be:—

1stly. To choose from among the Members of the Board, a Chairman, who, in addition to his vote as a Member of the Board, shall have a casting vote in case of an equal division of votes at the Meetings of the Board. 20

2ndly. To regulate the duties and fix the salaries of the Officers, Agents and Servants of the said Society, and all the necessary expenditure for the management and working of the Society.

3rdly. To regulate the form of shares and the mode of their transfer. 25

4thly. To choose and acquire for and in the name of the said Society a convenient site for the construction of an Hotel and its dependencies, to cause the necessary plans and surveys to be made, and enter into the necessary agreements for the construction of the said Building and its dependencies. 30

5thly. To order the payment of any sum of money they may deem necessary for the purposes of this Act.

6thly. To contract loans for and in the name of the said Society, at a rate of interest not exceeding six per cent. per annum, and pledge the movable and immovable property of the said Society for the payment of the said loans and interest. 35

7thly. To determine the amount of the periods at which each Shareholder shall be obliged to pay in his instalments, and the

amount of the dividends of the profits among all the Shareholders after deducting therefrom the costs and expenses incurred for the purposes of this Act.

8thly. To make the necessary By-laws, for the government and management of the said Society, provided such By-laws be not contrary to this Act, nor to the laws of this Province.

9thly. To submit to the Annual General Meeting of the Shareholders a clear and detailed statement of the affairs of the said Society.

10 10thly. To call Special and General Meetings of the Shareholders whenever it shall be necessary, and so often as they shall be required by at least three Shareholders.

XV. And be it enacted, That the number of Members of the said Board which shall be sufficient for the legal exercise of the powers and duties above mentioned, shall be four, including the Chairman. Quorum of Board.

XVI. And be it enacted, That in the event of the death, or of the absence of any Member of the Board of Management, for a period of more than three months from the City of Quebec, or of his incapacity during the course of the year for which he shall have been elected, the Shareholders shall, at a meeting held after due notice given in the manner provided by the ninth Section, choose a Shareholder in place of the Member who shall have deceased, absented himself or become incapable; and such Shareholder shall form part of the said Board until the then next annual election. Vacancies how filled.

25 XVII. And be it enacted, That the members of the board of management retiring from office, may be re-elected. Members may be re-elected.

XVIII. And be it enacted, That the said Society shall, whenever required so to do by any one of the three Branches of the Legislature, furnish a detailed statement showing the real and personal estate held by them, the amount of their debts, and the amount of the last dividend; and they shall also furnish a list of the Shareholders, and the names of the members of the Board of Management of the said Society. Statements to be furnished annually.

XIX. And be it enacted, That the Interpretation Act shall apply to this Act, which shall be a Public Act. Public Act.