

No. 114.

5th Session, 8th Parliament, 63 Victoria, 1906

BILL.

An Act respecting the Toronto Hotel
Company.

First reading, March 29, 1900.

(PRIVATE BILL.)

MR. OSLER.

OTTAWA

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1900

An Act respecting the Toronto Hotel Company.

WHEREAS the Toronto Hotel Company has, by its petition, ^{Preamble} prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the 5 Senate and House of Commons of Canada, enacts as follows:—

1. All persons, firms and corporations subject to the jurisdiction of or created by the Parliament of Canada are by this Act empowered and enabled in the same manner in the same behalf and to the same extent as persons, firms and corporations 10 subject to the jurisdiction of, or created by, the Legislature of the Province of Ontario are empowered and enabled by chapter ^{Ont., 1899,} 110 of the statutes of 1899 of the said Province set forth in the ^{c. 110.} schedule to this Act.

2. The agreement respecting the promotion and formation ^{Schedule} 15 of the Toronto Hotel Company, and otherwise in respect ^{confirmed.} thereof, a copy whereof, marked schedule A, is appended to the said statute of the Province of Ontario, is confirmed and declared to be valid and binding on all persons, firms and corporations parties thereto according to the tenor thereof 20 or to the like effect.

SCHEDULE.**STATUTES OF ONTARIO, 1899, CHAPTER 110.**

An Act to incorporate the Toronto Hotel Company.

WHEREAS William Rees Brock, William Henry Beatty, Hugh N. Baird, William Henry Brouse, Duncan Coulson, L. J. Forget, George Geoderham, Edward Gurney, John Hoskin, Andrew S. Irving, Robert Jaffray, Æmilius Jarvis, Simeon Heman Jones, Albert E. Kemp, John Woodburn Langmuir, Wilmot D. Matthews, Samuel Nordheimer, John Herbert Mason, Edmond B. Osler, James H. Plummer, Elias Rogers, Frederick Wyld, Byron E. Walker and Daniel R. Wilkie have petitioned for an Act to incorporate the petitioners as a company to be called The Toronto Hotel Company, with all such powers as to acquiring and holding lands and carrying on the business of a hotel as may be properly incidental or necessary for such company, and to confirm an agreement made between the persons, firms and corporations who are or may become subscribers for the stock or other securities of the said com-

pany and George Gooderham, Edward Gurney, and Æmilius Jarvis respecting the promotion and formation of the said company, and to enable corporations to become parties to such agreement and for such other purposes as may be incidental thereto; and whereas the proposed basis of incorporation of the said company appears to be exceptional and such as could not be embodied in a charter of incorporation under the provisions of *The Ontario Companies Act*; and whereas it is expedient to grant the prayer of the said petition:—

Therefore Her Majesty by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

1. The said several persons are hereby constituted and declared to be a body corporate under the name of The Toronto Hotel Company.

2. *The Ontario Companies Act* (Chapter 191 Revised Statutes of Ontario) shall apply and relate to the said company as if the several provisions thereof were incorporated herein, excepting sections 9, 10, 12, 14, 15, 23, 24, 98, 99 and 101.

3. The said company shall have power to acquire and hold real estate in the said city of Toronto as they may require from time to time for the purposes of a hotel, and to erect buildings thereon and to carry on the business of a hotel, and also to grant leases of such real estate for hotel purposes and of portions thereof for such other purposes as may be convenient or desirable and all such powers as may or shall be properly incidental or necessary for such company and concurrently therewith all powers conferred by *The Ontario Companies Act*.

4. The capital of the said company shall be \$1,500,000 and shall be divided into 15,000 shares of \$100 each.

5. The number of directors of the said company shall be as the by-laws of the company shall fix from time to time, but not less than five.

6. The first directors of the company shall be William Rees Brock, William Henry Beatty, Hugh N. Baird, Duncan Coulson, L. J. Forget, George Gooderham, Edward Gurney, John Hoskin, Andrew S. Irving, Robert Jaffray, Albert E. Kemp, John Woodburn Langmuir, Wilmot D. Matthews, John Herbert Mason, Edmond B. Osler, Byron E. Walker, Daniel R. Wilkie, and Frederick Wyld.

7. The directors (as well before as after the meeting of the shareholders) may pay, or agree to pay, in paid-up stock or in bonds of the said company, or in both, such sums as they may deem expedient to engineers or contractors or for purchase of land or material or plant or the construction or equipment of their buildings and works or any part thereof, and also for the services of promoters or other persons who may be employed by the directors for the purpose of assisting the directors in the furtherance of the undertaking and for any purpose mentioned in the agreement set out in the schedule hereto.

8. The directors shall have power to issue bonds and secure the same as provided for in the agreement set out in the schedule hereto, and any further sanction of the shareholders shall not be requisite thereto.

9. The agreement respecting the promotion and formation of said company and otherwise in respect thereof, a copy whereof is appended hereto, and marked as Schedule A, is hereby confirmed and declared to be valid and binding on all persons, firms and corporations who have become, or shall hereafter become, parties thereto, according to the tenor thereof, or to the like effect,

SCHEDULE A.

(Section 9.)

THE TORONTO HOTEL COMPANY.—CAPITAL \$1,500,000.

Provisional Directors: William Rees Brock, William Henry Beatty, Hugh N. Baird, Duncan Coulson, L. J. Forget, George Gooderham, Edward Gurney, John Hoskin, Andrew S. Irving, Robert Jaffray, Albert E. Kemp, John Woodburn Langmuir, Wilmot D. Matthews, John Herbert Mason, Edmond B. Osler, Byron E. Walker, David R. Wilkie and Frederick Wyld.

Trustees: The Toronto General Trusts Company and The National Trust Company, of Ontario, Limited.

Agreement made this eleventh day of January, one thousand eight hundred and ninety-nine, between the several persons, firms and corporations whose names are hereunto subscribed, hereinafter called the subscribers of the first part, and George Gooderham, Edward Gurney and Æmilius Jarvis, all of the city of Toronto, of the second part.

Whereas the said Æmilius Jarvis has been engaged in promoting the formation of a company for the purchase of land and the erection of a first-class hotel in the city of Toronto; and whereas the subscribers hereto have agreed with the said George Gooderham, Edward Gurney and Æmilius Jarvis to subscribe for stock and mortgage bonds of the company as hereinafter provided:—

Now therefore this indenture witnesseth that the said subscribers, for themselves and their respective executors and administrators or successors severally, in consideration of the promoting of the said enterprise, agree with the said George Gooderham, Edward Gurney and Æmilius Jarvis, their executors, administrators and assigns, that upon the said company being incorporated and upon a resolution being passed by the directors declaring that in their opinion the company is in a position to effectually proceed with the said enterprise, they will pay to them or to their assigns yearly, for the period of twenty years from the first day of January, 1899, the annual sum set out in the appendix hereto executed by each subscriber respectively, the first of such payments to be made in fifteen days after the passing of the said resolution, and the subsequent payments on the second day of July in each year, commencing on the second day of July, 1900.

Upon the said company being incorporated and a resolution passed by the directors as above mentioned, the said George Gooderham, Edward Gurney and Emilius Jarvis shall assign the said several subscriptions or agreements to the said company.

And it is hereby agreed that the company shall be incorporated and its stock and bond issues arranged, and the other affairs of the company settled in the following general manner, subject to such changes as may be found expedient and be agreed to by a majority of two-thirds in value of the subscribers hereto present, in person or by proxy, at any meeting called by notice to each subscriber, mailed to his address, or supposed address, at least five days before the time appointed for such meeting.

The capital stock of said company to be one million five hundred thousand dollars, of which a sufficient number of fully paid up shares (not exceeding ten shares to each one) are to be issued to persons named as directors of the company prior to the first meeting of shareholders, to enable such persons to qualify as such directors.

The purchase of the land and erection of a hotel thereon and furnishing thereof, and other expenses and outlays which may be requisite to be made in promoting and carrying out the said enterprise, to be provided for by the issue of mortgage bonds of the company so to be formed, the same to be payable in twenty years, with interest at such rates as may be fixed by the directors, and to be secured by a mortgage or mortgages to trustees of the real and personal property (including future earnings and avails) of the said company, or such parts thereof as the directors may determine, and to be further secured by transfer to trustees of the subscription and agreement of each subscriber hereto to make the annual payments therein mentioned, the amount of bonds so to be issued to be such as may be necessary to provide or produce sufficient funds for the purposes aforesaid, the moneys provided by such annual payments to be applied (after paying thereout the fees and expenses of the said trustees) firstly, in paying the interest of the said bonds, if and so far as the net income of the company may be insufficient therefor, and then any surplus thereof in taking up or paying off such bonds to such amount or extent as may be practicable to be selected by lot.

If the directors of the company find it expedient, they may divide the issue of the said bonds into two or more classes or series, with such priorities as they may deem advisable, and with such separation of the said securities and appropriation thereof or of the separate parts or items thereof, to such classes or series of bonds respectively, all of which classes or series, if created, shall be together included in the expression "original mortgage debt" hereinafter.

For each payment made by each subscriber hereto, his or their executors and administrators or successors and assigns, there shall be issued to him or them shares of the capital stock of the company to an amount equivalent to such payment, which payment shall be treated as a payment for such stock, and in full of all liability thereon.

In consideration (besides the payments herein mentioned) of the subscribers waiving any claim to dividend in capital stock,

as hereinafter provided, there shall be issued to each subscriber, his or their executors, administrators or successors and assigns, in addition to such holding of stock, upon the completion of the full twenty annual payments by such subscriber, his or their executors, administrators or assigns, successors and assigns, but not otherwise, mortgage bonds equivalent to the total amount so paid by him and them, and to provide for such issue a mortgage bond debt shall be created to an amount not exceeding the total amount so paid. Such bonds shall be secured by mortgage to trustees of all the real and personal estate of the said company, and shall be the first charge thereon next after so much as shall remain unpaid of the said original mortgage debt, if any. Such mortgage bonds shall be payable at such dates, and shall bear such rates of interest as the shareholders of the company shall determine. In the event of the entire issue of original mortgage bonds being retired, in the manner herein provided, at or before the end of twenty years, then first mortgage bonds shall be issued to the subscribers in like manner as the second mortgage bonds would have been, as above provided, and in lieu thereof.

Any subscriber, his or their executors, administrators or successors and assigns, shall be at liberty to pay off the said annual payments at any time before maturity at the then present value of such yearly payments, actuarially determined on the basis of interest compounded at the rate of four per cent per annum, and upon making such payment shall be entitled to receive forthwith shares to the full amount of the said annual payments, irrespective of the said allowance for prepayment, and to receive at the end of the said period of twenty years bonds for the total amount of his or their annual payments, also irrespective of the said allowance for prepayment.

The net income of the said company (after payment of all proper expenditures and outlays) is to be paid in every year to the trustees for the bondholders. The money so paid to the said trustees shall be applied in the same manner and for the same purposes as the said annual payments, as herein provided.

No dividends shall be paid on the capital stock of the company until at least fifty per cent of the original mortgage debt shall have been paid off.

The trustees for bondholders shall be The Toronto General Trusts Company and the National Trust Company, of Ontario, Limited, jointly.

The first directors of the said company shall be William Rees Brock, William Henry Beatty, Hugh N. Baird, Duncan Coulson, L. J. Forget, George Gooderham, Edward Gurney, John Hoskin, Andrew S. Irving, Robert Jaffray, Albert E. Kemp, John Woodburn Langmuir, Wilmot D. Matthews, John Herbert Mason, Edmond B. Osler, Byron E. Walker, David B. Wilkie and Frederick Wyld.

Application shall be made to the Legislature for an Act to confirm this agreement, and to give all powers and authorities which may be necessary or desirable for carrying out the general purposes and intention of this agreement, and all things incidental thereto.

APPENDIX.

with George Gooderham, Edward Gurney and Æmilius Jarvis, agree
their executors, administrators and assigns, to pay to them the
annual sum of _____ dollars
in accordance with the terms and provisions of the foregoing
agreement,

As witness
day of

hand and seal this
1899

Witness: