























## BILL.

### An Act for the prevention of the Adulteration of Food and Drink and of Drugs.

**W**HEREAS the practice of adulterating articles of food and drink and drugs for sale, in fraud of Her Majesty's Canadian subjects, and to the great hurt of their health and danger to their lives, requires to be repressed by more effectual laws than those which are now in force for that purpose: Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Every person who shall wilfully admix, and every person who shall order any other person or persons to admix, or who shall in any way cause to be admixed, with any article of food or drink, any injurious or poisonous ingredient or material to adulterate the same for sale, and every person who shall wilfully admix, and every person who shall order any other person or persons to admix, or who shall in any way cause to be admixed, any ingredient or material with any drug to adulterate the same for sale, shall for the first offence forfeit and pay a penalty not exceeding *one hundred dollars*, together with the costs attending such conviction, and for the second and every other subsequent offence shall be guilty of a misdemeanor, and be imprisoned for a period not exceeding three calendar months, with hard labor.

Punishment for adulterating articles of food or drink with poisonous materials, or drugs with any material.

And for subsequent offences.

2. Every person who shall sell any article of food or drink with which, to the knowledge of such person, any ingredient or material injurious to the health of persons eating or drinking such article has been mixed, and every person who shall sell as unadulterated any article of food or drink or any drug which is adulterated, shall, for every such offence, on a summary conviction of the same, forfeit and pay a penalty not exceeding *fifty dollars*, together with such costs attending such conviction as shall seem reasonable, and be taxed against such person; and if any person so convicted shall afterwards commit the like offence, the convicting magistrate, sheriff or justices shall cause such offender's name, place of abode, and offence to be published, at the expense of such offender, in such newspaper or in such other manner as to the said magistrate, sheriff or justices shall seem desirable.

Punishment for selling articles so adulterated.

And for subsequent offences.

3. Any person who shall sell any article of food or drink, or any drug, knowing the same to have been mixed with any other substance with intent fraudulently to increase its weight or bulk, and who shall not declare such admixture to any purchaser thereof before delivering the same, shall be deemed to have sold an adulterated article of food, or drink, or drug, as the case may be, under this Act.

As to articles mixed with other substances to increase their bulk or weight

Other remedies not affected.

4. Nothing in this Act contained shall be held to affect the power of proceeding by indictment, or to take away any other remedy against any offender under this Act.

Recovery of penalties.

5. Every penalty or forfeiture imposed by this Act shall be recoverable by any person suing for the same, in a summary way, in the Province of Quebec before the district magistrate or the sheriff, and in the other Provinces before any two justices of the peace, in their ordinary or other sessions; and shall, in default of payment, be levied by warrant of distress to be issued by such magistrate, sheriff or justices, against the goods and chattels of the offender: and, in case of a return of *nulla bona* to such

Imprisonment in case of default.

warrant of distress, the offender shall, upon the warrant of such magistrate, sheriff or justices, be imprisoned for the space of one month.

1st Session, 3rd Parliament, 37 Victoria, 1874.

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BILL.

An Act for the prevention of the Adulteration of Food and Drink and of Drugs.

Received and read, first time, Monday, 13th April, 1874.

Second reading, Monday, 20th April, 1874.

Hon. Mr. ALEXANDER.

OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street, 1874.

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An Act to incorporate a Company by the name of "*Crédit Foncier Royal*."

**W**HEREAS the persons hereinafter named have by their Preamble. petition represented that great advantages would result to the public from the formation of a Landed Credit Company, with sufficient capital for the making of loans for long periods, or for **5** short periods, repayable by means of sinking funds, or without sinking funds, with power to issue obligations, which shall be called "hypothecary obligations" or *lettres de gage* (because of their representing and being the equivalents of registered hypothecs in favor of the Company) and to negotiate such **10** hypothecary obligations in the Dominion of Canada and elsewhere, and to receive deposits bearing or not bearing interest, and payable on demand or at stipulated periods; and that such an institution, formed on the model of the best landed credit institutions of Europe, the success and good results of which are unquestionable, would be a boon to Canada, and have prayed for the passing of an Act of incorporation of such a Company for such purposes; 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 Senate and House of Commons of Canada, enacts as **20** follows:—

**1.** The Honorable John H. Pope, The Honorable Charles J. Certain persons incorporated. Coursol, The Honorable Henry Starnes, The Honorable William Henry Chaffers, The Honorable Charles Wilson, Alfred Pinsonneault, The Reverend Jean-Baptiste Chartier, The Reverend **25** Michel McAuley, Peter S. Murphy, Cézaire Pepin, George Leclerc, Hubert T. Sentenne, Louis Gauthier, Henri P. Pepin, Tancrède C. de Lorimier, Louis H. Massue, Gilbert Leduc, Henry Howison, George E. Mayrand, George H. Dumesnil, Pierre Bourgeau, Charles C. de Lorimier, Joseph-Napoléon Bureau and Charles B. Falardeau, **30** and all or any other persons, or bodies politic and corporate, who, as executors, administrators, successors or assigns, or by any other lawful title may hold any part, share or interest in the capital stock of the said Company, and their executors, administrators, successors and assigns, shall be and they are hereby declared to **35** be a body politic and corporate, under the name of "*Crédit Foncier Royal*," and shall by that name have perpetual succession and a common seal, and may act, sue and be sued, may acquire and hold movable and immovable property, and may sell and dispose thereof.

**40** **2.** The business and affairs of the said Company shall be conducted and managed as hereinafter provided; but until the Company shall be organized and in operation (that is to say, until the first general meeting of the shareholders, which shall be called when a majority of the Provisional Directors hereinafter named Provisional Directors. **45** deem it expedient) such business and affairs shall be conducted and managed by five provisional directors, who shall be the Hon-

orable William Henry Chaffers, and Messieurs Hubert T. Sentenne, George E. Mayrand, Joseph Napoléon Bureau and Charles B. Farlardeau, who shall go out of office at the first general meeting, but shall be eligible for re-election.

- Capital Stock and Shares.** 3. The capital stock of the said Company shall be one million 5  
of dollars, divided into ten thousand shares of one hundred  
dollars each; so soon as the capital stock shall have been all sub-  
**Increases.** scribed and paid up, the Directors of the said Company may, in  
conformity to any decisions come to by the shareholders at annual  
general meetings from time to time increase the capital stock by 10  
the issue of new series of shares; Provided that each new series  
shall not exceed one million of dollars; and provided also that no  
new series of shares shall be issued after the first, unless the full  
amount of the previous new series shall have been subscribed and  
paid up; the subscribers to the original capital stock, their heirs 15  
**Privileges of original share-  
holder.** and successors, being entitled to take, by privilege in the new  
issues of shares, amounts proportionate to their subscriptions to  
the original capital stock, and on the same terms and conditions.
- Liability of  
shareholders  
limited.** 4. No shareholder of the Company shall be liable for or charged  
with the payment of any debt or demand due from the Company 20  
beyond the extent of his shares in the capital of the Company not  
then paid up.
- First general  
meeting.** 5. The above-named Provisional Directors may take all such  
steps as they may deem necessary for the organization of the  
Company, and may open books of subscription to the capital stock 25  
of the Company; and so soon as five thousand shares shall have  
been subscribed, the Provisional Directors shall give notice thereof  
through a Provisional Secretary to be named by them for that  
purpose, in two newspapers published in the city of Montreal, the  
one in French, and the other in English, and shall call a general 30  
meeting of the shareholders.
- Directors,  
their number  
and quorum.** 6. At this general meeting of the shareholders, five Directors  
shall be chosen, three of whom shall form a quorum for the trans-  
action of such business as shall be confided to them as hereinafter  
provided; these Directors shall afterwards elect their President and 35  
Vice-President, and may, when they think it to be proper and for  
the interest of the Company, raise the number of the Directors to  
six, seven, eight, nine and so on, up to twenty-one, and may  
themselves appoint such persons as they may think fit to fill the  
vacancies created by such increase of the number of Directors. 40  
Three of these additional Directors may be resident in England  
and three in foreign countries.
- Loss of office  
of Directors.** 2. These five Directors chosen at the first general meeting and  
those whom they may afterwards associate with themselves as  
hereinbefore provided, shall form the Board of Directors of the said 45  
company, and remain in office until they shall have been replaced by  
their successors in the manner hereinafter mentioned, unless they  
cease to be Directors by one of the following causes, namely:—  
death, resignation, possession of less than ten shares, insolvency,  
bankruptcy, or conviction for crime or misdemeanor. 50
- Absence.** 3. When a Director has absented himself from the meetings of  
the Board of Directors during three consecutive months, the  
majority of a quorum of the other Directors may, by resolution,  
declare his office vacant, provided always that such Director had  
not his domicile outside of the City of Montreal. 55

4. Every Director shall have the right to give in writing his **Resignation.** resignation of the office, and he shall be immediately replaced in the manner hereinafter provided.

5. Every vacancy in the Board of Directors, happening in the **How vacancies shall be filled up.** course of the year, from whatever cause, shall be filled by the unanimous choice of the remaining Directors, present at a meeting specially called for the purpose of making such election; and the substituted Director shall remain in office until the Director he replaced would have gone out of office at the election of Directors **10** by the annual general meeting.

7. No person shall be eligible as a Director who shall not be a **Qualification of Directors.** proprietor of at least ten shares, on which all calls shall have been paid in full; and such number of shares shall remain untransferable during the time of his remaining in office, and shall be liable **15** by privilege as a security for the due discharge of the duties of his office.

8. The Directors shall be elected for four years, but one fourth **Duration of office of Director.** in number of them shall go out of office annually, to be replaced by election; the Director selected at the first meeting as well as those **20** chosen by the Board of Directors from time to time, shall draw lots for the purpose of deciding which of them shall retire at the end of the first, second, and third years; they may be re-elected.

9. If required by two shareholders the elections of Directors **Vote by ballot.** shall be by secret ballot, and decided by the majority of shareholders then present, voting either in person or by proxy; and no **25** shareholder shall be represented by a proxy who is not himself a shareholder.

10. At the first general meeting of the shareholders, after the **Managing Director.** election of Directors, a Managing Director shall be chosen from **30** among the directors, who shall be such Managing Director so long as he shall not go out of office as a Director; and when he does go he shall be replaced, or re-elected at the next general meeting; and the person then elected Managing Director shall continue to be **35** such so long as he shall not go out of office as a Director; and a decision shall be come to, as to what shall be the amount of the first instalment payable on each share, but it shall not be less than **40** one-tenth the amount of such share then subscribed; and afterwards the Board of Directors may, from time to time, make such **45** calls upon the respective shareholders, as they shall deem necessary: Provided that thirty days' notice at the least be **Proviso.** given of each call, and that no call exceed the amount of ten dollars per share, and that successive calls be not made at less than the interval of three months; and every shareholder shall be liable to pay the amount of calls so made in respect of the **50** shares held by him, to the persons and at the times and places from time to time appointed by the Board of Directors.

11. It shall not be lawful for the said Company to commence **Commencement of business.** business until a sum of not less than fifty thousand dollars shall have been paid up by the subscribers to its capital stock; **50** and out of that sum there shall be paid in the first instance and by privilege to Charles B. Falardeau, Esquire, all such sums of money as he may claim for costs, charges, fees, expenses and remuneration whatsoever for the obtaining of this act, as well as for all other disbursements or payments for preliminary expenses **55** and expenses of organization of this Company.

Penalty for non-payment of first instalment.

12. The first instalment on the shares of the capital stock subscribed for, shall be paid at such times and places as the Directors shall appoint; and if it is not paid at the place and time so appointed, the said Directors may, without other formality, erase the names of the shareholders so neglecting to pay; and thereupon such subscriptions to such shares whereon the instalments shall not have been paid, shall be as void as if they had never been made; and executors, administrators and curators paying instalments upon the shares of deceased shareholders shall be and they are hereby indemnified for paying the same. 5 10

Executors, &c. indemnified.

Payments in advance.

13. If any person subscribing for shares in the capital stock of the Company is desirous of paying up in advance, either at the time of subscribing, or at any other time, the full amount of his shares or part thereof, the Managing Director may at any time admit and receive such subscriptions, and payment in full or payments of any number of instalments, upon such conditions as he may deem expedient. 15

Consequences of non-payment of instalments.

14. Any shareholder or shareholders who shall refuse or neglect to pay any instalment upon his, her or their shares of the said capital stock at the time or times required as aforesaid, shall be bound to pay thereon eight per cent interest per annum until effectual payment; and moreover, it shall be lawful for the Board of Directors without any previous notice other than posting up for thirty days in the office of the Company a notice, of the intention so to do, to sell at public auction the said shares, or so many of the said shares as shall, after deducting the reasonable expenses of the sale, yield a sum of money sufficient to pay the unpaid instalments due on the remainder of the said shares and the amount of interest due on the whole of them: Provided that the said sale shall have been specially authorized by a resolution of the Board of Directors; and the Managing Director, or the Secretary of the Company, shall execute the transfer to the purchaser of the shares of stock so sold, and such transfer, shall be valid and effectual in law as if the same had been executed by the original holder or holders of the shares of stock thereby transferred. 20 25 30 35

Saving of right of action of Company for instalments.

15. Notwithstanding anything hereinbefore contained the company may sue such shareholder, failing to pay, for the amount due by him on his calls in any court of law or equity having competent jurisdiction, and may recover the same with interest at the rate of eight per cent per annum from the day on which such call may have been made payable. 40

What allegations sufficient.

16. In any action to recover any money due upon any call, it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is the holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear due and unpaid shall amount, for which sum the Company has a right of action by virtue of this Act. 45

What evidence sufficient.

17. On the trial of such action it shall be sufficient to prove that the defendant, at the time of making such call, was the holder of one share or more in the Company, and that such call was in fact made, as is directed by this Act, and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever. 50 55

18. The production of the register book of shareholders of the Company or a certified extract therefrom, signed by the Managing Director of the Company, shall be *prima facie* evidence of such defendant being a shareholder, and of the number and amount of his shares and of the sums paid in respect thereof.

How to be established.

19. The Company shall keep a book, to be called the "Register of Shareholders" in which each shareholder shall sign his name personally or by his attorney, or shall make his mark of a cross in the presence of two witnesses and shall state his addition, his place of residence, and the number of shares of the capital stock of the Company for which he subscribes, and the amount thereof; also a book which shall be called the "Shareholders Great Book," in which last mentioned book shall be fairly and distinctly entered, from time to time, the names, places of residence and additions of the several persons being shareholders of the Company, the number of shares to which such shareholders shall be respectively entitled, and the amount of subscriptions paid on such shares; and both such books shall be authenticated by the common seal of the Company being affixed thereto.

Register of shareholders.

Shareholders' Great Book.

20. On demand of the holder of any share, the Company shall cause a certificate to be delivered to such shareholder setting forth that he is the holder of such share; and such certificate may be made in the form of Schedule E to this Act, and shall have the common seal of the Company affixed thereto, and such certificate shall specify the number of shares in the undertaking to which such shareholder is entitled; and such certificate shall be admitted in all courts as evidence of the title of such shareholder to the share therein specified, nevertheless, the want of such certificate shall not prevent the holder of any shares from disposing thereof.

Certificates of shares.

21. The shares of the capital stock of the Company shall be held and adjudged to be movable property, and shall be transmissible accordingly, and shall be assignable and transferable at the chief place of business of the Company, or at any of its branches which the Managing Director or the Board of Directors shall appoint for that purpose, and according to such form as he or they shall, from time to time prescribe; but no assignment or transfer shall be valid and effectual unless it be made and registered in a book or books to be kept by the Company for that purpose, and which shall be called the "Transfer Book," nor until the person making the same shall have previously discharged, to the satisfaction of the Managing Director, all debts actually due or contracted and not then due by him, to the Company which may exceed in amount the remaining stock (if any) belonging to such person; such transfer may be made according to the form of Schedule F, to this Act, and shall only be complete and valid as respects the Company after having been signed by the Managing Director; and no fractional part of a share shall be assignable or transferable; and when any share or shares of the said capital stock shall have been sold under a writ of execution, the officer by whom the writ shall have been executed shall, within thirty days after the sale, leave with the Managing Director of the Company an attested copy of the writ, with the certificate of such officer endorsed thereon, certifying to whom the sale has been made; and thereupon (but not until after all debts due, or contracted but not then due, by the original holder or holders of the said share or shares to the Company shall have been discharged as aforesaid), the Managing

Shares to be movable property and how to be transferred.

Transfer book.

Form of transfer.

Director shall execute the transfer of the share or shares so sold to the purchaser, and such transfer being duly executed, shall be to all intents and purposes as valid and effectual in law as if it had been executed by the original holder or holders of the said share or shares; any law or usage to the contrary notwithstanding. 5

Transfer of shares out of Canada.

22. Shares in the capital stock of the Company may be made transferable, and the dividend accruing thereon may be made payable in the United Kingdom, or elsewhere, in like manner as such shares and dividends are respectively transferable and payable at the chief office of the Company; and to that end the Board of 10 Directors may, from time to time, make such rules and regulations and prescribe such forms, and appoint such agent or agents as they may deem necessary.

Transmission of shares otherwise than by transfer.

23. If the interest in any share in the Company become transmitted in consequence of the death, or bankruptcy, or insolvency 15 of any shareholder, or in consequence of the marriage of a female shareholder, or by any other lawful means than by a transfer according to the provisions of this Act, such transmission shall be authenticated by a declaration in writing, as hereinafter mentioned or in such other manner as the Managing Director shall require; 20 and every such declaration shall be, by the party making and signing the same, acknowledged before the mayor, or before a public notary of the place, where the same shall be made and signed; and every such declaration so signed and acknowledged shall be left with the Managing Director, who shall thereupon 25 enter the name of the party entitled under such transmission in the Shareholders' Great Book, and no person claiming by virtue of any transmission shall be entitled to receive any share of the profits, nor to vote in respect of any such share as the holder thereof until such transmission shall have been so 30 authenticated; Provided always, that every such declaration and every such instrument as by this and the following section of this act is required to perfect the transmission of a share, which shall be made in any other country than this, or than the United Kingdom of Great Britain and Ireland, shall be further authenti- 35 cated by the British Consul or Vice-Consul, where the declaration shall be made; and provided also, that nothing in this Act contained shall be held to debar the Managing Director of the company from requiring corroborative evidence of any such fact or facts alleged in any such declaration. 40

Proviso.

Transmission of share by marriage or by will or by intestacy.

24. If the transmission of any share be by virtue of the marriage of a female shareholder, the declaration shall contain a copy of or extract from the register of such marriage or other particulars of the celebration thereof, and shall establish the identity of the wife with the holder of such share; and if the transmission 45 have taken place by virtue of any testamentary instrument, or by intestacy, the probate of the will, or the letters of administration or the act of curatorship, or any official extract therefrom, shall, together with such declaration, be produced and left with the Managing Director of the Company, who shall, thereupon, enter 50 the name of the party entitled under such transmission in the Shareholders' Great Book.

Company not bound to see to the execution of trusts.

25. The Company shall not be bound to see to the execution of any trust, whether expressed, implied, or constructive, to which any of the shares of its stock shall be subject; and the receipt of 55

the party in whose name any such share shall stand in the books of the Company, or if it stands in the name of more parties than one, the receipt of one of the parties shall from time to time, be a sufficient discharge to the Company for any dividend or other sum of money payable in respect of such share, notwithstanding any trust to which such share may then be subject, and whether or not the Company have notice of such trust, and the company shall not be bound to see to the application of the money paid upon such receipt; any law or usage to the contrary notwithstanding.

10 **26.** No transfer of a share of the capital stock of the Company shall be made without the consent of the Managing Director, so long as such share shall not have been paid up in full; and his consent shall be proved by his signature at the foot of the transfer

Transfer of shares not paid up.

15 **27.** To every shareholder who has paid up his shares in full, the Managing Director may give certificates of paid-up shares, either to him by name or to bearer. These certificates shall be cut out of a book containing counter-parts, and shall be numbered and bear the signature of the Managing Director, and that of another Director or of the Secretary of the Company. They shall be

Certificates of paid up share

20 sealed with the common seal of the Company, and may be made in the form of Schedule D to this Act.

**28.** Certificates to shareholders by name shall be assignable by transfer registered in the register of transfers of the Company; a note of the transfer, signed by the Managing Director, or his

Assignment of shares.

25 Deputy, shall be endorsed upon the certificate. Certificates to bearer shall be assignable by mere delivery.

**29.** Any shareholder may deposit his certificate in the Company's safe, and may require in exchange for it a receipt in his own favor by name. The Managing Director shall settle the

Deposit of certificates.

30 conditions, the mode of delivery, and the cost of these receipts, as well as of exchanges of certificates.

**30.** Every share gives a right to the capital stock and to the profits thereon, in proportion to the number of shares issued.

Rights of shareholders.

35 Dividends on any share may be validly paid to the bearer of the certificate thereof, whether the same be to the shareholder by name or to the bearer.

The rights and liabilities attached to a share follow the certificate thereof into whatever hands it may pass.

40 Acquiescence in the By-laws of the Company and the decisions of its general meetings, is implied in the possession of a share.

**31.** The chief place of business of the said Company shall be at the City of Montreal; but the said Company shall, from time to time, and at all times hereafter, have power and authority, and they are hereby authorized to establish such and so many agencies

Chief place of business.

45 in Canada or in England or elsewhere, and under such by-laws for the management thereof, and to make such removals of the same or alterations of such by-laws as the Managing Director of the said Company may deem expedient.

**32.** The Company is authorized to loan and advance sums of money by way of loan or otherwise, on the security of immovable property for long terms or for short terms, with or without a sinking fund, as may be agreed upon and settled by deed between the

Company may make loans.

debtor and the Company. Loans may be made either in money, in bank notes, in *legal tenders*, or in hypothecary obligations or *lettres de gage* of the Company.

Security for loans.

**33.** The Company shall not lend or advance money to owners of immovable property except on first hypothec, and any loan 5 made on hypothec subsidiary only to the hypothec of the *rentes constituées* under the seigniorial act, or to any privilege or hypothec specially exempted from registration, shall be considered as made on first hypothec; and loans and advances to be employed in paying off obligations or debts already registered, shall also be 10 considered as made on first hypothec, when, by the effect of such payment, or of the subrogation arising therefrom in favor of the company, the claim of this latter shall rank first and not concurrently with that of any other creditor. In this last case the Company shall keep in hand the necessary amount to effect such pay- 15 ment.

What securities inadmissible.

**34.** No money may be lent on the security of property of any of the following descriptions:—

1st. Theatres:

2nd. Mines or quarries: 20

3rd. Immovables owned jointly, in undivided portions, unless the whole be hypothecated with the consent of all the co-proprietors:

4th. Those of which the usufruct and the ownership are vested in different persons, unless with the consent of all parties concern- 25 ed to the establishment of the hypothec.

5th. Properties from which the income is not durable and certain.

Amount of loan in proportion to value of property.

**35.** No loan shall exceed in amount half the value of the immovable hypothecated. 30

In the case of a vineyard, a woodland, or other property the income from which is derived from a plantation, it shall not exceed one third of the value.

Buildings in which manufactories or other works are carried on shall be estimated only according to their value independently of 35 their application to industrial purposes.

Amount of payments restricted.

**36.** In any case the payments which the borrower shall bind himself to make annually, shall not be greater than the whole of the annual income from the property, unless additional collateral securities are given, to the satisfaction of the Managing Director. 40

What to be included in payments.

**37.** In the case of a loan to be returned in periodical payments with a sinking fund, the annual or other periodical payments shall be made in current coins, and shall include:—

1st. The interest on the principal (which interest shall not exceed eight per cent per annum, reckoned on all the sum lent for the 45 whole of the period of the loan, notwithstanding the periodical re-payments of the said principal).

2nd. The expenses of management, which must not exceed one per centum per annum.

3rd. The portions of the principal payable by way of sinking 50 fund.

The annual or other periodical payments shall be stipulated for in the obligation or other deed executed by the borrower in favor of the Company.

38. The annual or other periodical payments shall be payable <sup>Payments in advance.</sup> at the periods appointed in the obligation or other deed executed by the borrower in favor of the Company; and the Company is hereby authorized to exact and receive semi-annually, quarterly 5 or monthly, and in advance, all interest, expenses of management and payments on account of sinking fund arising from its loans and advances.

At the time of making any loan, the Company may retain out of the principal, the interest and allowances for the time to elapse 10 before the first periodical payment will become due.

39. Every sum not paid when due according to a deed with <sup>Interest on arrear.</sup> the Company shall bear interest as of right, and without the debtor being put *in mora*, in favor of the Company, at the rate of one and a quarter per cent. per month.

15 It shall be the same with the taxed costs of any suit brought <sup>Costs of suit.</sup> by the Company for the recovery of what is due to it, and that from the day on which such costs have been incurred; and it shall be the same with all sums advanced for premiums of insurance or for the expenses attending loans, whether the loans or advances be 20 made or not.

40. When a loan has been granted for building upon or other- <sup>Advances of money for im-</sup> wise improving an immovable, if the borrower for one reason or <sup>provements.</sup> another suspends his works or improvements it shall be lawful for the Managing Director at any time when he shall judge that a 25 reasonable and sufficient delay has been allowed, to cause the works or improvements to be continued to the best of his ability and at the expense of the borrower. In case there is not, to the credit of the borrower, a sum sufficient for the completion of the works or other improvements, so as to bring the property hypothec- 30 ated to such a state of improvement that the Company may draw from its rents, issues and profits the amount of the annual or other periodical payments promised by the borrower to the Company, it shall be lawful for the Managing Director, if he finds it is desir- 35 able and for the interest of the Company so to do, to loan and advance, in addition to the amount lent originally, any other sums of money by him judged to be necessary for the completion of such works. All sums of money thus or otherwise advanced shall be repayable on demand by the borrower, with an additional 40 commission of two per cent. per month by way of compensation for the trouble and risk incurred by the Company, or else, if the Managing Director prefers it, such sums so advanced by the Com- pany shall be repayable by the borrower with the same interest and bonus, and on the same terms and conditions as the original loan.

41. When any hypothecary debt whatever having precedence <sup>Managing Director may pay off prior claims.</sup> 45 of that of the Company, such as a constituted rent, the right of preference of a workman, taxes or assessments, &c., &c., falls due, if the borrower is unable to pay it off it shall be lawful for the Managing Director, if he thinks proper, to pay such debt in prin- cipal and interest, if any; and all sums of money so paid shall, 50 like those mentioned in the next preceding section, be subject to the same conditions as the original loan, or be payable on demand with an additional commission of two per cent. per month, and the Company shall have the right to cause a memorandum of all sums so advanced and of all sums advanced under the next pre- 55 ceding section to be prepared, which memorandum shall be signed by the Managing Director only, and shall be deemed to form part

of the principal deed or deed of loan; and the Company shall also have the right to cause such memorandum to be registered, and shall obtain by that means an hypothec duly registered, which shall have absolutely the same effect as if such memorandum had been agreed to and signed by the borrower. 5

**Sinking fund** 42. The rate of payment of the sinking fund shall be calculated so as not to last more than fifty years, with power nevertheless, to the borrower to free himself from the whole or any part thereof, at any time after three years, upon giving three months' notice of his intention; Provided always that the borrower is satisfied 10  
**Proviso.** with the discount and the conditions which the Managing Director may be able to grant him according to the state of the money market, and the financial position of the Company.

**Reserve fund.** 43. It shall be lawful for the Company to exact on all its advances, at the time they are made a "loan bonus" for the purpose of creating a reserve fund to meet probable losses; which bonus may be retained at once and deducted from the sum advanced, or its amount may be distributed over the whole period for which the loan is made and added to the annual or other periodical payments. 20

**Consequences of default to pay.** 44. Default in the making of one single periodical payment agreed upon in the deed between any borrower and the Company will give the latter a right to sue at once, without putting him *in moré*.  
**Sale in execution.** 2. In the event of the judicial sale of any immovable or of any part of any immovable hypothecated to the Company as security 25 for its advances, the whole amount due to the Company, including interest on the principal for the whole of the period for which the loan was made, as originally agreed upon, the bonus, the expenses of management, interest on the arrears, and all other charges, shall become *de facto* and of right due and demandable in one 30 payment; and the Company shall have the right to receive at once the full amount agreed upon in the deed, without any indemnity whatsoever from it to the borrower for the unexpired portion of the period for which the loan or advance was made, except such as the Managing Director may think proper to grant 35 him, in view of the state of the money market and the financial position of the Company.

**Other judicial sales.** 3. Similarly, in the event of a judicial sale by reason of bankruptcy, expropriation, licitation, or any other cause whatsoever, of any immovable, or of part of any immovable hypothecated as 40 security for the rights of the Company, the whole amount due to the Company, including interest on the principal for the whole period of the loan as agreed upon in the deed, the bonus, the expenses of management, interest on the arrears, and all other charges, shall become *de facto* and by right due and demandable 45 in one single payment if the Company consent thereto by a writing to that effect, signed by the Managing Director; and the Company shall have the right to receive at once the whole amount agreed upon in the deed, without any indemnity whatsoever by the Company for the unexpired portion of the period for which 50 the loan or advance was made; but in the event of the Managing Director refusing to receive in one payment the whole amount due to the Company, it shall be lawful for the assignee or other person conducting the judicial sale to sell such immovable, subject to the charges, hypothecs and conditions specified in the deed of 55 loan or other deed between the borrower and the Company.

45. Every borrower shall be bound to give notice to the Company within one month, of every total or partial alienation he may make of any immovable hypothecated by him to the Company, either by sale, promise of value, exchange, donation or otherwise. Notice of alienation to be given.
- 5 In default of his doing so, by depositing, at his own expense, at the Company's office, within thirty days, a registered copy of the deed effecting such mutation, the whole amount of the claim of the Company will become due and demandable, in one payment, including interest, *bonus*, and expenses of management, for the whole period of the loan, without any indemnity for the unexpired portion thereof; and the owner of the immovable shall give, within the same delay, and at his own expense, a new title or deed of acknowledgment of the rights of the Company over the immovable, duly registered. Consequences of defaults.
- 15 46. Every hypothec given by a borrower in favor of the Company shall take effect and bear date from the date of the registration of the deed, although the consideration may not be given until later. Date of hypothecs.
- 20 Notwithstanding that an obligation or deed establishing a loan may have been duly executed between a borrower and the Company, and that such deed may have been duly registered, in case of the discovery of a prior registered hypothec on the same immovable, or of any other difficulty whatsoever, unforeseen by the Company, before the delivery of the consideration for which such deed was entered into, such deed shall be null and void in the law to all intents and purposes, as if it had never existed; and in the event of the borrower refusing to cancel such deed the declaration on oath of the Managing Director specifying in detail the unforeseen difficulties which have been discovered shall suffice to annul such deed; and the registration of such declaration shall annul the registration of such deed to all intents and purposes, without prejudice to the Company's recourse against the debtor by reason of any damages, disbursements or costs. Obligations given to be null and void in certain cases.
- 25 47. Every borrower shall in like manner give notice within thirty days of any deterioration which any immovable hypothecated by him may have undergone, and of all occurrences of a nature either to diminish its value, to disturb him in his possession of it or to injure his right of property in it; and in default of such notice, or, in any case, if any such deterioration or occurrence compromises the interests of the Company, the Company may exact the whole amount mentioned in the deed of loan, without any indemnity for the unexpired portion of the term thereof, and prosecute the sale of the immovable. Notice of deterioration of property to be given.
- 40 2. In case of contestation the court shall decide in a summary manner as to the state of the property, and from its judgment there shall be no appeal. Contestation.
- 45 3. In case the Managing Director shall judge that it would be for the interest of the Company to do so, it shall be lawful for the Company to cause to be made any repairs, improvements or other works of any kind by him deemed necessary in order to preserve a sufficient guarantee (that is to say a double guarantee) for any claims or rights of the Company upon any immovable, and that at the expense of the borrower. All sums of money advanced in this way shall be repayable on demand and under the conditions mentioned in sections forty and forty-one of this Act. Repairs.
- 50
- 55

Penalty for making false representations.

48. The whole of the amount mentioned in any deed of loan, with interest for the whole of the period for which the loan is made, shall in like manner become due and demandable in one single payment, without any indemnity for the unexpired portion of the period, in the event of the borrower having concealed grounds of legal hypothec or of dissolution or rescision affecting the property hypothecated by him to the Company, or made any other false representation. 5

Insurance on property liable to be destroyed by fire.

49. The Company may require that property liable to be destroyed by fire be insured at the expense of the borrower, unless the said Company holds as security for its claim apart from property liable to be destroyed by fire, other property worth double the value of the sum loaned, and which is not liable to be destroyed by fire. The deed of loan shall contain a transfer of the amount of the insurance in the event of loss. The insurance shall be kept up during the whole term of the loan for a sum at least equal to the sum advanced, if the value of the property will admit of it. The Company shall have a right to have the insurance made in its own name, and with an Insurance Company chosen by it, and the annual premiums paid through their hands; in this case the amounts of the periodical payments may be increased by so much. 10 15 20

Insurance money to be paid to the Company.

50. In the event of loss, the insurance money shall be paid directly to the Company. In any case the Company's receipt, even if given without the knowledge or consent of the insured, shall be a good and valid discharge to the insurance company for any sum paid to the Company. 25

Borrower to have six months to rebuild.

51. During six months from the date of the settlement of loss, the debtor shall have the privilege of rebuilding. During that period the Company may retain the insurance money, as security, to the amount of their claims. After the rebuilding the Company shall pay over the insurance money to the debtor (deducting, however, whatever may be due to it,) unless some hypothecary claim having priority over that of the Company has come to light, or the Managing Director cannot certify that the then present state of the immovable is such as to afford security for double the amount of the sum advanced. And if, at the expiration of six months, the debtor has not availed himself of his right to rebuild, or if before that time, he has notified the Company that he does not intend to avail himself thereof, thereupon the insurance money shall finally inure to the benefit of the Company, and shall be imputed on their claim as a payment made in anticipation. 30 35 40

2. In case the Managing Director deems that in consequence of the loss by fire the security held by the Company is injured, the Company may at any time exact payment of what is due to it. 45

Company may get buildings insured

52. The Company may, at any time, cause buildings hypothecated to it to be insured, either in its own name or in the name of its debtor, at his expense, but without any notice to him, and without putting him *in mora*; and the Company shall not be responsible to any borrower, or his legal representatives, for any neglect to renew an insurance, nor from any loss resulting either from the insolvency of any insurance company it may have selected or from the non-fulfilment, either in whole or in part, of any engagement or obligation contracted by such insurance company 50 55

53. No court of law or equity shall grant any delay for any periodical payment; and no such payment shall be prevented by any opposition. No delay.

54. In the event of the debtor being backward in paying, the Company may (if it is not already in possession of the immovable under a deed of sale, as hereinafter provided for or otherwise) in virtue of an order made on its petition by a judge of a civil court of first resort, and fifteen days after having put the debtor *in mora*, enter into possession of the immovable hypothe- cated in its favor, at the cost and risk of the backward debtor. Service of such petition and order may be made by the delivery of copies thereof either at the domicile of the debtor, or at the domicile elected by him in the deed of loan; and in the event of his absence by the delivery of copies thereof either at his last known domicile or at the office of the clerk of the court. Entry into possession of property of defaulter.

2. During the continuance of the sequestration, the Company shall, notwithstanding any opposition or seizure, receive the rents, issues and profits of the immovable, and shall apply them, by privilege, to the discharge of the payments due and of the costs.

55. 3. This privilege shall rank immediately after those which attach to expenses incurred for the preservation of the property, and for tillage and seed.

4. The Company shall render a faithful account to the debtor of the amounts received during the sequestration; and in case of contestation as to such account, such contestation shall be summarily decided by the proper court.

55. In every case of non-payment of what is due, and whenever by reason of deterioration of the immovable, or for any cause provided for in the by-laws, the whole of the principal shall become demandable the sale of the immovable may be prosecuted. Forced sale in case of non-payment.

2. If there is any contestation, it shall be summarily decided by the court, and there shall be no appeal from the judgment.

56. The Company shall also have the power to loan and advance to municipalities, corporations and *fabriques* whatever sums they may be authorized to borrow according to the laws and by-laws by which they are governed. Loans to certain corporations.

57. The Company may also purchase hypothecs on immovables, constituted rents, debentures of municipal or other corporations, and public securities either of the Dominion or of any of its Provinces, and may sell such hypothecs, rents, debentures and other securities, as the Managing Director may deem to be advisable, and for that purpose may execute any deed of transfer or other instrument that may be necessary; and the Company may also make advances to any person or corporation on similar securities, and at such rates of discount or interest as may be agreed upon in the deed of hypothec, of loan or of transfer of hypothec which shall be made, with respect to such immovable or of such rent; and the Company may do all that may be necessary for the lending of money and for its recovery and reimbursement and for exacting payment of all the interest and the accomplishment of all the conditions on which money may have been advanced by it, and for enforcing any forfeiture incurred by default of payment; and may give all proper and necessary receipts, acquittances and discharges; and may do, and authorize the doing of all acts, and exercise all powers that it may be Powers of investment and other powers of the company.

deemed expedient to do and exercise, and that may be required to be done and exercised for the purposes aforesaid.

Employment  
of surplus  
funds.

2. And if any time the Company finds itself possessed of any sum of money which it cannot employ in the way specially provided for by this act, that is to say in loans for long periods, with sinking funds, or in such investments as are described in the former part of this section, the Managing Director may employ such sum of money in the purchase of land, cleared or uncleared, buildings yielding income, or vacant lots on which to erect buildings, to the best of his judgment, which land, buildings or vacant lots he may sell again on the best terms he can find. 5 10

3. And in case of his failing to find any advantageous investment such as aforesaid the Managing Director may employ any surplus funds of the Company in the purchase of bank stock or public stocks, or to make advances on the security of bank stock or public stocks on such terms as he may think fit, and may do all things necessary for the effecting of such purchases or advances. 15

No land to be  
held for more  
than five  
years.

4. Every immovable acquired and possessed by the Company under this act, except such as are necessary for its purposes and for use and occupation by it, shall be sold by public auction or private sale within the space of five years, at the latest, after the Company shall have acquired the same. But this provision shall not apply to any case in which the Company shall have purchased an immovable subject to a right of redemption for the better security of a loan or advance, as hereinafter provided; in which case the above mentioned delay of five years will only commence to run from the day on which the debtor shall have been to all intents and purposes foreclosed from the exercise of his right of redemption on account of the non-fulfilment of his obligations. 20 25

Form of obli-  
gation to be  
taken by the  
company.

58. For securing the advances made by the Company, and to insure the prompt recovery of all sums due to it, the Managing Director shall exact from every borrower or other debtor an obligation containing an hypothec in favor of the Company (when circumstances and the nature of the transaction will admit of it) which obligation shall be made as nearly as possible in the form of Schedule A annexed to this Act or in any other form recognized by law, and which may be best adapted to the special case of such transaction. 30 35

Form of deed  
of sale with  
right of re-  
demption to  
be taken by  
the company.

2. And in case he shall deem that it is for the interest of the Company so to do, the Managing Director may demand and exact from every borrower or other debtor whatsoever by way of guarantee and security for the advances made by the Company, a deed of sale subject to a right of redemption on certain conditions which shall be stated in detail in the deed and shall be indispensable, or an absolute deed of sale of the immovable offered as security. In the latter case he may also grant the debtor a lease of the immovable sold by way of security for the advances made by the Company; which lease may be made in the form of Schedule J annexed to this Act, all clauses and conditions contained in the said schedule being indispensable. Which deed of sale shall be, as nearly as possible, in the form of the Schedule B annexed to this Act, in the first case, and in the same form, leaving out the words "subject to a right of redemption," in the second case, or in any other form recognized by law and which may be best adapted to the special nature of such transaction. The Company being hereby authorized shall have full right and power to conclude and agree upon with its debtors all the clauses and conditions mentioned in the said form in Schedule B, which clauses shall be indispensable and perfectly lawful to all intents and purposes. 40 45 50 55

59. The Managing Director may transfer any funds, constituted rents, hypothecs, and other claims, properties or valuable securities generally whatsoever, as well as sell any movables, immovables, or valuable securities generally whatsoever whenever he deems that it is for the interest of the Company so to do; and every such transfer or sale shall be made in the form of the Schedule C annexed to this Act or in any other form that may suit best under the circumstances.

Form of transfer of valuable securities by the company.

60. Every person desiring to borrow from the Company or have any transaction with it shall present to the Managing Director, or to his deputy, specially appointed for that purpose, an application duly signed and sworn to, which application shall contain, among other things, statements of the sum required and the period for which the applicant wishes to borrow it, and of the value of the immovable offered as security for it, and answers to the different questions put to the applicant concerning his civil position and the different charges which may incumber such immovable, and answers to all other questions that may be contained in such application, according to the forms or blanks which the Managing Director shall cause to be prepared from time to time for that purpose. Every such application shall be accompanied by all title deeds, certificates of registration and other documents that may be necessary in proof of a free and unincumbered right of property in the immovable described in it.

Proceedings to obtain loans.

2. All fees and disbursements rendered necessary by any application for a loan, and among others, the cost of the examination of the title deeds by the Advocate of the Company, of inspection and valuation by the Inspector of the Company, of certificates from the Registry office, of copies of deeds, of ratification of title of deeds, of registration and of other steps taken and other preliminary expenses, shall be chargeable to the person making the application, even in the event of no loan being made. As far as possible, the fees of the Advocate, the Inspector and the Notary, and all the preliminary expenses, shall be fixed by an uniform tariff for all parties, which shall be posted up in the office of the Company and established from time to time by the Managing Director.

Expenses to be defrayed by applicant in any event.

61. The estimates or valuations of property offered as security shall be based both on the net annual value and on the actual value.

Bases of valuation.

62. For the purpose of procuring capital, the Company shall be and is hereby authorized to issue and negotiate, even in foreign countries, obligations or "*lettres de gage*," which shall be called "hypothecary obligations to bearer," seeing that they will represent and be the equivalents of the value of hypothecs registered in favor of the Company, and that they will thus be guaranteed by the collective guarantee of all the hypothecary claims of the Company; and these obligations or "*lettres de gage*" shall not be subject to any stamp duty imposed or to be imposed in the Dominion of Canada.

Company may raise money on its own securities.

63. These *lettres de gage* may be payable either to order or to bearer, and may bear interest; and the bearers of such *lettres de gage* shall have for the payment of the amount thereof, a priority of claim on the hypothecs registered in favor of the Company over all other creditors.

Payable to order or to bearer.

- How transferable in either case.** **64.** Obligations payable to order shall be transferable either by way of indorsement, without any other guarantee than that which results from Article 1693 of the Code Napoleon, or in any other way that may be provided for by the by-laws of the Company. 5  
The Company shall be fully discharged by any payments made by it to the holder, and shall not in any case be responsible for the regularity of any indorsement.  
Obligations payable to bearer shall be transferable by mere delivery. 10
- Limitation of issue.** **65.** The Company shall not issue *lettres de gage* to a larger amount than that of its hypothecary claims, of which they shall be deemed to represent the value; and the amount paid in on the subscribed stock of the Company shall be kept at all times at one-tenth at least of the amount of such *lettres de gage* in circulation. 15
- Form and mode of issue of *lettres de gage*.** **66.** The *lettres de gage* shall be in sterling money or currency and may be delivered in subdivisions if the Board of Directors, think it advisable in order to facilitate their circulation; and they may be made according to the form of schedule G, annexed to this Act, or according to any other form which may suit best, according to circumstances. 20
- Coupons of interest may be attached.** **67.** Interest coupons may be attached to *lettres de gage*; and the rate of interest, and the times at which and manner in which it shall be paid shall be fixed by the Board of Directors. 25  
2. The interval between the making of the periodical payments by borrowers and the payment of interest to holders of *lettres de gage* shall be at least three months.  
3. Whatever may be the form of the *lettres de gage*, payment of interest to the bearers of coupons shall be valid. 30
- Rights of holders.** **68.** Holders of *lettres de gage* shall have no other right of action for the recovery of principal or interest due to them than such as they may exercise directly against the Company.
- Signatures, &c.** **69.** *Lettres de gage* shall be cut out of a book with counterparts, and shall be signed by the President, the Managing Director, one of the Directors and the Controller. 35
- Withdrawal of *lettres de gage* from circulation.** **70.** A portion of the *lettres de gage*, proportioned to the amount of the sinking fund paid in, shall be semi-annually withdrawn from circulation, the number of those to be redeemed being ascertained by lot, unless the Company lend again upon hypothec, and upon security to the amount of at least double the loan, the full amount of the sinking fund paid in; but in any case the whole of the *lettres de gage* which shall have been issued shall be redeemed and withdrawn from circulation at the expiration of the time fixed for their becoming due. 40  
Holders of *lettres de gage* shall have the right, after having given written notice to the Managing Director of such an intention, to exact that their *lettres de gage* shall not be drawn by lot, but that the numbers thereof may be put aside at the time of the drawing. 45
- Premiums.** **71.** The Board of Directors may attach to the *lettres de gage* prizes and premiums payable at the time of redemption. 50

72. The drawing of lots, in order to decide what *lettres de gage* are to be redeemed, shall be done by the Directors in the presence of the Auditors. Drawing of lots.
73. The *lettres de gage* so designated by lot, as well as those becoming due, shall be redeemed at par with interest in lawful money to the bearers, at the day and place appointed by the Company in notices to that effect published in two newspapers; and they shall cease to bear interest from such day. Redemption of lettres de gage.
74. *Lettres de gage* bearing different rates of interest or payable at different periods may be classified separately, and shall be redeemed proportionately to the amount received on the sinking fund and applicable to each class as provided by section seventy of this Act. Classification of lettres de gage.
75. *Lettres de gage* redeemed on the drawing of lots or at maturity shall immediately be stamped as cancelled, and shall be destroyed in the presence of the Managing Director, of one of the Directors, and of one of the Auditors. Minutes shall be made of all such operations. Cancelling and destroying of redeemed ones.
76. No opposition to the payment of the principal of the *lettres de gage*, or of the interest thereon, shall be admitted except in case of the loss of the vouchers for the same. No opposition to payment.
77. It shall be lawful to invest in the purchase of *lettres de gage* issued under this Act funds belonging to persons legally incapable of acting for themselves, to municipalities or to *fabriques*, as well as any disposable capital belonging to public institutions and to corporations, in all cases in which such institutions are authorised to invest such capital in Government debentures, as well as all capital bequeathed by testators with directions for its investment in loans on hypothec. *Lettres de gage* may also be received by all banks in the Dominion as collateral security for such advances as they shall be prepared to make on the same. What funds may be invested in the purchase of lettres de gage.
78. The Company may also issue and negotiate *lettres de gage* which shall be called "hypothecary obligations payable to bearer—municipal loans," which shall represent, and shall correspond in value to, loans made to municipalities, to corporations, to *fabriques*, and to governments, and which, therefore, shall not exceed the amounts of such loans. Issue of other kinds of lettres de gage.
2. The securities for these loans made to municipalities, to corporations, to *fabriques* and to governments, shall be appropriated by privilege to the payment of the obligations created as representatives of those loans.
79. The Company shall keep a book to be called "The hypothecary loan and *lettres de gage* book," and in such book shall be successively entered the date of loans and names, occupation and residence of borrowers, the amount of money advanced, the amount of *lettres de gage* in circulation, the value, situation and extent of the immovables hypothecated as security, and all other brief particulars deemed necessary. Book to be kept by the company.
80. The Company may receive deposits bearing or not bearing interest, and shall have the right of retaining, by privilege, from deposits the amount which shall be due by the depositor either

for payments accrued or for not having fulfilled all the obligations which he may have contracted towards the Company.

Company may borrow money. **§1.** The Company may also borrow any sum of money of which it may have need on the security of hypothecs, obligations, promissory notes, drafts or other securities, as any subject of Her Majesty in the enjoyment of his rights may do. 5

**2.** Every promissory note, check, or bill of exchange made, drawn, accepted or indorsed by the Company shall be signed by the Managing Director and the Secretary of the Company, and shall be sealed with the Seal of the Company. 10

Proceedings in cases of doubt as to ownership of shares. **§2.** Whenever for any reason doubts shall arise in the mind of the Managing Director as to who is the lawful owner of any share of the capital of the Company, or of any dividend on the same, or of any money deposited with the Company, or of any *lettre de gage* issued by the Company or interest thereon, the Managing Director may address to any Judge of the Superior Court, sitting at Montreal, a declaration or petition in writing, setting forth the facts as clearly as possible, and accompanied by all such affidavits as may be necessary to throw light upon the question, and praying for the rendering of an order or judgment declaring who is the owner of the property in dispute. No appeal shall lie from such judgment; and the Company shall execute it to the letter, and shall be saved harmless for so doing. Provided always, that a copy of every such petition shall be served upon every claimant and other person interested; and provided also, that the costs and expenses of the judgment shall be paid by the person who shall be declared to be the lawful owner of the property in dispute, which shall not be delivered until the same shall have been paid; saving any recourse which such owner may have against any person who may have contested his claim. 15 20 25 30

Proviso.

Annual general meeting. **§3.** On the first day of February in each year, or (such day being a legal holiday, then) on the next following day not being a legal holiday, there shall be a general meeting of the shareholders of the Company for receiving a report from the Board of Directors, electing the Directors and considering any other matter of general interest relating to the affairs of the Company. Holders of certificates of shares made out in favor of the bearer shall not be entitled to be present and vote at any annual general meeting unless they have deposited their certificates of shares to bearer, in the hands of the Managing Director and taken a receipt at least three weeks before the date of such meeting. 35 40

Who shall preside at meetings. **§4.** All meetings of the Company or of the Directors shall be presided over by the President, and in his absence by the Vice-President, and if both are absent, by a President *pro tempore* chosen by the majority of the members present, and the Secretary of the Company shall be *ex-officio* Secretary of all such meetings, and in his absence a Secretary *pro tempore* shall be chosen; and the minutes of these meetings shall be made and inscribed in a book called "Register of Proceedings," and shall be certified, attested and signed in such register by the President and Secretary of the meeting. 45 50

Secretary.

Minutes.

Orders of the day. **§5.** The Managing Director shall appoint the orders of the day, after having taken the advice of the Board of Directors. No subject other than those on the orders of the day may be taken into consideration. 55

**86.** At all meetings of the Company every shareholder shall be entitled to one vote for every share held by him; and no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then payable upon all shares held by him.

One vote per share.

**87.** No person shall be deemed a shareholder by reason of his being the holder of a *lettre de gage* or be capable of acting or voting in virtue thereof at any meeting of the Company.

Holders of *lettres de gage* not to vote.

**88.** Votes may be given either personally or by proxy, every such proxy being a shareholder authorized by writing under the hand of the shareholder nominating such proxy, and every instrument appointing a proxy shall be made according to the form of the schedule H annexed to this Act; and every proposition made at any such meeting shall be determined by show of hands, or, upon demand of any shareholders after such show of hands, by the majority of the votes of the shareholders present including proxies,—the chairman of the meeting being entitled, not only to vote as a principal or proxy, but to have a casting vote if there be an equality of votes.

Mode of voting.

Proxies.

**89.** No person shall be entitled to vote as a proxy unless the instrument appointing such proxy have been transmitted to the Managing Director of the Company at least two clear days before the holding the meeting at which such instrument is to be used.

Formalities respecting proxies.

**90.** If several persons be jointly entitled to a share, the person whose name stands first on the register of shareholders as one of the holders of such share shall, for the purpose of voting at any meeting, be deemed the sole proprietor thereof; and on all occasions the vote of such first named shareholder alone, either in person or by proxy, shall be allowed as the vote in respect of such share; and no proof of the concurrence of the other holders thereof shall be required.

Votes of joint holders of shares.

**91.** The Managing Director may, whenever he thinks fit, call an extraordinary or special general meeting, after fifteen days' notice to that effect either published in one French and one English Montreal newspaper, or written or printed and signed and sent by post to each shareholder; and every such special general meeting shall have the same powers as the annual general meeting; but no subject which is not on the orders of the day shall be discussed thereat.

Special general meetings.

**92.** Every general meeting of the Company as well as every meeting of the Directors, shall be held at the place and hour mentioned in the notice calling it, or provided for by the by-laws of the Company.

Place and time of holding meetings.

**93.** The Stockholders in general meeting assembled shall take communication of the report of the Managing Director on the state of the affairs of the Company and of the balance sheet of the Company, which last shall be received and adopted before any other business can be transacted; they shall also take communication of any observations that may be made by the auditors; they shall appoint Directors to fill any vacancies that may have occurred; they may consider also the questions of increasing the capital of the Company, amending or otherwise altering the by-

Proceedings at general meetings.

laws, continuing or dissolving the Company, and generally questions of all kinds in cases not provided for by the by-laws, but only when such questions have been submitted to them by the Managing Director.

Absentees and dissentients bound thereby

2. The proceedings at the general meetings, taken in conformity with the requirements of the by-laws, shall bind all the shareholders, including absent and dissenting ones; and resolutions adopted at a general meeting shall not be rescinded even at another general meeting, without the unanimous concurrence of all the votes at such other general meeting. 5 10

Powers of shareholders in general meeting assembled.

3. The Shareholders in general meeting assembled may—and as far as possible they shall at the first general meeting—make and adopt by-laws in conformity with this Act, and for the carrying out of its object in the best manner possible; which by-laws shall chiefly provide for the following among other things—1st. The mode to be adopted for the valuation of property; 2nd. The kind of properties that are not to be taken as securities, and the minimum of loan to be made on each kind of property; 3rd. The maximum of loan that may be made to the same borrower; 4th. Tariffs for the calculation of periodical payments; 5th. The manner and conditions of payments by anticipation; 6th. The interval to be observed between the making of periodical payments by borrowers and payments of interest on capital by the Company; 7th. The manner of issuing and redeeming and paying off *lettres de gage* with or without premiums, as well as the manner in which *lettres de gage* paid off are to be cancelled; 8th. The establishment of a guarantee fund or a reserve fund; 9th. The cases in which the Company shall be dissolved, and the forms and conditions of its liquidation; 10th. The security and other guarantees to be required from the Managing Director, the Directors and the employees of the Company, the manner of their appointments and their salaries and other emoluments; 11th. The manner in which superintendence is to be exercised over those intrusted with the administration of the affairs of the Company and accountable for its funds; 12th. The publication of periodical statements of the operations and position of the Company; 13th. A special tariff of the fees to be allowed to public officers required to take part in the different proceedings to which the establishment of the Company may give rise; 14th. Every other matter or thing which shall by such general meeting be deemed calculated to promote the interests of the Company and attain the objects of this Act. And every by-law adopted at any general meeting shall have the same effect to all intents and purposes as if the provisions thereof had been contained in this Act, and shall be considered as forming part of this Act. 15 20 25 30 35 40 45

Further powers.

4. The shareholders in general meeting assembled shall have power to rescind, amend, or re-enact any by-law, subject to the provision contained in paragraph two of this section, and shall also have power to give orders and delegate any powers to the Managing Director, or to the Board of Directors that they may deem necessary to the carrying into execution of this Act and of any act amending the same, and the fulfilling the objects thereof. 50

Managing Director.

94. The affairs of the Company shall be carried on by the Managing Director:—Before entering into office or exercising any of its functions, he shall prove and establish that he is the lawful proprietor of at least five hundred shares of the capital stock of the Company, on which all calls have been paid up in full; and such shares shall remain pledged by privilege as security for his 55

good conduct in office, and shall not be transferable while he holds office:—He shall receive an annual salary, to be fixed yearly by the Board of Directors, at their first meeting after each annual general meeting. The Managing Director shall appoint and may dismiss 5 agents for the Company, and shall superintend the general organization and the book-keeping of the principal office and the branch offices; he shall appoint the Advocate of the Company, the Notary, the Inspector, and all the subordinate officers and employees of the Company, and shall fix their salaries and other remunerations, and 10 shall exact security from them, the amount of which shall be fixed by the Board of Directors; he shall sign all correspondence and collect all sums of money due to the Company, and shall, together with the Secretary of the Company, sign all receipts, whether with or without *main levée*, and all indorsations or discharges on bills 15 or notes, and all drafts or checks upon banks or other places, where money belonging to the Company may be deposited; he shall make or cause to be made minutes of all the proceedings referred to in the next following section of this Act, and shall (together with the Secretary of the Company) cause all deeds to be 20 executed in consequence of such proceedings; he shall do all acts of a conservative character required to be done, and represent the Company in its relations with third parties, and institute or defend all actions in its name; he may make all such payments and advances of money as he may deem advisable, execute all necessary 25 deeds for the attainment of the objects of the Company, and generally may do all such things as may be necessary in the administration of its affairs; his signature shall be indispensable to the validity of all certificates of shares, obligations, and *lettres de gage*; and he may exercise all the powers delegated to him for 30 any one or more purposes, by a substitute or substitutes.

95. The duties of the Directors shall be performed gratuitously; Board of Directors. they shall receive counters as tokens of their attendance, the value of which shall be fixed in general meeting; on all questions before the Board of Directors, each Director shall have one vote, 35 and the President shall have a casting vote; any absent Director may be represented by another Director, to whom he has given a proxy in the form of schedule I, annexed to this Act. The Board of Directors shall meet at the place of business of the Company, as often as the Managing Director shall require them to 40 do so in the interest of the Company, and at least twice in each month, at regular periods and hours fixed by the Board of Directors; the names of the Directors present at each meeting shall be set forth at the head of the minutes of each of its sittings; the Board of Directors may delegate all or a part of its powers to one or more 45 of its members, by a special commission for specified purposes, or for a limited time; the Board of Directors shall take into consideration all affairs of the Company, other than those exclusively reserved for the Managing Director, and particularly all applications for loans or for opening of credits, and all questions relating 50 to purchases of claims or other in corporeal rights belonging to the debtors of the Company, for transfers of such rights, with or without security, discharges from hypothecs, abandonment of any real or personal right, withdrawals of oppositions or registrations without payment, and actions at law, either as plaintiff or as defendant; 55 and shall authorize, if occasion require, the purchase of immovable property, to be used for the establishment of the place of business of the Company; the Board of Directors shall also take into consideration the general conditions of loans and other contracts,

the making, issuing, purchasing and selling of the obligations or *lettres de gage* of the Company, advances to be made on collateral security, and loans to be contracted with or without hypothec; it shall take into consideration also the yearly accounts, to be laid before the general meetings and the settlement 5 of the amount of dividend; and lastly, propositions to be submitted to such meetings, touching increase of the capital stock, alterations in the by-laws, and the continuance, or if occasion require, the dissolution of the Company. No resolution of the Board of Directors shall be carried into effect, unless it is approved by the 10 Managing Director and signed by him.

Liability of Directors.

2. The Directors shall not contract any personal liability by the discharge of their duties, but they shall be responsible for the execution of their trust.

Powers of Board of Directors.

3. The Board of Directors may also legally exercise all the 15 powers of the Company, except with respect to matters which must, under this Act, be dealt with by general meetings of the Company; may call special general meetings; may use and affix or cause to be used and affixed the seal of the Company to any document or paper which in their judgment may require the 20 same; they may make and enforce calls upon the shares of the respective shareholders; they may declare the forfeiture of all shares on which such calls are not paid; they may generally deal with, treat, sell and dispose of the lands, property, credits and effects of the Company for the time being, in such manner 25 as they shall deem expedient and conducive to the benefit of the Company, as if the same lands, property and effects were held and owned according to the tenure and subject to the liabilities, if any, from time to time affecting the same, not by a body corporate, but by any of Her Majesty's subjects being of full age: 30 they may do and authorize, assent to or adopt all acts required for the due exercise of any further powers and authorities which may hereafter at any time be granted to the Company by the Parliament of the Dominion, or for the performance and fulfilment of any conditions or provisions from time to time prescribed by 35 the said Parliament in giving such further powers and authorities, or in altering or repealing the same respectively or any of them; but all the powers shall be exercised in accordance with and subject to the provisions of this Act in that behalf.

Minutes of proceedings of Board of Directors.

96. Minutes of the proceedings of the Board of Directors shall 40 be made, and shall be entered in a register to be kept for that purpose at the place of business of the Company, and signed by the Chairmen of the meetings, the Managing Director and the Secretary of the Company. Copies of and extracts from these minutes of proceedings to be produced in court or elsewhere, 45 shall be certified by the Managing Director and the Secretary, and credit shall be given to them for all legal purposes.

Documents.

97. Any order, application or notice, or other document which is required to be authenticated by the Company, may be signed by the Managing Director or the Secretary of the Company, and 50 may be written or printed, or partly written and partly printed.

Signing deeds.

98. Every notarial deed and every other document generally, whatsoever to which the Company shall be a party, shall be signed by the Managing Director and by the Secretary of the 55 Company.

99. The Board of Directors shall declare a partial dividend every year, payable on the first of August, and the shareholders in general meeting assembled shall complete such dividend on the first of February in every year; but the Company shall not make any dividend which would have the effect of reducing its capital stock, and shall not pay more than eight per cent. in any one year, so long as the reserved fund shall not have reached twenty-five per cent. on the amount paid in upon the shares; but it may annually, after having paid a dividend of eight per cent. divide the surplus of the net profits, if any there be, at a pound rate among the shareholders, as "paid up shares." Any dividend which shall not be claimed within five years from the time when it became payable shall be forfeited for the benefit of the Company.

Dividends.

Limitation.

Reserved fund

Forfeiture.

100. Before apportioning the profits aforesaid the Directors may, if they think fit, set aside thereout such sums as they may think proper to defray preliminary expenses and to meet contingencies, or for enlarging or improving the estate of the Company or any part thereof, or promoting the objects and purposes for which they are incorporated, and may divide the balance only among the proprietors, subject nevertheless to the provisions of the next preceding section relating to the reserved fund.

Further reservations from profits.

101. No dividend shall be paid in respect of any share until all calls then due in respect of that or any other share held by the person to whom such dividend may be payable, shall have been paid.

Dividend payable to shareholder in arrear.

102. With respect to any notice required to be served by the Company upon the shareholders, it shall be sufficient to transmit the same by post directed according to the registered address or other known address of the shareholder, within such period as to admit of its being delivered in due course of post within the period (if any) prescribed for the giving of such notice; and in order to prove the giving of such notice it shall be sufficient to prove that such notice was properly directed, and that it was so put into the Post Office.

What shall be sufficient service of notices.

103. All notices required by this Act to be given by advertisement in a newspaper, shall be signed by the Managing Director or Secretary of the Company, and shall be published in such newspaper as the Directors shall order, unless otherwise specially provided by this Act; and the same shall thereupon be deemed and considered to be personal notices.

Signature and publication of notices.

104. It shall be lawful for the Managing Director from time to time to appoint such and so many officers, solicitors and agents, either in the Dominion or elsewhere, and so many servants as he deems expedient for the management of the affairs of the Company, and to allow to them such salaries and allowances as he may think proper, and to make such by-laws as he may think fit for the purpose of regulating the conduct of the officers, solicitors, agents and servants of the Company, and for providing for the due management of the affairs of the Company in all respects whatsoever; and from time to time to alter and repeal any such by-laws and make others—provided such by-laws be not repugnant to the laws of Canada or to the provisions of this Act; and such by-laws shall be reduced to writing, or printed, and shall have affixed thereto

Powers of the Managing Director.

By-laws.

the common seal of the Company, and a copy of such by-laws shall be given to every officer and servant of the Company; and any copy or extract therefrom certified under the signature of the Managing Director shall be evidence in all courts of justice in Canada of such by-laws or extracts from them, and that the same 5  
were duly made, and are in force; and in any action or proceeding at law, criminal or civil or in equity, it shall not be necessary to give any evidence to prove the seal of the Company, and all documents purporting to be sealed with the seal of the Company, shall be held to have been duly sealed with the seal of the Com- 10  
pany.

Common seal

Validity of acts of officers, committees, etc., not vitiated by irregularity in appointments.

105. Every act of the Board of Directors or of the Managing Director, or of any committee or special substitute appointed either by the Board of Directors or by the Managing Director or by the shareholders in general meeting assembled shall be as 15  
valid to all legal intents and purposes as if such person had been appointed as required by this act and duly qualified, notwithstanding its being proved that there was irregularity in the appointment of some member of the Board of Directors, or of the Managing Director, or of such committee or substitute, or that any 20  
one of these last was not qualified for such appointment.

Auditors.

106. The auditors shall be three in number, one of whom and one only shall be a shareholder; they shall be appointed at the general meeting each year; in the event of the death or resignation of one of them, the two remaining in office shall take steps 25  
to replace him immediately. As soon as the auditors have been appointed, their names shall be submitted to the Minister of Finance, who may approve of them or may appoint others in their stead, at his option.

Duties, rights and powers of the auditors.

107. It shall be the duty of the auditors to see the by-laws 30  
strictly enforced, and for that purpose they shall have a right to attend the meetings of the Board of Directors, to be consulted, to superintend the making out of the *lettres de gage*, as also the issuing thereof; they shall examine the annual inventories and accounts, and submit observations thereon to the general meeting 35  
when they may deem advisable. Whenever they may require, they shall have communication of the books and accounts, and of all writings generally. They shall have power to verify the state of the cash and cash books at any time whatever; and they may, whenever their decision to that effect is unanimous, require a 40  
special general meeting to be called.

Annual statements of accounts to be drawn up, etc.

108. The business year of the Company shall begin on the first of January and end on the thirty-first of December. At the end of each year an inventory of the debts and credits of the Company shall be drawn up by the Managing Director as well as 45  
a statement of the operations of the Company during the year; the accounts shall be settled by the Board of Directors and shall be submitted to the general meeting of shareholders, which shall approve or reject them, and shall fix the dividend after having heard the report of the Managing Director and the observations 50  
of the Auditors; if the accounts are not approved at the meeting, the meeting may appoint commissioners to examine them and report to the next meeting and the meeting shall be adjourned to as early a day as possible.

**109.** As soon as the accounts have been approved the Managing Director shall transmit to the Minister of Finance a full and clear statement of their assets and liabilities on the day of the date thereof, and such statement shall contain, in addition to such other particulars as the Minister of Finance may require :

Statements transmitted to Minister of Finance.

- 1st. The amount of stock subscribed ;
- 2nd. The amount paid in upon such stock ;
- 3rd. The amount of *lettres de gage* in circulation ;
- 4th. The amount invested and secured by hypothecary deeds ;
- 5th. The amount held as deposits.

The Managing Director shall also transmit to the Minister of Finance, on the first day of the month of August in each year, a similar and equally detailed statement of the affairs of the Company to the first day of the preceding month of July.

**110.** Such statement shall be attested on oath by the Managing Director, the Secretary and the three auditors, or the majority of them, and in their affidavit it shall be specially stated among other things, that the above-mentioned persons have had the means of verifying, and have verified, the statement aforesaid, and found it to be exact and true in every particular, and that the property hypothecated has been set down at its true value to the best of their knowledge and belief ; and such statement shall be published by the Minister of Finance, in such manner as he shall think most conducive to the public good.

Attestation and publication of statement.

**111** It shall be lawful for the Board of Directors, when it shall have been determined at a general meeting, to apply for and obtain a royal charter of incorporation, or an Act of the Parliament of the United Kingdom of Great Britain and Ireland, for granting to the said Company the powers and authorities in Great Britain necessary for carrying on and accomplishing the undertaking authorized by this Act, or to register a memorandum of association, or articles of association, under the provisions of the Act of Parliament of the United Kingdom, intituled "The Joint Stock Companies Act of 1856," or of its amendments, for the purpose of more effectually carrying out the objects of this Act in Canada, or in any part of the United Kingdom of Great Britain and Ireland. Every supplementary charter for Imperial Act shall be as fully valid in Canada as if the provisions contained in it had been enacted by the Parliament of Canada.

Additional charter or Act may be obtained in England.

**112.** In the event of the loss of one half of the subscribed capital the dissolution of the Company may be pronounced by the Minister of Finance or by a decision of the shareholders in general meeting assembled.

Dissolution of company.

2. In the event of such a loss as above mentioned the Board of Directors shall submit to the Minister of Finance and to a general meeting of the Company the question whether or not there is occasion to pronounce the dissolution of the Company. The object of the meeting must be clearly stated, in a summary manner, in the notices calling it.

**113.** In the case of the Company being dissolved the Shareholders in general meeting shall, on motion of the Managing Director, prescribe the mode of liquidation and appoint one or more liquidators with power to sell the movable and immovable property of the Company either by public auction or by private sale : the mode of liquidation proposed, and the names of the

Liquidation.

proposed liquidators shall be submitted to the Minister of Finance for his approbation.

2. The liquidators may, in virtue of a resolution adopted at a general meeting of the Company and approved by the Minister of Finance transfer the rights and liabilities of the dissolved Company to another Company. 5

3. During the progress of the liquidation, the powers of the shareholders in general meeting shall continue the same as they were during the existence of the Company.

Company's notary to be always employed.

114. The Company may insist upon any contract or deed whatsoever to which it shall be a party, being executed before the Notary usually employed by it at the time, seeing that the Company will have a considerable interest in being able to find the deeds in which it is interested or concerned in the same office 10

All deeds to belong to the company.

115. Every title deed or other document whatsoever concerning properties hypothecated or sold to the Company shall be the property of the Company, and shall remain in its possession until the final payment of all its claims against its debtor. 15

Company not responsible for acts of its officers.

116. The Company shall not be responsible for the acts of its employees, other than those done by them in the spheres, or in the special offices assigned to them respectively by the Managing Director, the shareholders in general meeting or the Board of Directors, according to the by-laws of the Company and the regulations specially made for determining the duty of each employee or officer of the Company. 25

2. Neither the Managing Director nor the Board of Directors shall be responsible for any of the acts of any of the employees whom they may appoint, nor for the insufficiency of the security given by them.

Board of directors to decide all disputes.

117. All disputes that may arise among the shareholders as to the practical interpretation and execution of this act, or of any amendments that may be made to it, or of any by-law of the Company shall be decided by the Board of Directors; but any shareholder may appeal from any such decision to a general meeting, and the decision of the latter shall be final, and from it there shall be no appeal. 30 35

Interpretation

118. In the practical application of this Act, if any doubt arises as to the meaning of any section, phrase or expression, the same shall always be interpreted in a sense favorable to the Company, in order that the Company may attain the end and object which it has in view. In this Act the following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject or context repugnant to such construction, that is to say: words importing the singular number shall include the plural number; and words importing the plural number shall include the singular number; the word "month" shall mean calendar month; the word "immovable" shall extend to messuages, lands, tenements and hereditaments of any tenure; the word "company" shall signify "*Le Credit Foncier Royal*"; the word "Dominion" shall mean the Dominion of Canada; the words "*lettres de gage*" shall also apply to subdivisions (*coupures*) of *lettres de gage*. 40 45 50

Public Act.

119. This Act shall be deemed to be a public Act, and shall be judicially noticed as such, and it shall apply to the whole of Canada.

## SCHEDULES REFERRED TO IN THIS ACT.

## SCHEDULE A.

## FORM OF OBLIGATION WITH HYPOTHEC.

On this                    day of                    in the year One thousand eight hundred and                    before the undersigned Notary Public residing in the City of Montreal, in the District of Montreal, in the Province of Quebec, appeared (*name of the borrower*) the party of the first part to these presents, and the "Credit Foncier Royal" a body politic and corporate by virtue of                    Victoria, chapter                    acting herein, by                    of                    its Managing Director, and of                    of                    its Secretary, the party of the second part to these presents, who declared as follows that is to say: That the party of the first part having taken knowledge of the act of incorporation and of the by-laws and rules of the Company, and having signed them and promised to conform himself to them, doth acknowledge that he well and duly owes, for value received, to the said party of the second part, the sum of                    currency, which sum of                    the said party of the first part, promises and binds himself to pay to the said party of the second part, in coins current in Canada at its office in the said City of Montreal in (*number of*) equal and (*how often payable*) payments of (*amount*) dollars each, without interest or expenses of management or other charges whatsoever until the falling due of the said payments respectively, such interest, expenses of management and other charges being included in the above mentioned sum and capitalized with the amount of the present loan, of all which a detailed account has just now been delivered to the said party of the first part, who hereby acknowledges its receipt, and approves of and finally confirms it, and declares himself to be content and satisfied with it; the first of which payments will become due and be made (*or, was made*) on the first Tuesday in the month of                    and which payments shall continue to become due and be made (*how often*) as aforesaid until the aforesaid sum shall have been wholly paid; and the said party of the first party binds himself also to pay to the said Company; during the said term, such fines, interest on overdue instalments, forfeitures and other charges as may be imposed by the said Company upon its debtors by reason of any default, neglect, or contravention by them of any by-laws or rules of the said Company, and that without any deduction.—And if the said party of the first part should make default in (*number*) payments, the whole amount mentioned in this obligation shall be at once and of right due and payable by the said party of the first part to the said Company, without any indemnity whatsoever for the balance of the time remaining to run under this obligation; and the same thing, in the event of a judicial sale, mutation or other occurrence such as provided for by the charter and by-laws of the Company. Wherefore, and for securing the payment of the said sum of                    currency, and of the fines, interest on overdue installments, premiums of insurance, costs of suit, &c., the said party of the first part by these presents specially pledges and hypothecates in favor of the said Company, accepting as aforesaid, to the amount of the said sum of                    currency, as aforesaid, the immovable property hereinafter described, which he declares, belongs to him and is free and clear from any debt, charge, or hypothec as well as

from any arrears of taxes, assessments, and dues whatsoever, that is to say (*description of the immovable*), and for further insuring in favor of the Company the effect of the hypothec hereby created, the said party of the first part substitutes and subrogates the said Company, thereof accepting in all rights of warranty and recourse which he may have against those who owned the said immovable property before him, by virtue of title deeds, or any other deeds, acts or documents generally whatsoever. The sum of money now lent by the said Company to the said party of the first part is to be devoted to and has been borrowed specially for the purpose of discharging the following hypothecary debts (*if there are any*) and the party of the second part shall thus be in fact and by law subrogated to all lawful intents and purposes, to all the rights and actions of the said hypothecary creditors.

(*Here may be inserted any other clauses that may be agreed upon between the Company and its debtor.*)

And at the same time to these presents came, appeared and intervened Dame \_\_\_\_\_ wife of the said debtor (*or other names*) who specially authorises her for the effect hereof; who doth acknowledge that she has renounced, and who does hereby renounce, in consideration of these presents, as well for herself as for her children, born and to be born, all dower and hypothecary rights of dower and all other hypothecary rights and claims generally whatsoever that she and her said children, born and to be born, may or might have on the immovable property above hypothecated, it being well understood that this renunciation is thus made so far only as the said Company is interested therein by virtue of this obligation.

And for the execution of these presents, the said parties make irrevocable elections of domicile, at the office of the said Company for the time being, at which all legal summonses and services by reason of these presents may be made. *Dont acte*, made and executed at Montreal aforesaid, on the day, month and year first above mentioned, under the number \_\_\_\_\_ in the repertory of the undersigned notary, who has preserved the original of these presents. And after the reading of these presents to the said parties, they have signed the same with me the said notary, the seal of the said Company having first been affixed hereto.  
(Signature.)

#### SCHEDULE.

In the event of delay in the payments agreed to by the said party of the first part, the Company may either sue at once for the recovery of the whole, and without any putting *in moré* whatsoever being necessary, or else take possession of the immovable property above described, and let it for its own profit or cause it to be sold according to the provisions of chapter \_\_\_\_\_ of the by-laws (*or of the charter*) of the said Company, the said party of the first part hereby granting all the above mentioned rights and privileges to the said Company; and in case the said Company should take possession of the said immovable property for the purpose of letting it, the said Company shall have the right to appoint a collector to collect the rent of the said property; and the charges, costs and rights of such collection, shall fall upon the said party of the first part, the Company being bound to give credit to the said party of the first part only, for the amount it shall actually receive from such collector. All these clauses as well as those which follow are indispensable, and not comminatory, and

without the benefit thereof, these presents would not have been made. If the said Company should discover the existence of any hypothecary debt or real right whatsoever, affecting the said immovable, and having priority over this hypothec, the said Company shall have a right, if the money, or part of it, forming this loan have not yet been advanced, to pay such hypothecary debt or right with that money, or if the said Company prefers it, this deed shall be null and void, and as if it had never been made. All costs of renewals of registration that may be made in conformity with article 2,172, or any other article of the civil code, shall be reimbursed by the said party of the first part to the said Company on demand. It is agreed that the discharge of this obligation and all other deeds that may be passed in future, between the said debtor and the said Company, shall be passed before the notary, generally employed by the said Company at the time for deeds in which it is concerned; the said Company having an interest in the deeds in which it is concerned, being to be found, as much as possible in one and the same office; and for still further security, in case of fire, the said debtor binds himself to keep the buildings at any time erected, and being on the immovable property hereby hypothecated constantly insured by some insurance company having an office in this country, and approved by the Company for an amount at least equal to that for which this obligation is given. And every policy of such insurance shall invariably be made in the name of the said Company, or duly assigned to the said Company, in order that the said Company may be able to receive the amount, whenever payable, and apply it on account under this obligation. And the said Company itself shall ever be at liberty at any time to effect such insurance, either in its own name or in the name of its said debtor, at the expense of the latter, without its being necessary for the said Company to give any notice whatsoever, or to put the said debtor *in mora* before doing so. In any case the Company shall be the holder of the policy of insurance. And specially the said party of the first part hereby assigns and transfers to all intents and purposes to the said Company, accepting thereof, all his rights in a policy for

with the  
Company, which will expire on . . . . . and bearing  
the number . . . . . hereby subrogating the party of the  
second part in all his rights and actions against the said insurance  
company; and in case of default by the said debtor to take out or  
renew the said insurance annually, or to deposit the receipt or  
certificate of renewal in the hands of the Managing Director of  
the said Company, at least eight days before the expiration of the  
said insurance in any year, he shall pay to the said party of the  
second part a fine or indemnity of five shillings currency each time;  
the latter shall have the trouble of renewing the insurance itself.  
It is also understood and agreed between the said parties, that the  
said party of the first part shall be bound to deliver to the said  
Company, a copy of every deed, whereby any mutation affecting  
the said immovable property shall be made, and that within the  
space of one month from the date of the mutation; and in default  
of the said party of the first part doing so, the balance due under  
this obligation, shall become payable and demandable in one single  
payment, and without indemnity for any time that may remain  
to run, which clause is indispensable. And it is further agreed  
between the said parties that the by-laws and rules of the said  
Company now in force, and any amendments that may be made  
to them in future, shall form part and shall be considered as

forming part of these presents, and shall be in every respect as obligatory upon the said party of the first part, as if such by-laws and rules, as well as any amendments that may be made to them in future, were recited at length in this deed.

[Here may be inserted any other conditions that may be agreed upon between the parties to the passing of these presents.]

Signed, *no varietur*, by the said parties.

(Signatures, time and place.)

## SCHEDULE B.

### FORM OF A DEED OF SALE WITH RIGHT OF REDEMPTION.

Before the undersigned Notary, &c., &c., appeared &c., &c., which said parties stated and declared as follows, that is to say, that the said party of the first part, having taken knowledge of the Act of incorporation and by-laws of the said Company, and having signed them and promised to conform himself to them, doth acknowledge and confess by these presents that he has sold, ceded, parted with, transferred and abandoned from henceforth and for ever, and has promised and promises to guarantee against all disturbances, gifts, dowers, debts, hypothecs, evictions, substitutions and other alienations whatsoever to the said party of the second part, thereof accepting, the immovable property hereinafter described with its appurtenances, which he declares belongs to him, in virtue of good titles and is free and clear of any hypothec or charge whatsoever, as well as of any arrears of taxes, assessments or dues whatsoever, to be enjoyed and disposed of by the said Company in virtue of these presents as their absolute property, to all intents and purposes from this day, that is to say (*description of the immovable*). This sale, cession, transfer and abandonment is thus made for and in consideration of the price or sum of                      dollars, currency, which the said party of the first part has just now received from the said Company, *dont quittance*. It is specially understood between the said parties that the present vendor may exercise the right of redemption in respect of the immovable hereby sold, by paying and reimbursing the aforesaid price of sale in coin to the said Company at its office in the said City of Montreal, in                      equal and consecutive payments of                      dollars currency each without interest thereon until the time of their becoming due respectively (interest thereon having been calculated and added to the principal in the said price of sale, of all which a detailed account has been just now delivered to the said party of the first part, who acknowledges its receipt, and approves of and finally confirms it, and declares himself content and satisfied with it) the first of which payments shall be made on the first Tuesday in the month of                      and which payments shall continue                      as aforesaid until the said price of sale shall have been completely reimbursed; and the said vendor binds himself also, in case he avails himself of his right of redemption, to pay to the said Company all fines, forfeitures and other charges, imposed by the said Company upon all its debtors or borrowers on their failure to meet their payments when due; all payments made when over due bearing interest as provided for by the charter and the by-laws of the Company. It is also specially understood that as soon as the said vendor shall be indebted in arrears on the paid payments in a sum of                      dollars currency he shall lose the right of availing

himself of this clause of redemption; and in that case the Company shall have a right to sell the immovable hereby sold by public auction to the highest bidder, at its office in Montreal, after fifteen days' notice served at the last known domicile of the vendor and posted up in the said office of the said Company, and that without any judicial authority whatsoever, the said vendor hereby authorizing the said Company so to do to all intents and purposes; and this clause is indispensable and not comminatory, and without the benefit of it these presents would not have been passed; and in case the price of sale at such auction should not be at least equal to that of this sale after deducting what may have been paid in payments by the vendor, the latter promises and binds himself by these presents to pay on demand to the said Company the sum required to make up the deficiency; and the Company, on its part, binds itself to pay over to the said vendor any amount in which the price of such sale by auction may exceed the price of this sale, after deducting payments made by the said vendor.

*(Renunciation of rights by the wife, if required by the Company, &c., &c., and any other clauses or conditions deemed necessary by the Company.)*

Made and passed this  
sealed, &c.

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#### SCHEDULE.

It is specially understood between the said parties that the vendor named in the preceding contract shall remain solely bound to keep the said immovable and its appurtenances in repair, and to cause to be made thereto at his own expense, all greater and lesser repairs that may become necessary before the right of redemption is exercised by the said vendor; the latter being also bound to pay all taxes, general and special assessments seigniorial rents and other dues whatsoever that may be imposed upon the said immovable before the above mentioned event, as well as all premiums of insurance and other disbursements generally whatsoever; the said vendor constituting himself trustee of the said immovable for the said Company binds himself in advance to receive it from the said Company in the state in which it may be found when the right of redemption may be exercised. *(Here may be inserted all the clauses and conditions in the preceding Schedule A. as well as any other clauses and conditions that may be agreed upon between the said Company and the said vendor.)* Signed, *ne varietur*, at such a time and place.

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#### SCHEDULE.

*Form of a transfer or sale by the Company.*

In virtue of an Act of the Parliament of Canada passed in the year of the reign of Her Majesty Queen Victoria, chapter , intituled "An Act to incorporate the *Credit Foncier Royal*," the said Company, in consideration of the sum of dollars currency, to it paid by A. B. of , sells, transfers, cedes and abandons to the said A. B. and his heirs and assigns, accepting thereof *(here describe*

*the property or the claim transferred*) with (or, without any) warranty, together with all the rights, circumstances and dependencies thereunto belonging; and all such property, title and interest in respect thereof as the said Company possesses or may become possessed of and is by the said Act entitled to convey; to hold to the said A. B. his heirs and assigns forever.

Given under the common seal of the said Company this  
day of \_\_\_\_\_ in the year of Our Lord eighteen hundred and  
at \_\_\_\_\_

(Signatures)

Managing Director.

Secretary.

A. B.

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#### SCHEDULE D.

*Form of certificate of paid up shares.*

##### CREDIT FONCIER ROYAL.

Incorporated by Act of Parliament Victoria, chapter  
No. \_\_\_\_\_ § \_\_\_\_\_

These are to certify to all concerned that A. B. (or, the bearer) is the holder of the shares numbers \_\_\_\_\_ in the capital stock of the *Credit Foncier Royal* Company, subject to the by-laws, rules and orders of the said Company, and that the said A. B. and his executors, administrators and assigns (or, the bearer) have and shall have a right to the profits and advantages of the said shares on production of this certificate, the said shares having been paid up in full.

Given under the common seal of the Company this  
day of \_\_\_\_\_ eighteen hundred and \_\_\_\_\_

(Signatures.)

President.

Managing Director.

Secretary.

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#### SCHEDULE E.

*Form of receipt for payments on Shares.*

##### CREDIT FONCIER ROYAL.

Incorporated by Act of Parliament Victoria, Chapter  
No. \_\_\_\_\_ M. \_\_\_\_\_

Received from A. B. the sum of \_\_\_\_\_ being the  
instalment of \_\_\_\_\_ per cent. on \_\_\_\_\_ shares, numbers  
\_\_\_\_\_ belonging to him in the capital stock of this Com-  
pany. Given under the Common Seal of the Company this  
day of \_\_\_\_\_ in the year Eighteen Hundred and \_\_\_\_\_

(Signatures),

Managing Director.

Secretary.

## SCHEDULE F.

*Form of transfer of Shares.*

## CREDIT FONCIER ROYAL.

Incorporated by Act of Parliament, Victoria, Chapter  
 I, of in consideration of the  
 sum of to me in hand paid by A. B., of  
 cede and transfer to the said A. B. shares belonging to  
 me in the capital stock of the *Credit Foncier Royal*, numbers  
 to be by him the said A. B. enjoyed and disposed of  
 subject to the conditions on which I held them, immediately  
 before the execution of these presents; and I, the said A. B.,  
 hereby agree to take and accept the said shares subject to the  
 same conditions.

Witness our hands and seals this day of Eighteen  
 Hundred and  
 (Signatures)

(Approved,) Vendor.  
 A. B.,  
 Managing Director.

## SCHEDULE G.

*Form of a lettre de gage "Hypothecary obligation to bearer,"—*  
*"Credit Foncier Royal."*

Capital \$	Series	£
\$ No. [seal]	Division No.	£
Incorporated by an Act of Parliament		\$ Victoria
Chapter		

The "*Credit Foncier Royal*" acknowledges to owe the sum of  
 to (or to the bearer)  
 for value received. These hypothecary obligations may not  
 exceed the amount of the loans on hypothec made by the  
 Company of which they are the equivalent value (sec. 65.)  
 Every loan or hypothec made by the Company shall be secured  
 by a first hypothec on immovable property worth at least double  
 the amount lent (secs. 33 and 35). The amount of the capital  
 stock paid must always be in the proportion of at least one tenth  
 of the amount of hypothecary obligations in circulation (sec. 65).  
 This obligation is one of 1,000 obligations which will be put into  
 circulation in pursuance of a resolution of a general meeting held  
 on This obligation shall be payable at par  
 in Canada currency, according to the result of drawings of lots,  
 after 6 months and before 240 months from the 1st of February,  
 187 (sec. 70). This obligation will bear interest at the rate of  
*per centum. per annum*, which interest shall be payable  
 on the 1st of and in each year on present-  
 ation of the coupons attached to it (sec. 67). The principal of this  
 obligation will be payable in Canada Currency at (a Bank in  
*Montreal, or elsewhere, or at the office of the Company's Bankers*  
*in London.*)

In witness whereof these presents have been duly signed and

countersigned, under the common seal of the Company, at  
 Montreal, on the day of in the year of Our  
 Lord 187 .

President.

Controller.

Managing Director.

Director.

COUPON.

*Crédit Foncier Royal*

Incorporated Vic., cap.  
 Obligation No. . Division No.  
 £ or \$ (dollars), Canada currency,  
 due the 1st 187 , and payable  
 at the office of the Company in Mon-  
 treal (or, at the office of the agents of  
 the Company in London).

Secretary.

SCHEDULE H.

*Form of Shareholder's proxy.*

I, A. B. of , one of the shareholders of the "*Crédit Foncier Royal*," do, by these presents, appoint C. D. to be my proxy in my absence, for the purpose of voting upon all questions brought before the meeting of the shareholders of the Company to be held on the day of next, in such manner as he the said C. D. shall think proper.

Dated this day of , 187 , at

A. B.

Witness

E. F.

SCHEDULE I.

*Form of Director's proxy.*

I appoint by these presents, of <sup>1878</sup> , one of the Directors of the "*Crédit Foncier Royal*" Company, to be my proxy as a Director of the said Company, and in that capacity of proxy, to vote in my name at all meetings of the Directors of the said Company, and generally to do all that I, myself, could do as Director if I were personally present at such meetings.

Dated this day of

, 187 .  
 A. B.



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1st Session, 3rd Parliament, 37 Victoria, 1874.

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**B**

BILL.

An Act to incorporate a Company by the name of the "*Credit Foncier Royal*."

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Received and read first time, Tuesday, 14th  
April, 1874.

Second reading, Monday, 20th April, 1874.

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(PRIVATE BILL.)

Hon. Mr.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33 Rideau Street,  
1874.

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**BILL.**

**An Act respecting the Crime of Libel.**

**F**OR the better protection of private [character, and for more Preamble.  
effectually securing the liberty of the press, and for better  
preventing abuses in exercising the said liberty : Her Majesty, by  
and with the advice and consent of the Senate and House of  
5 Commons of Canada, enacts as follows :—

1. Whosoever publishes or threatens to publish any libel upon  
any other person, or  
directly or indirectly—
1. Threatens to print or publish, or  
10 2. Proposes to abstain from printing or publishing of, or  
3. Offers to prevent the printing or publishing of  
any matter or thing touching any other person, with intent to ex-  
tort any money or security for money, or any valuable things, from  
such or from any other person, or with intent to induce any person  
15 to confer upon or procure for any person any appointment or office of  
profit or trust—  
is guilty of a misdemeanor, and shall be liable to a fine not  
exceeding *four hundred dollars*, or to imprisonment, with or  
without hard labor, in any gaol or place of confinement other than  
20 the penitentiary, for any term less than two years, or both, as the  
court may award : Provided always, that nothing herein contained Proviso  
shall in any manner alter or affect any law now in force in respect  
of the sending or delivery of threatening letters or writings.
2. Whosoever maliciously publishes any defamatory libel, Punishment  
25 knowing the same to be false, is guilty of a misdemeanor, and for publishing  
shall be liable to a fine not exceeding *two hundred dollars*, a libel, know-  
or to imprisonment with or without hard labor, in any gaol or ing it to be  
place of confinement other than the penitentiary for any term less false.  
than two years, or both, as the court may award.
- 30 3. Whosoever maliciously publishes any defamatory libel is Punishment  
guilty of a misdemeanor, and shall be liable to a fine not exceed- for publishing  
ing *one hundred dollars*, or to imprisonment with or without hard a libel.  
labor, in any gaol or place of confinement other than the peniten-  
tiary for any term not exceeding one year, or both, as the court  
35 may award.
4. On the trial of any indictment or information for the making Rights and  
or publishing of any defamatory libel, on the plea of not guilty duties of  
pleaded, the jury sworn to try the issue may give a general ver- court and jury  
dict of guilty or not guilty upon the whole matter put in issue and defendant  
40 upon such indictment or information, and shall not be required or on plea of not  
directed by the court or judge before whom such indictment or guilty of mak-  
information is tried, to find the defendant guilty, merely on the ing, or publish-  
proof of publication by such defendant of the paper charged to be ing a libel  
a defamatory libel, and of the sense ascribed to the same in such being pleaded.  
45 indictment or information ; but the court or judge before whom  
such trial is had shall, according to the discretion of such court or

judge, give the opinion and direction of such court or judge to the jury on the matter in issue, as in other criminal cases; and the jury may on such issue find a special verdict, if they think fit so to do; and the defendant, if found guilty, may move in arrest of judgment on such ground and in such manner as he might have done before the passing of this Act. 5

**On plea of justification pleaded the truth of the matters charged may be inquired into.** 5. On the trial of any indictment or information for a defamatory libel, the defendant having pleaded such a plea as hereinafter mentioned, the truth of the matters charged may be inquired into, but shall not amount to a defence, unless it was for the public benefit that the said matters charged should be published. 10

**What must be alleged to entitle defendant to give evidence of the truth of the matters charged.** 6. To entitle the defendant to give evidence of the truth of such matters charged as a defence to any such indictment or information it shall be necessary for the defendant, in pleading to the indictment or information, to allege the truth of the matters charged in the manner at the time required in pleading a justification to an action of defamation in the Province in which the indictment or information is being tried, and further to allege that it was for the public benefit that the said matters charged should be published, and the particular fact or facts by reason whereof it was for the public benefit that the said matters charged should be published, to which plea the prosecutor shall be at liberty to reply generally, denying the whole thereof. 15 20

**The truth not to be inquired into unless specially pleaded.** 7. Without such plea the truth of the matters charged as libellous in any such indictment or information, or that it was for the public benefit that such matters should have been published, shall in no case be inquired into. 25

**Effect of plea of justification in case of conviction.** 8. If after such plea the defendant be convicted on such indictment or information, the court, in pronouncing sentence, may consider whether the guilt of the defendant is aggravated or mitigated by such plea, and by the evidence given to prove or disprove the same. 30

**Special plea not to take away or prejudice any defence under plea of not guilty.** 9. In addition to such plea of justification, the defendant may plead not guilty; and no defence otherwise open to the defendant under the plea of not guilty shall be taken away or prejudiced by reason of such special plea. 35

**On plea of not guilty defendant may rebut presumptive evidence of publication by his authority.** 10. Whenever, upon the trial of any indictment or information for the publication of a defamatory libel, to which a plea of not guilty has been pleaded, evidence is given which establishes a presumptive case of publication against the defendant by the act of any other person, by his authority, the defendant may prove, and if proved it shall be a good defence, that such publication was made without his authority, consent or knowledge, and that such publication did not arise from want of due care or caution on his part. 40 45

**Right to set by jurors taken away in certain cases.** 11. The right of the Crown to cause any juror to stand aside until the panel has been gone through, shall not be exercised on the trial of any indictment or information by a private prosecutor for the publication of a defamatory libel.

**As between private prosecutor and de-** 12. In the case of an indictment or information by a private prosecutor for the publication of a defamatory libel, if judgment 50

be given against the defendant, he shall be liable for the costs sustained by the prosecutor by reason of such indictment or information; and if judgment be given for the defendant he shall be entitled to recover from such prosecutor the costs sustained by him (the defendant) by reason of such indictment or information; such costs, so to be recovered by the prosecutor or defendant respectively, to be taxed by the proper officer of the court before which such indictment or information is tried.

defendant, costs to follow the judgment.

13. The costs mentioned in the last preceding section of this Act shall be recoverable on any rule or order of the court in which the indictment or information was tried, or of any judge of such court; and for the purpose of enforcing payment of any money payable by any such rule or order, the person to receive payment shall be entitled to writs of *feri facias* and *venditioni exponas* respectively against the property of the person to pay the same, and shall also be entitled to attach and enforce payment of debts due or accruing to the person to pay such money, in the same manner respectively, and subject to the same rules from time to time as nearly as may be, as in cases of judgment in civil actions in the Province in which such rule or order is made; and every such writ shall have the like effect and shall be executed in the same manner and subject to the same conditions as nearly as may be as like writs issued out of the same court in other cases; and the court and its judges shall have the same powers and duties in respect to the same and in respect to the proceedings under the same, and the parties, and the sheriff, bailiffs and other officers of the court respectively, shall have the same rights and remedies in respect thereof as with respect to like writs issuing out of the same court in other cases; and such proceedings shall be had on any such rule or order as may at the time be had in any case for non-payment of costs in the same court; but subject to such statutes or general orders and rules varying or otherwise affecting the practice in regard to the said matters as the legislatures of the Provinces or the courts respectively, may from time to time enact or make by virtue of their authority in that behalf; and all proceedings for the recovery of such costs in Ontario shall be entitled in the Court Oyer and Terminer for the county in which the trial was had.

Proceedings for the recovery and for the enforcing of payment of such costs.

14. So much of section one of the Act forming chapter one hundred and three of the Consolidated Statutes for Upper Canada, as relates to trials of indictments or informations for the making or publishing of libels, and the whole of sections six, seven, eight, nine, ten, eleven, twelve, thirteen, fourteen, fifteen and sixteen of the said Act are hereby repealed.

Parts of cap. 103, Con. Stat. Upper Canada repealed.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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C

BILL.

An Act respecting the Crime of Libel

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Received and read First time, Monday, 20th  
April, 1874.

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Second reading, Thursday, 23rd April, 1874.

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Hon. Mr. KAULBACH.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33 Rideau Street,  
1874.

**BILL.**

An Act respecting the Crime of Libel.

**F**OR the better protection of private character, and for more Preamble.  
effectually securing the liberty of the press, and for better  
preventing abuses in exercising the said liberty: Her Majesty, by  
and with the advice and consent of the Senate and House of  
5 Commons of Canada, enacts as follows:—

1. Whosoever publishes or threatens to publish any libel upon  
any other person, or  
directly or indirectly—  
Punishment  
for publishing  
or threatening  
to publish  
libels.
  1. Threatens to print or publish, or
  - 10 2. Proposes to abstain from printing or publishing of, or
  3. Offers to prevent the printing or publishing of  
any matter or thing touching any other person—  
with intent to extort any money or security for money, or any  
valuable thing, from such or from any other person, or with intent  
15 to induce any person to confer upon or procure for any person any  
appointment or office of profit or trust, is guilty of a misdemeanor,  
and shall be liable to a fine not exceeding *four hundred dollars*,  
or to imprisonment, with or without hard labor, in any gaol or  
place of confinement other than the penitentiary, for any term less  
20 than two years, or both, as the court may award: Provido Provided  
always, that nothing herein contained shall in any manner alter  
or affect any law now in force in respect of the sending or delivery  
of threatening letters or writings.
2. Whosoever maliciously publishes any defamatory libel,  
25 knowing the same to be false, is guilty of a misdemeanor, and  
shall be liable to a fine not exceeding *two hundred dollars*,  
or to imprisonment with or without hard labor, in any gaol or  
place of confinement other than the penitentiary for any term less  
than two years, or both, as the court may award.  
Punishment  
for publishing  
a libel, know-  
ing it to be  
false.
- 30 3. Whosoever maliciously publishes any defamatory libel is  
guilty of a misdemeanor, and shall be liable to a fine not exceed-  
ing *one hundred dollars*, or to imprisonment with or without hard  
labor, in any gaol or place of confinement other than the peniten-  
tiary for any term not exceeding one year, or both, as the court  
35 may award.  
Punishment  
for publishing  
a libel.
4. On the trial of any indictment or information for the making  
or publishing of any defamatory libel, on the plea of not guilty  
pleaded, the jury sworn to try the issue may give a general ver-  
dict of guilty or not guilty upon the whole matter put in issue  
40 upon such indictment or information, and shall not be required or  
directed by the court or judge before whom such indictment or  
information is tried, to find the defendant guilty, merely on the  
proof of publication by such defendant of the paper charged to be  
a defamatory libel, and of the sense ascribed to the same in such  
45 indictment or information; but the court or judge before whom  
such trial is had shall, according to the discretion of such court or  
Rights and  
duties of  
court and jury  
and defendant  
on plea of not  
guilty of mak-  
ing, or publish-  
ing a libel  
being pleaded.

judge, give the opinion and direction of such court or judge to the jury on the matter in issue, as in other criminal cases; and the jury may on such issue find a special verdict, if they think fit so to do; and the defendant, if found guilty, may move in arrest of judgment on such ground and in such manner as he might have done before the passing of this Act. 5

On plea of justification pleaded the truth of the matters charged may be inquired into. 5. On the trial of any indictment or information for a defamatory libel, the defendant having pleaded such a plea as hereinafter mentioned, the truth of the matters charged may be inquired into, but shall not amount to a defence, unless it was for the public benefit that the said matters charged should be published. 10

What must be alleged to entitle defendant to give evidence of the truth of the matters charged. 6. To entitle the defendant to give evidence of the truth of such matters charged as a defence to any such indictment or information it shall be necessary for the defendant, in pleading to the indictment or information, to allege the truth of the matters charged in the manner at the time required in pleading a justification to an action of defamation in the Province in which the indictment or information is being tried, and further to allege that it was for the public benefit that the said matters charged should be published, and the particular fact or facts by reason whereof it was for the public benefit that the said matters charged should be published, to which plea the prosecutor shall be at liberty to reply generally, denying the whole thereof. 15 20

The truth not to be inquired into unless specially pleaded. 7. Without such plea the truth of the matters charged as libellous in any such indictment or information, or that it was for the public benefit that such matters should have been published, shall in no case be inquired into. 25

Effect of plea of justification in case of conviction. 8. If after such plea the defendant be convicted on such indictment or information, the court, in pronouncing sentence, may consider whether the guilt of the defendant is aggravated or mitigated by such plea, and by the evidence given to prove or disprove the same. 30

Special plea not to take away or prejudice any defence under plea of not guilty. 9. In addition to such plea of justification, the defendant may plead not guilty; and no defence otherwise open to the defendant under the plea of not guilty shall be taken away or prejudiced by reason of such special plea. 35

On plea of not guilty defendant may rebut presumptive evidence of publication by his authority. 10. Whenever, upon the trial of any indictment or information for the publication of a defamatory libel, to which a plea of not guilty has been pleaded, evidence is given which establishes a presumptive case of publication against the defendant by the act of any other person, by his authority, the defendant may prove, and if proved it shall be a good defence, that such publication was made without his authority, consent or knowledge, and that such publication did not arise from want of due care or caution on his part. 40 45

Right to set by jurors taken away in certain cases. 11. The right of the Crown to cause any juror to stand aside until the panel has been gone through, shall not be exercised on the trial of any indictment or information by a private prosecutor for the publication of a defamatory libel.

As between private prosecutor and de- 12. In the case of an indictment or information by a private prosecutor for the publication of a defamatory libel, if judgment 50

be given against the defendant, he shall be liable for the costs defendant, costs  
 sustained by the prosecutor by reason of such indictment or to follow the  
 information; and if judgment be given for the defendant he shall judgment.  
 be entitled to recover from such prosecutor the costs sustained by  
 5 him (the defendant) by reason of such indictment or information;  
 such costs, so to be recovered by the prosecutor or defendant re-  
 spectively, to be taxed by the proper officer of the court before  
 which such indictment or information is tried.

13. The costs mentioned in the last preceding section of this  
 10 Act shall be recoverable on any rule or order of the court in  
 which the indictment or information was tried, or of any judge  
 of such court; and for the purpose of enforcing payment of any  
 money payable by any such rule or order, the person to receive  
 payment shall be entitled to writs of *fiery facias* and *venditioni*  
 15 *exponas* respectively against the property of the person to pay  
 the same, and shall also be entitled to attach and enforce payment  
 of debts due or accruing to the person to pay such money, in the  
 same manner respectively, and subject to the same rules from  
 time to time as nearly as may be, as in cases of judgment in civil  
 20 actions in the Province in which such rule or order is made; and  
 every such writ shall have the like effect and shall be executed  
 in the same manner and subject to the same conditions as nearly  
 as may be as like writs issued out of the same court in other cases;  
 and the court and its judges shall have the same powers and  
 25 duties in respect to the same and in respect to the proceedings  
 under the same, and the parties, and the sheriff, bailiffs and other  
 officers of the court respectively, shall have the same rights and  
 remedies in respect thereof as with respect to like writs issuing  
 out of the same court in other cases; and such proceedings shall  
 30 be had on any such rule or order as may at the time be had in any  
 case for non-payment of costs in the same court; but subject to  
 such statutes or general orders and rules varying or otherwise  
 affecting the practice in regard to the said matters as the legisla-  
 tures of the Provinces or the courts respectively, may from time  
 35 to time enact or make by virtue of their authority in that behalf;  
 and all proceedings for the recovery of such costs in Ontario shall  
 be entitled in the Court Oyer and Terminer for the county in  
 which the trial was had.

14. So much of section one of the Act forming chapter one  
 40 hundred and three of the Consolidated Statutes for Upper  
 Canada, as relates to trials of indictments or informations for the  
 making or publishing of libels, and the whole of sections six,  
 seven, eight, nine, ten, eleven, twelve, thirteen, fourteen, fifteen  
 and sixteen of the said Act are hereby repealed. Parts of cap.  
 103, Con.  
 Stat. Upper  
 Canada re-  
 pealed.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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C

BILL.

An Act respecting the Crime of Libel.

*(Corrected Copy.)*

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Received and read, first time, Monday, 20th  
April, 1874.

Second reading, Thursday, 23rd April, 1874.

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HON. MR. KAULBACH.

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OTTAWA:

Printed by I. B. TAYLOR, 39, 31, & 29, Rideau Street.

1874.

## BILL.

### An Act respecting the Crime of Libel.

WHEREAS it is expedient that the law respecting the crime of libel should in all respects be uniform throughout all portions of Canada; and for the better protection of private character, and for more effectually securing the liberty of the press, and for better preventing abuses in exercising the said liberty: Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, declares and enacts as follows:—

Preamble.

1. Whosoever publishes or threatens to publish any libel upon any other person, or directly or indirectly—

Punishment for publishing or threatening to publish libels,

1. Threatens to print or publish, or  
2. Proposes to abstain from printing or publishing of, or  
3. Offers to prevent the printing or publishing of any matter or thing touching any other person—

with intent to extort any money or security for money, or any valuable thing, from such or from any other person, or with intent to induce any person to confer upon or procure for any person any appointment or office of profit or trust, is guilty of a misdemeanor, and shall be liable to a fine not exceeding *six hundred dollars*,

or to imprisonment, with or without hard labor, in any gaol or place of confinement other than the penitentiary, for any term less than two years, or both, as the court may award: Provided always, that nothing herein contained shall in any manner alter or affect any law now in force in respect of the sending or delivery of threatening letters or writings.

Proviso.

2. Whosoever maliciously publishes any defamatory libel, knowing the same to be false, is guilty of a misdemeanor, and shall be liable to a fine not exceeding *four hundred dollars* or to imprisonment with or without hard labor, in any gaol or place of confinement other than the penitentiary for any term less than two years, or both, as the court may award.

Punishment for publishing a libel, knowing it to be false.

3. Whosoever maliciously publishes any defamatory libel is guilty of a misdemeanor, and shall be liable to a fine not exceeding *two hundred dollars*, or to imprisonment with or without hard labor, in any gaol or place of confinement other than the penitentiary for any term not exceeding one year, or both, as the court may award.

Punishment for publishing a libel.

4. On the trial of any indictment or information for the making or publishing of any defamatory libel, on the plea of not guilty pleaded, the jury sworn to try the issue may give a general verdict of guilty or not guilty upon the whole matter put in issue upon such indictment or information, and shall not be required or directed by the court or judge before whom such indictment or information is tried, to find the defendant guilty, merely on the proof of publication by such defendant of the paper charged to be a defamatory libel, and of the sense ascribed to the same in such

Rights and duties of court and jury and defendant on plea of not guilty of making or publishing a libel being pleaded.

indictment or information; but the court or judge before whom such trial is had shall, according to the discretion of such court or judge, give the opinion and direction of such court or judge to the jury on the matter in issue, as in other criminal cases; and the jury may on such issue find a special verdict, if they think fit so to do; and the defendant, if found guilty, may move in arrest of judgment on such ground and in such manner as he might have done before the passing of this Act. 5

On plea of justification pleaded the truth of the matters charged may be inquired into. 5. On the trial of any indictment or information for a defamatory libel, the defendant having pleaded such a plea as hereinafter mentioned, the truth of the matters charged may be inquired into, but shall not amount to a defence, unless it was for the public benefit that the said matters charged should be published. 10

What must be alleged to entitle defendant to give evidence of the truth of the matters charged. 6. To entitle the defendant to give evidence of the truth of such matters charged as a defence to any such indictment or information it shall be necessary for the defendant, in pleading to the indictment or information, to allege the truth of the matters charged in the manner at the time required in pleading a justification to an action of defamation in the Province in which the indictment or information is being tried, and further to allege that it was for the public benefit that the said matters charged should be published, to which plea the prosecutor shall be at liberty to reply generally, denying the whole thereof. 15 20

The truth not to be inquired into unless specially pleaded. 7. Without such plea the truth of the matters charged as libellous in any such indictment or information, or that it was for the public benefit that such matters should have been published, shall in no case be inquired into. 25

Effect of plea of justification in case of conviction. 8. If after such plea the defendant be convicted on such indictment or information, the court, in pronouncing sentence, may consider whether the guilt of the defendant is aggravated or mitigated by such plea, and by the evidence given to prove or disprove the same. 30

Special plea not to take away or prejudice any defence under plea of not guilty. 9. In addition to such plea of justification, the defendant may plead not guilty; and no defence otherwise open to the defendant under the plea of not guilty shall be taken away or prejudiced by reason of such special plea. 35

On plea of not guilty defendant may rebut presumptive evidence of publication by his authority. 10. Whenever, upon the trial of any indictment or information for the publication of a defamatory libel, to which a plea of not guilty has been pleaded, evidence is given which establishes a presumptive case of publication against the defendant by the act of any other person, by his authority, the defendant may prove, and if proved it shall be a good defence, that such publication was made without his authority, consent or knowledge, and that such publication did not arise from want of due care or caution on his part. 40 45

Right to set by jurors taken away in certain cases. 11. The right of the Crown to cause any juror to stand aside until the panel has been gone through, shall not be exercised on the trial of any indictment or information by a private prosecutor for the publication of a defamatory libel.

As between private prosecutor and de. 12. In the case of an indictment or information by a private prosecutor for the publication of a defamatory libel, if judgment 50

be given against the defendant, he shall be liable for the costs <sup>defendant, costs</sup> sustained by the prosecutor by reason of such indictment or <sup>to follow the</sup> information; and if judgment be given for the defendant he shall <sup>judgment.</sup> be entitled to recover from such prosecutor the costs sustained by  
 5 him (the defendant) by reason of such indictment or information; such costs, so to be recovered by the prosecutor or defendant respectively, to be taxed by the proper officer of the court before which such indictment or information is tried.

13. The costs mentioned in the last preceding section of this <sup>Proceedings</sup> Act shall be recoverable on any rule or order of the court in <sup>for the en-</sup> which the indictment or information was tried, or of any judge <sup>forcing of</sup> of such court; and payment thereof may be enforced by writ of <sup>payment of</sup> attachment for contempt, after service of such rule or order and <sup>such costs.</sup> demand of payment of costs.

15 14. So much of any act or law in force in any <sup>Inconsistent</sup> portion of <sup>acts and laws</sup> Canada as may be inconsistent with this Act, or makes other <sup>repealed.</sup> provision with respect to any matter provided for by this Act is hereby repealed.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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BILL.

An Act respecting the Crime of Libel.

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(As amended in Select Committee of the Senate.)

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HON. MR. KAUFMACH.

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OTTAWA :

Printed by L. B. TAITON, 29, 31 and 33, Rideau Street.  
1874.

## BILL.

An Act to amend the Act incorporating the British America Assurance Company, and other Acts affecting the same, and to extend the powers of the said Company;

**W**HEREAS the British America Assurance Company have petitioned for certain amendments to their charter, and other acts affecting the same, and that their powers may be extended thereunder, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. So much of the eighteenth section of the Act of Incorporation of the said Company, as relates to investments by the said Company, shall be and is hereby repealed; and from and after the passing of this Act, it shall be lawful for the said Company to invest the capital stock funds and money of the said Company, temporarily, or otherwise, in Dominion, Provincial, Municipal and Foreign Securities, in bonds and mortgages, and the stocks of the incorporated monied institutions of the Dominion of Canada.

Preamble.  
Section 18 of Act of U.C. 3 W. 4, c. 18, amended as to investments of the capital stock.

2. To enable the Company to extend their business to parts abroad, as contemplated by the Act of Incorporation, it shall be lawful for the said Company to make deposits of money or securities there in compliance with the laws of the country, state or states wherein it may be desirable to carry on their business of assurance.

Company may make deposits in parts abroad.

3. So much of the 5th section of the 35th Vict., chap. 98, amending the said Act of Incorporation as relates to the calls to be made upon additional stock in the Company issued and allotted under the provisions of the said last mentioned section, shall be and is hereby repealed; and it shall be lawful for the Directors of the said Company to call in such additional stock in such amounts and at such periods as the Board of Directors for the time being may from time to time limit and direct.

Directors may call in additional stock.

4. The 14th section of the said Act of Incorporation and so much of the 3rd section of the 35th Victoria, chap. 98 above mentioned, as relates to a Director of the said Company accepting the office of and acting as a Director in any other insurance company or association, shall be and are hereby repealed.

Section 14 of Act of U.C., 3 W. 4, c. 18 and part of s. 3 of 35 V., c. 98, repealed.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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**D**

An Act to amend the Act incorporating the British America Assurance Company, and the Acts affecting the same, and to extend the powers of the said Company.

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Received and read, first time, Tuesday, 31st April, 1874.

Second reading, Wednesday, 22nd April, 1874.

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HON. MR. ALLAN.

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OTTAWA:

Printed by L. B. TAYLOR, 29, 31, & 33, Rideau Street,  
1874.

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## BILL.

### An Act to incorporate "The Quebec Fire and Life Insurance Company."

WHEREAS Jean Baptiste Renaud, the Honorable Eugène Preamble.  
Chinic, the Honorable John Sharples, Philippe Baby Casgrain,  
John Ross, James G. Ross, Alexandre Le Moine, John Lane, Cirice  
Têtu and others, all of the City and District of Quebec, have peti-  
5 tioned for an Act to incorporate them and others under the style and  
title of "The Quebec Fire and Life Insurance Company" to enable  
them to carry on the business of fire and life insurance; and whereas  
it has been considered that the establishment of such an association  
would be greatly beneficial to the interests of the Dominion, and  
10 tend to the retaining therein a portion of the moneys annually  
sent away as premiums for such insurances: Therefore Her  
Majesty, by and with the advice and consent of the Senate and  
House of Commons of Canada, enacts as follows:—

1. The said parties and all other person and persons, firm and Incorporation.  
15 firms, body and bodies politic as shall from time to time be  
possessed of any share or shares of the stock of the Company, are  
hereby constituted, and shall be one body politic and corporate  
by the name of the "Quebec Fire and Life Insurance Company," Corporate  
and by that name shall have perpetual succession and a common name and gene-  
20 seal, with power to break and alter such seal; and by that name ral powers.  
may sue and be sued, plead and be impleaded in all courts whatso-  
ever.

2. The capital stock of the said Company shall be two Stock and  
millions of dollars, divided into twenty thousand shares of one shares of the  
25 hundred dollars each; books of subscription shall be opened in Company.  
the City of Quebec and elsewhere at the discretion of the Directors,  
and shall remain open so long as and in the manner that they  
shall deem it proper, after giving due public notice thereof.  
Which said shares shall be and are hereby vested in the several  
30 persons, firms or corporations who shall subscribe for the same,  
their legal representatives and assigns, subject to the provisions  
of this Act: Provided always that it shall and may be lawful for  
the said Corporation to increase its capital stock, from time to  
time to a sum not exceeding five millions of dollars, or such  
35 proviso :  
increase of  
capital stock.  
portion thereof as a majority of the stockholders at a meeting to  
be especially convened for that purpose shall agree upon.

3. It shall be lawful for any person or persons, firm or body Subscription  
politic to subscribe for such and so many shares as he, she or of shares and  
they may think fit; and five per cent. shall be paid at the Payment of  
40 time of subscription, and five per cent. shall be paid in calls.  
three months thereafter, to be called for by the Directors;  
and the remainder shall be payable in such instalments as a

Notice of calls.

majority of the Directors may determine upon, not to exceed five per cent. per call, and at periods of not less than three months interval: Provided always that no instalment shall be called for nor be payable in less than thirty days after public notice shall have been given in two newspapers, published in the City of Quebec (one in the English language, and the other in the French language) and in the *Canada Gazette*. 5

Calls overdue to be payable with interest.

4. If any stockholder or stockholders as aforesaid, shall refuse or neglect to pay the instalment due upon any share or shares held by him, her or them, at the time required so to do, he she or they shall *ipso facto* be and become further liable to the payment to the Company of interest on the amount of the unpaid call, from the date fixed for the payment of the same, at the rate of 10

Forfeiture of shares for non-payment.

seven per cent. per annum. And the Directors may declare such share or shares as aforesaid to be forfeited, together with the amount previously held thereon, and such forfeited share or shares may be sold at a public sale by the said Directors, after such notice, as they may direct; and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always that, in case the money produced by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus money shall be paid on demand to the owner. 15 20

Proviso.

Recovering calls.

5. Provided always that the Company may, if the Directors think proper, enforce payment of all calls and interest thereon, with costs of suit by action in any competent court; and, in such action, it shall not be necessary to set forth the special matter, but it shall be sufficient for the Company to declare that the Defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more upon one share or more, stating the number of calls and the amount of each, whereby an action has accrued to the Company to recover the same with interest for non-payment; and a certificate under the seal of the Company, and purporting to be signed by one of their officers, to the effect that the defendant is a shareholder, that such call or calls has or have been made, and that so much is due by him shall be received in all courts of law as *prima facie* evidence to that effect. 25 30 35

What only need be averred or proved in an action for calls.

Evidence of by-laws, rules, regulations, minutes or entries.

6. A copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President or Vice-President, or the Manager or Secretary of the Company, and sealed with the corporate seal, shall be received, in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without further proof thereof, and without proof of the official character or signature of the officer signing the same, or of the corporate seal. 40 45

Company may make contracts of fire insurance and

7. The Company shall have power and authority to make and effect contracts of insurance with any person or persons, firm, body politic or corporate, against loss or damage by fire in Canada on any houses, stores or other buildings whatsoever, and in like manner on any goods, chattels, or personal estate whatsoever, for such time or times, and for such premiums or considerations, and under such modifications and restrictions, and upon such conditions as may be bargained and agreed upon or set forth by and 50 55

between the Company and the assured. And also to carry on the business of life insurance in all branches and modes of conducting the same, and on any plan or principle as the Board of Directors may determine and direct, including the granting of endowments and reversionary annuities, and to buy, sell, grant and otherwise acquire and otherwise dispose of annuities and endowments of every description, whether of reversion, remainder, annuities, life policies or otherwise and generally to enter into any transaction depending upon the contingency of life, and all other transactions usually entered into by life insurance companies or associations. And the said Company shall also have power to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; or to insure any other insurance company against any loss or risk which such other insurance company may have incurred in the course of their business. And generally to do and perform all other necessary matters and things connected with and proper to promote those objects.

Life insurance

Re-insurance,

8. For all or any of the purposes aforesaid, it shall be lawful for the Directors of the said Company, to establish agencies, for the carrying on of the business of the Company at any place in Canada and in so doing to appoint and from time to time remove such agents and local boards as they, in their discretion, may deem advantageous to the interests of the said Company, and to remunerate such agents and local boards and invest them with such powers as they may deem necessary.

Agencies and local boards.

9. It shall be lawful for the said Company to commence the business of fire insurance so soon as they shall have complied with the requirements of the Act respecting Insurance Companies, 31 Vict., ch. 48, and its amendments, with regard to fire insurance companies and have obtained from the Minister of Finance the necessary license. And afterwards, when the Directors shall think proper, and when the Company shall have complied with the requirements of the said Act, and amendments with regard to life insurance companies and have obtained from the Minister of Finance the necessary license, it shall then be lawful for them to commence the business of life insurance: Provided that so soon as the said Company shall commence the business of life insurance, separate books of accounts shall be opened and kept for all transactions connected with that branch of the business of the Company; and the funds pertaining to the said branch shall be kept distinct and separate from those pertaining to the fire business of the Company; and the funds derivable from the said life branch shall not be applicable to, nor liable for, any losses or claims whatsoever that may happen in the fire branch; and in like manner the accounts in the fire branch shall be kept distinct and separate from those of the life branch, and the funds of the same shall not be applicable to, nor liable for, any losses or claims whatsoever arising in the life branch.

Power to commence fire business and

Afterwards life business.

Provido.

Separate accounts to be kept for the Life and Fire branches.

The funds of one branch not to be applicable nor liable for claims on the other branch.

10. The said Company shall have power to acquire and hold for the purposes of its business, such real estates in the Dominion of Canada, not exceeding in annual value the sum of ten thousand dollars, to sell the same and buy others, as the Directors may deem expedient; and the said Company in addition to the above mentioned real estate may purchase and hold such other real estate on which it may hold mortgages or hypothecs, which may be brought to a forced sale; or it may take any real estate, with

Real estate for use of Company.

Power to hold other real estate in certain cases.

**Limitation.** the approval of the majority of the Directors, in payment of any debt due to it in the course of its legitimate business; but the said Company shall sell such real estate, either so purchased or so taken in payment and not required for offices or for the purposes of its business as above provided, within ten years after the same shall have been acquired. 5

**In what securities company may invest its funds.** 11. It shall be lawful for the said Company to invest its funds in the debentures, bonds, stocks or other securities of the Dominion of Canada, or in the securities of any of the Provinces comprising the Dominion, or in the securities of any municipal corporation in the Dominion, or in stocks of banks or building societies incorporated in Canada, or in stock or debentures of companies incorporated in Canada; or to loan its funds on the security of such stocks, bonds or debentures, or on hypothecs or mortgages on real estate in the Dominion of Canada, or on its life policies to the extent of their surrender value; and it shall have power from time to time to dispose of such stocks, bonds or debentures and hypothecs, and replace them by others at the discretion of the Directors. 15

**First Board of Directors shall fix the quorum and procedure of their meetings.** 12. The properties, affairs and concerns of the said Company shall be managed and conducted by a board of nine Directors, one of whom shall be chosen President and one Vice-President, by them, and they shall fix the quorum and procedure of their meetings; which board, in the first instance, and until replaced by others shall consist of the said Jean Baptiste Renaud, Honorable Eugène Chinic, Honorable John Sharples, Philippe Baby Casgrain, John Ross, James G. Ross, Alexandre Le Moine, John Lane and Cirice Têtu, all of the City and District of Quebec. 25

**Head office and branches.** 13. The principal office of the Company shall be in the city of Quebec, but the Company may establish agencies or branch offices in any part of Canada as above provided. 30

**First general meeting of shareholders.** 14. When, and so soon as five hundred thousand dollars of the capital stock shall have been subscribed and fifty thousand dollars of the amount so subscribed paid in, the said Provisional Directors may call a general meeting of the shareholders, at some place to be named in the City of Quebec, giving at least ten days notice thereof in the *Canada Gazette*, and also in a daily French newspaper and a daily English newspaper, published in the City of Quebec; at which general meeting the shareholders present in person or by proxy shall elect nine Directors in the manner and qualified as hereinafter provided, who shall constitute a board of Directors, and shall hold office until the annual general meeting in the year following their election. 40

**Notice.**

**Election of Directors.**

**Annual general meeting.** 15. The annual general meeting of the shareholders shall be held on the first Tuesday in February in each year, or if that be a holiday, on the next succeeding day not being a holiday, at the hour of two of the clock in the afternoon; at which meeting shall be submitted a statement of the affairs of the Company. The annual election of Directors shall take place at this meeting by ballot, which shall be kept open from two to three o'clock of the said afternoon, at the expiration of which time it shall be closed, and when so closed no person shall have a right to vote on any pretence whatever; and the nine persons who shall have the greatest number of votes at any such election shall be Directors, 50

**Statement of affairs.**

**Annual election of Directors.**

**Ballot.**

**Nine Directors**

except as hereinafter directed, and if two or more persons have an equal number of votes in such a manner that a greater number of persons than nine shall appear to be chosen as Directors, then the Directors who shall have the greater number of votes, or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number of nine; and no person shall be eligible to be or shall continue as Director, unless he shall hold in his name and for his own use, stock in the said Company to the amount of fifty shares and shall have paid all calls made and due upon his stock.

Case of  
equality of  
votes.

Qualification  
of Directors.

16. Special general meetings of the shareholders may be called for any day not a holiday, by order of the President, or, in his absence, of the Vice-President, or on the requisition of at least ten shareholders, representing not less than one thousand shares of the capital stock of the Company; and on such requisition the Directors shall be bound to call the meeting within the time specified therein.

Special general  
meetings.

17. All general meetings of shareholders, whether for the annual election or special or other, shall be held in such place in the City of Quebec, as the Directors may select and indicate; and notices of all such meetings shall be given by advertisement during the ten days preceding the day fixed for the meeting in a daily English newspaper, and a daily French newspaper published in the City of Quebec. The *quorum* at all such meetings shall consist of twelve shareholders duly qualified to vote. At all such general meetings whether for the annual election or for any other purpose each shareholder shall be entitled to give one vote for every share held by him absolutely and in his own name for not less than thirty days prior to the said meeting, upon which all calls then due have been paid up; such votes may be given in person or by proxy, the holder of such proxy being himself a shareholder qualified to vote, and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote in case of an equality of votes: Provided that no salaried employee of the Company shall have right to vote.

General meet-  
ings.

Where held.  
Notices.

Quorum.  
Voting.

Proviso.

18. In case it should at any time happen that an election of Directors of said Company should not be made on the day appointed, it shall be lawfully held on any other subsequent day appointed by the Directors for the time being; and they shall so continue in office until a new election is made.

Provision in  
case of failure  
to hold elec-  
tion.

19. And if any vacancy should at any time happen amongst the said Directors, such vacancy shall be filled for the remainder of the year by the remaining Directors or the majority of them, electing in such place or places a shareholder or shareholders eligible for such an office.

Vacancies  
how filled.

20. Each shareholder shall be individually liable to the creditors of the Company, to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities thereof, but no further; but shall not be liable to an action therefor by any creditor before the state of insolvency of the Company be proved; and the shares shall be deemed personal estate.

Liability of  
Shareholders.

**Transfer of shares.** **21.** No transfer of any shares of the stock of the said Company shall be valid until entered in the books of the said Company according to such form as may, from time to time be fixed by the Directors; and until the whole of the capital stock of the said Company is paid up it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided that no transfer of stock shall at any time be made until all calls due thereon have been paid in. 5

**Company not liable in respect of trusts.** **22.** The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any share; and the receipt of the shareholder in whose name the same may stand in the books of the Company, shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such share, and his signature will suffice for any transfer of such share or other thing concerning such share, whether or not such notice of such trust shall have been given the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt or transfer. 10 15

**Trustees, &c., may vote as shareholders.** **23.** Every person holding stock in the Company as an executor, administrator, tutor, curator, guardian or trustee, shall represent the stock in his hands, at all meetings of the Company, and may vote accordingly as a shareholder; and every person who pledges his stock may nevertheless represent the same at all such meetings and vote accordingly; but no such executor, administrator, tutor, curator, guardian or trustee, shall be personally subject to liability as a shareholder; and no person holding such stock as collateral security shall be personally subject to such liability, but the person pledging such stock shall be considered as holding the same, and shall be liable as shareholder accordingly. 20 25

**But not personally liable.**

**Participation in profits by policy holders.** **24.** It shall be lawful for the Directors to return to the holders of the policies or other instruments, such part or parts of the profits of the Company in such parts, shares and proportions, and at such times and in such manner as the said Directors may deem advisable; and to enter into obligations so to do, either by endorsements on the policies or otherwise: Provided always that such holders of policies or other instruments shall not be held to be in anywise answerable for the debts or losses of the Company, beyond the amount of the premium or premiums which may have been actually paid up by him, her or them. 30 35

**Proviso.**

**Powers of Directors.** **25.** The Directors of the Company shall have full power in all things to administer the affairs of the Company, and may from time to time, if they deem advisable, make by-laws, not contrary to law nor to this Act, for the conduct in all particulars of the affairs of the Company and the remuneration of the Directors, and may, from time to time, repeal, amend or re-enact the same; but every such by-law, and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company, duly called for that purpose, shall only have force until the next annual meeting of the Company; and in default of confirmation thereat, shall at and from that time only, cease to have force. 40 45 50

**By-laws.**

**Altering by-laws.**

**Transmission of shares--proof required in certain cases.** **26.** The transmission of the interest in any share of the capital stock, in consequence of the marriage, death, bankruptcy or insolvency of a shareholder, or by any other lawful means than an

ordinary transfer, shall be authenticated and made in such form, by such proof, with such formalities and generally in such manner as the Directors shall from time to time require, or by any by-law, may direct; and in case the transmission of any share of the  
 5 capital stock of the Company shall be by virtue of the marriage of a female shareholder, it shall be competent to include therein a declaration to the effect that the share transmitted is the sole property and under the sole control of the wife, and that she may receive and grant receipts for the dividends and profits accruing  
 10 in respect thereof, and dispose of and transfer the share itself, without requiring the consent or authority of her husband; and such declaration shall be binding upon the Company and the parties making the same, until the said parties shall see fit to resolve it by a written notice to that effect to the Company; and  
 15 the omission of a statement in any such declaration that the wife making the same, is duly authorised by her husband to make the same, shall not cause the declaration to be deemed either illegal or informal,—any law or usage to the contrary notwithstanding.

Transmission by marriage of female shareholders.

27. If the Directors of the Company shall entertain doubts as  
 20 to the legality of any claim to and upon such share of stock, it shall be lawful to the Company to make and file in the Superior Court, at Quebec, a declaration and petition in writing addressed to the said court, or to one judge thereof, setting forth the facts and praying for an order or judgment adjudicating or awarding  
 25 the said share to the party or parties legally entitled to the same, and by which order or judgment the Company shall be guided and held fully harmless and indemnified, and released from all and every other claim for the said share, or arising therefrom: Pro-  
 30 vided always that notice of such petition shall be given to the party claiming such share, who shall, upon the filing of such petition, establish his right to the several shares referred to in such petition; and the delays to plead and all other proceedings in such cases shall be the same as those observed in interventions in cases pending before the said Superior Court: Provided also that,  
 35 unless the said court or judge otherwise orders, the costs and expenses of procuring such order and adjudication shall be paid by the party or parties to whom the said shares shall be declared lawfully to belong; and such shares shall not be transferred until such costs and expenses be paid, saving the recourse of such party  
 40 against any party contesting his right.

Proceeding in case of doubt as to title to such share.

Proviso.

Proviso.

28. Any person, who, as Secretary, Clerk or other Officer of the  
 Company shall be guilty of any designed fraud or falsehood, in  
 any matter or thing pertaining to his office or duty, shall be  
 guilty of a misdemeanor; and any person offering to vote in  
 45 person at any election of Directors in the said Company, who shall falsely personate another or who shall falsely sign or affix the name of any other person, a member of the Company, to any appointment of a proxy, shall be guilty of a misdemeanor.

Fraud on part of officers of Company to be a misdemeanor.

29. If any fire insurance shall be and subsist in the said Com-  
 50 pany and in any other office, or from and by another person or persons, at the same time on the same thing, the insurance made in and by the said Company shall be deemed and become void; unless such double insurance subsist with the consent of the Directors, signified by endorsement on the policy, signed by the  
 55 President, Secretary or otherwise, as directed by the Directors or the by-laws and regulations of the Company.

Case of double insurance.

Officers or stockholders competent as witnesses.

30. In all actions, suits and prosecutions, in which the said Company may be at any time engaged, any officer or stockholder in the said Company shall be a competent witness notwithstanding any interest he may have therein.

Names of stockholders.

31. During the hours of business, every stockholder of the said Corporation shall have power to ask and receive from the President, Secretary or other Officer the names of all the stockholders of the said Corporation and the number of shares held by each of them. 5

Actions between Company and shareholders.

32. Any description of action may be prosecuted and maintained between the Company and any shareholder thereof, and no shareholder, not being himself a party to such suit shall be incompetent as a witness therein. 10

Act 31 V., ch. 48, to apply.

33. The Act thirty-first Victoria, chapter forty-eight, intituled "An Act respecting Insurance Companies," as amended by the Act thirty-fourth Victoria, chapter nine, shall apply to this Act, and the Company therein mentioned. 15

1st Session, 3rd Parliament, 37 Victoria, 1874.



An Act to incorporate the Quebec Fire and Life Insurance Company.

Received and read, first time, Friday, 24th April, 1874.

Second reading, Monday, 27th April, 1874.

HON. MR. TRUDEL

OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street. 1874.

## BILL.

An Act to amend the Act to incorporate a Company by the name of "*Le Crédit Foncier du Bas Canada*."

**W**HEREAS "*Le Crédit Foncier du Bas Canada*" has by its Preamble, petition prayed that certain amendments may be made to its Act of incorporation; 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 Senate and House of Commons of Canada, enacts as follows:—

1. The said Company may have honorary Directors to the number of five, who may be or may not be shareholders in the said Company; these honorary Directors shall be named by the Board of Directors, or by a majority of the Directors present at any meeting of that Board. They may reside either in Canada or elsewhere. The rights and duties of these honorary Directors shall be defined by the Board of Directors. Honorary Directors.
2. The said Company may make loans on the security of immovable property, either for long periods or for short periods, and repayable by periodical payments, either with or without sinking funds, the whole as may be settled by deed between the Company and any borrower. These loans may be made either in coin, in bank notes, legal tender notes, or *lettres de gage* of the Company; and the said Company may exact that the periodical payments falling due to it shall be made in gold. Section twenty-seven of the said Act of Incorporation is hereby repealed. Loans by the Company.
3. In the case of a loan with a sinking fund, the periodical payments shall comprise: Periodical Payments.
  1. Interest on the principal, which shall not exceed eight per cent. *per annum*, reckoned for the whole period of the loan, notwithstanding the periodical payments on account of the said principal.
  2. Expenses of management, which shall not exceed one per cent.
  3. The *bonus* provided for by the sixth section of this Act.
  4. The sinking fund.Section twenty-eight of the said Act of Incorporation, is hereby repealed.
4. The periodical payments shall not in any case be extended over a period of more than fifty years from the date of the deed of loan, with power to the borrower to renew or continue his loan if the Company is satisfied with his securities, as well as to free himself, either in whole or in part, upon such conditions as may be settled by the Board of Directors after written notice given three months in advance. Section twenty-nine of the said Act of Incorporation is hereby repealed. Duration of Loans.

Payments  
by anticipa-  
tion.

5. In all cases of payment by anticipation, for any reason whatsoever, the Directors may determine the conditions of such payment, so that the Company may not suffer damage in consequence of such payment by anticipation. Section thirty-one of the said Act of Incorporation is hereby repealed.

5.

Bonus.

6. It shall be lawful for the Company to deduct previously from the amounts of its loans a *bonus*, which shall not at any time exceed two per cent., which *bonus* may be retained at the outset or distributed over the whole period for which the loan is made, as may be settled in the deed between the Company and the debtor. Every debtor who shall fail or neglect to make his periodical payments as they fall due, shall pay, if required by the Company, a fine, which shall be fixed either by the by-laws of the Company or by the deed between the Company and the debtor.

15.

Fines.

Forced sales of  
property  
hypothecated  
to Company.

7. In case of the forced sale by reason of insolvency or licitation, or other sale by authority of justice, of any immovable property, or of part of any immovable property, hypothecated to the Company as security for any of its claims, the whole of the amount due to the Company shall, if the Company consent thereto in writing, become due and demandable in one payment; and in that case the Company may file its claim and receive at once and subject to such indemnity as the Directors may fix for the balance of time to run until the accruing due of the last periodical payment, the whole amount stipulated for in the deed between the Company and the debtor; and if the Company does not consent to receive at once the whole amount of its claim, then such forced sale by reason of insolvency or licitation, or other sale by authority of justice, shall not cause the whole amount of the claim of the Company to become due immediately; nevertheless it shall always be lawful for the assignee or other person effecting such sale to sell such immovable property subject to the rights and claims of the Company.

No stamp  
duties on  
*lettres de gage*.

8. The *lettres de gage* of the Company shall not be subject to stamp duties.

Company may  
take deeds of  
sale, &c.

9. The Company may, if it thinks fit, take a deed of sale of any immovable property which it is desirous of having pledged to it as security in any transaction made or to be made, and that subject to such clauses and conditions of lease and of reconveyance as may be settled in the deed between the Company and its debtor, the clauses of such deed being indispensable and not comminatory. The Company may possess any immovable property so acquired during the whole of the time stipulated in the deed between it and its debtor; but if the Company finally becomes the actual owner of any such immovable property unconditionally, it shall dispose thereof within five years, as provided for by section fifty-five of the said Act of Incorporation.

Secretary and  
Assistant-Sec-  
retaries.

10. It shall be lawful for the Directors to appoint a secretary, and one or more assistant secretaries, and to determine their duties, their pay, and their continuance in their offices.

Power to  
Directors to

11. In case of the destruction by fire of buildings or of part of buildings insured for the benefit of the Company, or of damage

thereto caused by water or by fire, the Company may, but shall not be obliged to, settle or compromise with the insurance company, without the consent or concurrence of the insured, for all claims on account of such losses, and damages, and may also receive from such insurance company all sums of money falling due by reason thereof; and in any case any receipt given by the Company shall be a good and valid discharge in favor of such insurance company for any sum which the Company may receive.

settle with  
Insurance  
Companies.

12. The Company shall not be in any way responsible to any of its debtors, or the representatives of any of its debtors for any delay in renewing or neglect to renew any insurance, nor for any loss that may ensue either from the failure of any insurance company of its choice, or from the non-fulfilment, in whole or in part, of the undertakings or obligations of such insurance company.

Limitation of  
liability of  
Company with  
respect to  
insurances.

13. The capital stock of the Company shall be two million dollars, with power to increase it to five million dollars, and shall be divided into shares of one hundred dollars each. Section three of the said Act of Incorporation is hereby repealed.

Joint stock of  
the Company.

14. When a loan has been granted for building upon or otherwise improving an immovable, if the borrower for one reason or another suspends his works or improvements it shall be lawful for the Directors at any time when they shall judge that a reasonable and sufficient delay has been allowed, to cause the works or improvements to be continued to the best of their ability and at the expense of the borrower. In case there is not, to the credit of the borrower, a sum sufficient for the completion of the works, so that the Company may draw from the immovable hypothecated to the Company, an income sufficient to meet the payments agreed upon it shall be lawful for the Directors if they find it is desirable and for the interest of the Company so to do, to loan and advance, in addition to the amount lent originally, any other sums of money necessary for the completion of such works. All sums of money thus or otherwise advanced shall be repayable on demand by the borrower, with an additional commission of one per cent. per month by way of compensation for the trouble and risk incurred by the Company, or else, if the Directors prefers it, such sums so advanced by the Company shall be repayable at the same rate and on the same terms and conditions as the original loan.

Sums of  
money  
advanced for  
completion of  
works to bear  
the same rate  
of interest as  
loans.

2. In the same way when any privileged or hypothecary claim whatever having precedence of that of the Company, falls due, and if the borrower is unable to meet it, that is to say, if he is sued, or threatened with a suit, or if he cannot pay the principal or the interest due on such claim, it shall be lawful for the Directors if they think proper, to pay such debt; and all sums of money so paid shall, produce of right subrogation in favor of the Company to the rights of the creditor, and shall, like those mentioned in the next preceding section, be subject to the same conditions, *bonus*, &c., as the original loan, and the Company shall have the right to cause a memorial of all sums so advanced and of all sums advanced under the next preceding section to be prepared; which memorial shall be deemed to form part of the principal obligation; and the Company shall also have the right to cause such memorial to be registered, in the same way as if such memorial had been agreed to and signed by the borrower.

Provision for case of the deterioration of property hypothecated to the Company.

15. If the Directors are of opinion at any time that a borrower from the Company has diminished the value of the immovable property hypothecated or sold by him to the Company, or allowed it to be diminished (either in respect of the value of the buildings thereon erected, or in respect of the soil itself, or in respect of any improvements thereon or thereof generally whatsoever), so as to compromise wholly or partly the security of the Company for the payment of its claim, in principal, interest, &c., the Company may exact payment in one sum of the whole of the balance due on the obligation of such borrower to the Company, including interest, &c., for the whole duration of the loan, without any indemnity whatever for the balance of the time to run on such obligation, except such as the Directors may think proper to grant him; and the whole without prejudice to any other recourse authorized by the law of the Province in which such immovable property so deteriorated may be situate.

2. Or, if the Directors prefer it, they may cause the repairs, improvements or other works generally whatsoever by them deemed necessary for the preservation of sufficient security (that is to say, double security), for the claim of the Company to be made, and may make the borrower pay the cost thereof.

3. All sums of money paid in this way on account of any borrower shall be debited to him, and shall bear interest, *bonus*, &c., at the same rate as the principal obligation, and shall be repayable on demand or otherwise, at the option of the Directors according to the tenor and conditions of paragraph two of section fourteen of this Act.

No delay.

16. No court of justice shall grant any delay for any periodical payment agreed upon; and no such payment shall be prevented by any opposition.

Rights of bearers of *lettres de gage*.

17. Bearers of *lettres de gage* shall have no other right of action for the recovery of principal or interest due to them than such as they may exercise directly against the Company, as provided for in section twenty-one of this Act.

Deposits of certain funds legalized.

18. Funds belonging to persons legally incapacitated from acting for themselves may either be deposited with the Company or invested in the purchase of *lettres de gage* of the Company, and so may disposable capital belonging to public institutions or institutions of public utility.

Transfer of *lettres de gage*.

19. *Lettres de gage* payable to order shall be transferable by indorsement, without any other warranty on the part of the indorser than that he is the holder thereof in good faith.

Duty of borrowers in certain cases.

20. Every debtor to the Company shall be bound to give it notice in writing, to the address of the cashier, within one month:—1st, of any total or partial alienations that he may have made; 2nd, of any deteriorations that his property may have undergone; 3rd, of any occurrence affecting his possession or his right of property which may also affect the interests of the Company. If any of such things are, in the opinion of the Directors, of a nature to compromise the interests of the Company, the Company may exact payment in full of the whole sum mentioned in the deed of loan, and that subject to such indemnity as the Directors may allow for the remainder of the time to run, if they think proper to allow any such indemnity.

2. In like manner, the whole amount of the loan shall become due and demandable in one payment, and without indemnity for the remainder of the time to run, in case of any concealment by the borrower of any thing that may create an hypothec on the property given as security.

21. Any *lettre de gage*, or any coupon for interest attached to any *lettre de gage*, not paid at maturity may be protested for non-payment; and copies of such *lettre de gage* or coupon, and of the protest thereof, may be sent to the Minister of Finance.

Case of non-payment of *lettres de gage* or coupons provided for.

10 2. On receipt of any such copies the Minister of Finance shall order the Company, by a notice which shall be served at the office of the Company by a literate person, to pay such *lettre de gage* or coupon; and he shall warn the Company that if the amount due on such *lettre de gage* or coupon be not paid (with costs of protest and postages and interest at the rate of six per cent. per annum, reckoning from the date of the protest) within ten days from the date of the service of such notice, he the said Minister of Finance will dissolve the said Company unless he is convinced that the Company has a valid excuse to make.

20 3. The person who serves the notice shall swear to its delivery before a justice of the peace.

4. On receipt of the affidavit of service, if the Company is still in default, and if the Minister of Finance is not convinced that it has a valid excuse to make, the Secretary of State shall, by order of the Governor, appoint a receiver.

25 5. When a receiver shall have been appointed as aforesaid he shall be considered in law as having been substituted in fact to the said Company, with all its rights, titles and actions, and may act in all matters and things as the said Company itself would have had a right to act.

30 6. And in case of the refusal of the Directors of the said Company to submit to the decision of the Minister of Finance appointing such receiver, the Minister of Finance shall, without delay, take proceedings to obtain in due course of law, the decision of a competent court of law as to the validity of the pretensions of the said Directors; and during the pendency of the proceedings for that purpose the said receiver shall be the lawful trustee of the property of the Company, in order that the interests of the Company and of all other parties concerned may be protected.

40 7. It shall be the duty of such trustee or receiver to make himself acquainted with the state of the affairs of the Company, and to consult with the cashier of the Company as to the best means of using its credits and other resources for the settlement of its difficulties.

45 8. The functions of the receiver shall cease as of course as soon as all claims against the company have been settled. On the cessation as aforesaid of the functions of the receiver, he and the cashier of the Company shall jointly transmit to the Minister of Finance, a complete statement in detail of the affairs of the Company, and the Company shall be as of course restored to its rights and resume the management of its own affairs.

22. The annual general meeting of the shareholders of the Company shall be held on the fifteenth day of January in each year, or on the next following juridical day.

Annual General Meetings.

55 23. Money received in deposit by the Company may be invested, lent and employed in any way whatsoever, according as the Company may deem expedient and advisable.

Use of money deposited.

Inconsistent  
clauses  
repealed.

24. Every section and provision of the Act of incorporation of the said Company inconsistent with this Act is hereby repealed; and this Act shall be construed as forming to all interests and purposes part of the said Act of incorporation.

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1st Session, 3rd Parliament, 37 Victoria, 1874,

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**F.**

BILL.

An Act to amend the Act to incorporate a Company by the name of "*Le Crédit Foncier du Bas Canada*."

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Received and read, first time, Monday, 27th April, 1874.

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Second reading, Tuesday, 28th April, 1874.

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Hon. Mr. BUREAU.

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OTTAWA :

Printed by I. B. TAYLOR, 29, 31 and 33 Rideau Street  
1874

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## BILL.

### An Act to incorporate "The Anglo-Canadian Mortgage and Investment Company (Limited)."

WHEREAS the persons hereinafter named, have by their <sup>Preamble.</sup> petition represented that advantage would result to the public from the formation of a Company with sufficient capital for the making of loans upon mortgage of real and personal estate, and upon other securities, and for investment otherwise, as hereinafter mentioned, and have prayed for the passing of an Act of incorporation of such a Company for such purposes; 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 Senate and House of Commons of Canada, enacts as follows:—

1. Sir Leopold G. Heath, K.C.B., George Latham Browne, Alexander Rivington, Sir Keith Jackson, Baronet, The Honorable James Cox Aikins, John Stuart, M. P., and all and every other person and persons, body and bodies politic and corporate, who shall from time to time be possessed of any share or shares in the undertaking hereby authorized to be carried on, shall be, and they are hereby constituted a body politic and corporate, under the name of "The Anglo-Canadian Mortgage and Investment Company (Limited)."

2. The said above named persons shall be the Provisional Directors of the Company, and shall hold office as such, until Directors of the Company are elected as hereinafter provided.

3. The Company are hereby empowered to lay out and invest their capital, in the first place, in paying and discharging all costs, charges and expenses incurred in applying for and obtaining this Act, and all other expenses preparatory or relating thereto; and the remainder of such capital, or so much thereof as may from time to time be deemed necessary, in the manner, and for the purposes hereinafter mentioned, that is to say: the Company may, from time to time, lend and advance money, by way of loan or otherwise, for such periods as they may deem expedient, on any real or personal security, or both, or on the public securities of the Dominion, or on security of the debentures of any corporation, issued under or in pursuance of any statutory authority, or of the stock or shares of any incorporated Bank in this Dominion, and upon such terms and conditions as to the Company shall seem satisfactory or expedient, and may acquire, by purchase or otherwise, mortgages of real estate, and real and personal securities and evidences of debt (other than the stocks of incorporated Companies), and debentures of Municipal or other Corporations issued under any statutory authority, and may re-sell the same as they may deem advisable, with power to do all acts that may be necessary for advancing such sums of money and for receiving and obtaining

repayment thereof, and for compelling the payment of all interest (if any) accruing from such sums so advanced, and the observance and fulfilment of any conditions annexed to such advance, and the forfeiture of any term or property consequent on the non-fulfilment of such conditions or for delay of payment, and to give 5 receipts, acquittances and discharges for the same, either absolutely and wholly or partially, and to execute such deeds, assignments or other instruments as may be necessary for carrying any such purchase or re-sale into effect; and for all and every, and any of the foregoing purposes, and for every and any other purpose in this Act 01 mentioned or referred to, the Company may lay out and apply the capital and property, for the time being, of the Company, or any part thereof, or any of the moneys authorized to be hereafter raised or received by the Company in addition to their capital for the time being, with power to do, authorize and exercise all acts and 15 powers whatsoever in the opinion of the Directors of the Company, requisite or expedient to be done or exercised in relation thereto.

Company may lend money and recover the same, either on their own behalf or as agents for others.

4. The Company are hereby empowered to act as an Agency Association, and for the interest, and on behalf of others, who shall entrust them with money for that purpose, and either in the name 20 of the Company or of such others, to lend and advance money to any person or persons, upon such securities as are mentioned in the last preceding section, or to any body or bodies corporate whomsoever, or to any municipal or other authority, or any Board or body of Trustees, or Commissioners whatsoever, upon 25 such terms and upon such security as to the Company shall appear satisfactory, and to purchase and acquire mortgages, real and personal securities, debentures of Municipal or other Corporations, the stock of incorporated banks, and other securities and evidences of debt, and again to re-sell the same—and the conditions and 30 terms of such loans and advances, and of such purchases and re-sales may be enforced by the Company for their benefit, and for the benefit of the person or persons, or Corporation for whom such money has been lent and advanced, or purchase or re-sale made; and the Company shall have the same power in respect of such 35 loans, advances, purchases and sales as are conferred upon them in respect of loans, advances, purchases and sales made from their own capital; and they may also guarantee either the repayment of the principal or interest, or both, of any moneys entrusted to the Company for investment, and for all and every, and any of the 40 foregoing purposes may lay out and employ the capital and property, for the time being, of the Company, or any part of the moneys authorized to be hereafter raised by the Company, in addition to their capital for the time being, or any moneys so entrusted to them as aforesaid, and to do, assent to, and exercise all 45 acts whatsoever, in the opinion of the Directors of the Company, for the time being, requisite or expedient to be done in regard thereto.

And may guarantee repayment if they see fit.

Expenses incidental to loans.

5. It shall be lawful for the Company, instead of requiring from the borrower the payment of the expenses incidental to any loan 50 at the time the loan is advanced, to give such time for payment of the same as they may be advised, and to add the same to the principal or interest secured by any mortgage or other security securing the loan.

Borrowing powers of company and

6. The Directors may from time to time, with the consent of 55 the Company in general meeting, borrow money on behalf of the

Company, at such rates of interest and upon such terms as they may from time to time think proper; and the Directors may for that purpose execute any mortgages, bonds or other instruments, under the common seal of the Company, for sums of not less than 5 one hundred dollars each, or assign, transfer or deposit, by way of equitable mortgage or otherwise, any of the documents of title, deeds, muniments, securities or property of the Company, and either with or without power of sale or other special provisions as the Directors shall deem expedient, provided that the aggregate 10 of the sum or sums so borrowed shall not at any time exceed the amount of the subscribed capital of the Company for the time being not paid up; and no lender shall be bound to enquire into the occasion for any such loan, or into the validity of any resolution authorizing the same or the purpose for which such loan is 15 wanted.

securities to be given by them.

7. The Company may hold such real estate as may be necessary for the transaction of their business, not exceeding in yearly value the sum of ten thousand dollars in all, or as being mortgaged or hypothecated to them, may be acquired by them for the protection 20 of their investment, and may from time to time sell, mortgage, lease or otherwise dispose of the same: Provided always that it shall be incumbent upon the Company to sell any real estate acquired in satisfaction of any debt within five years after it shall have fallen to them, otherwise it shall revert to the previous 25 owner, or his heirs or assigns.

Power to hold real estate.

8. The Company may charge such commission to the lender or borrower, or both, upon the moneys invested on their behalf as they may deem advisable, or as may be agreed upon between them.

Company may charge commission.

9. The Company may stipulate for, take, reserve and exact any rate of interest or discount that may be lawful in the place where the contract for the same shall be made, and shall not in respect thereof be liable for any loss, penalty or forfeiture on any account whatever, and may also receive an annual payment on any loan 35 by way of a sinking fund for the gradual extinction of such loan upon such terms and in such manner as may be regulated by the by-laws of the Company.

Company may recover any lawful rate of interest agreed for.

10. A register of all securities held by the Company shall be kept; and within fourteen days after the taking of any security 40 an entry or memorial specifying the nature and amount of such security, and the names of the parties thereto, with their proper additions, shall be made in such register.

Register of securities.

11. The capital of the Company shall be one million, two hundred and fifty thousand dollars, in shares of fifty dollars 45 each, of which ten per centum shall be paid in before the actual transaction of business is proceeded with; but it shall be lawful for the said Company by a resolution passed at the first or any other general meeting of the shareholders to increase the capital stock from time to time as may be deemed expedient to any 50 sum not exceeding the sum of five million dollars, and to raise the amount of the said new stock, either by distribution among the original shareholders, or by the issue of new shares, or partly in one way and partly in the other; and the said new stock shall be subject to all such incidents, both with reference to the payment

Capital and number of shares.

of calls and forfeiture, and as to the powers of lending and borrowing, or otherwise, as the original stock.

- Shares to be personal estate.      **12.** All shares in the capital of the Company shall be personal estate and transmissible as such.
- Extent of liability of shareholders.      **13.** No member of the Company shall be liable for or be charged **5** with the payment of any debt or obligation of, or demand due from the Company, beyond the amount unpaid on any shares in the capital of the Company held by him.
- Stock Register to be kept.      **14.** The Company shall keep in a book or books, a stock register, and therein shall be fairly and distinctly entered from **10** time to time the following particulars:—The names and addresses and the occupations, if any, of the members of the Company, and the number of shares held by each member, and the amount paid or agreed to be considered as paid on the shares of each member.
- Who to be deemed members.      **15.** Every person who agrees to become a member of the **15** Company, and whose name is entered on the stock register, shall be deemed to be a member of the Company.
- Stock register to be evidence.      **16.** The stock register shall be *prima facie* evidence of any matters by this Act directed or authorized to be inserted therein.
- Notices of trusts not to affect company.      **17.** Notice of any trust expressed, implied or constructive, **20** whether entered on the books of the Company or not, shall not in any way affect the Company.
- Allotment of shares.      **18.** Where any person makes application in writing, signed by him, for an allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be **25** deemed conclusively to have agreed to become a member of the Company in respect of the shares so allotted, and he shall be entered on the stock register in respect thereof accordingly.
- Limitation.      **19.** No person shall hold more than one thousand shares in the **30** Company.
- Certificate of shares.      **20.** Every member of the Company shall, on payment of twenty-five cents or such less sum as the Directors shall prescribe, be entitled to receive a certificate under the common seal of the Company, specifying the share or shares held by him, and the amount paid up thereon; and on evidence to the satisfaction of **35** the Directors being given that any such certificate is worn out, destroyed or lost, it may be renewed on payment of the sum of twenty-five cents, or such less sum as the Directors shall prescribe; such certificate shall be *prima facie* evidence of the title of the member therein named, to the share or shares therein **40** specified.
- As to joint shareholders.      **21.** If any share stands in the name of two or more persons, the first named in the register of such persons shall, as regards voting at meetings, receipt of dividends, service of notices, and all other matters connected with the Company (except transfer), be **45** deemed the sole holder thereof; no share in the Company shall be sub-divided.
- Calls on shares      **22.** The Directors may, from time to time, make such calls upon the members in respect of all moneys unpaid upon their respective shares as they shall think fit, provided that twenty-one **50** days at the least before the day appointed for each call, notice thereof shall be served on each member liable to pay the same;

but no call shall exceed the amount of five dollars per share, and a period of three months at the least shall intervene between two successive calls.

23. Each member shall be liable to pay the amount of any call Liability to pay calls. so made upon him to such person, and at such time and place as the Directors shall appoint.

24. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed; and if a shareholder shall fail to pay any call due from him, before or on the day appointed for payment thereof, he shall Interest on calls overdue. be liable to pay interest for the same, at the rate of ten per cent. per annum, or at such other less rate as the Directors shall determine, from the day appointed for payment to the time of actual payment thereof.

25. The Directors may, if they think fit, receive from any member willing to advance the same, all, or any part of the amounts due on the shares held by such member, beyond the sums then actually called for; and upon the moneys so paid in advance, or so much thereof as shall from time to time exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay interest at such rate not exceeding six per cent. per annum, as the member paying such sum in advance and the Directors shall agree upon. Payment in advance on shares.

26. There shall be a book called the Register of Transfers provided, and in such book shall be entered the particulars of every transfer of shares in the capital of the Company. Register of transfers.

27. No transfer of shares shall be made without the consent and approval of the Directors. Consent to transfers.

28. Every instrument of transfer of any share in the Company shall be executed by the transferer and transferee, and the transferer shall be deemed to remain the holder of such share, and a member of the Company in respect thereof, until the name of the transferee shall be entered in the Stock Register in respect thereof. Execution of transfers.

29. The Directors of the Company shall have power to prescribe the form for the transfer of shares. Form of transfer.

30. The Directors may decline to register any transfer of shares belonging to any member who is indebted to the Company. Power of directors.

31. The executors or administrators of any deceased member shall be the only persons recognized by the Company as having any title to his share. Shares of deceased members.

32. Any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member, or in consequence of the marriage of any female member, may be registered as a member, upon such evidence being produced as shall from time to time be required by the Directors, and on production of a request, in writing, in that behalf, signed by him (his signature being attested by at least one witness), which shall be conclusive evidence of his having agreed to become a member. Titles to shares otherwise than by transfer.

33. Any person who has become entitled to a share in consequence of the death, bankruptcy, or insolvency of any member, or in consequence of the marriage of any female member, may, in- Registration of nominee of shareholder.

stead of being registered himself, elect to have some person, to be named by him, registered as a member in respect of such share.

Transfer to  
nominee.

**34.** The person so becoming entitled shall testify such election by executing to his nominee an instrument of transfer of such share. 5

Evidence in  
support of  
transfer.

**35.** Every such instrument of transfer shall be presented to the Directors, accompanied by such evidence as the Directors may require, to prove the title of the transferrer, and shall be retained by the Company.

Transfer by  
personal repre-  
sentative.

**36.** Any transfer of the share or other interest of a deceased member, made by his personal representative, shall, notwithstanding such personal representative, may not himself be a member, be of the same validity as if he had been a member at the time of his execution of the instrument of transfer. 10

Notice for  
payment of  
calls.

**37.** If any member fail to pay any call on the day appointed 15 for the payment thereof, the Directors may at any time thereafter during such time as the call may remain unpaid, serve a notice on him, requiring him to pay such call, together with any interest that may have accrued due thereon by reason of such non-payment; and such notice shall name a day (not being less 20 than twenty-one days from the date of such notice) and a place on and at which such call and interest, and any expenses that may have been incurred by reason of every such non-payment, are to be paid; and such notice shall also state, that in the event of non-payment at or before the time, and at the place so appointed 25 as aforesaid, the shares in respect of which such call was made will be liable to be forfeited.

Forfeiture of  
share.

**38.** If the requisitions of any such notice are not complied with, any share in respect of which such notice has been given may, at any time hereafter, before payment of all calls, interest, 30 and expenses due in respect thereof, be forfeited, by a resolution of the Directors to that effect.

Disposal of  
forfeited  
shares.

**39.** Every share which shall be so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or otherwise disposed of, upon such terms, in such manner, and to 35 such person or persons as the Company shall think fit.

Liability for  
payment of  
arrears.

**40.** Any member whose shares shall have been forfeited, shall, notwithstanding such forfeiture, be liable to pay to the Company all calls, interest, and expenses owing upon such shares at the time of the forfeiture. 40

Evidence of  
forfeiture.

**41.** A declaration in writing by a Director, or the Manager of the Company, that a call was made and notice thereof duly served, and that default in payment of the call was made in respect of any share, and that the forfeiture of such share was made by a resolution of the Directors to that effect, shall be sufficient evidence of 45 the facts therein stated, as against all persons entitled to such share; and such declaration, and the receipt of the Company for such price of such share, shall constitute a good title to such share, and the purchaser shall thereupon be deemed the holder of such share, discharged from all calls due prior to such purchase, and 50 shall be entered into the Stock Register in respect thereof, and he shall not be bound to inquire or see to the application of the purchase money, nor shall his title to such share be impeached or affected by any irregularity in the proceedings of such sale.

Title to for-  
feited share.

42. The Directors may reserve the issue of any portion of the shares constituting the present capital of the Company until such further time as they shall think expedient, and may issue any portion of them from time to time, as and when they shall think proper.

Reservation of shares.

43. The shares which may be so reserved by the Directors shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by the notice specifying the number of shares to which the member is entitled, and limiting a time within which such offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

Offer of reserved shares to members. Disposal of reserved shares not accepted by members.

44. It shall be lawful for the Company to receive money on deposit, for such periods and at such rate of interest as may be agreed upon; provided that the aggregate amount of such deposits at any time, together with the amount of the mortgages, bonds or other instruments given by the Company remaining unpaid, shall not exceed the amount of the subscribed capital stock of the Company.

Power to receive money on deposit. Proviso.

45. For the purpose of organizing the Company, the Provisional Directors or a majority of them, may cause stock books to be opened after giving due public notice thereof, in which stock books shall be recorded the names and subscription of such persons as desire to become shareholders in the Company; and such books shall be opened in London, England, and elsewhere at the discretion of the said Provisional Directors, and shall remain open so long as they deem necessary.

Opening of stock books.

46. When and so soon as two hundred thousand dollars of the capital stock shall have been subscribed, and at least ten per cent. of the amount so subscribed paid in, the said Provisional Directors may call a general meeting of the shareholders in London, England, or in Hamilton, Canada, giving at least four weeks' notice of the time and place for holding such meeting by publishing the same in some daily newspaper published in London aforesaid, and in the *Canada Gazette*, and also by serving such notice on each shareholder, either personally or by sending the same through the post as hereinafter provided; at which general meeting the shareholders present, or represented by proxy, shall elect seven Directors who shall constitute the Board of Directors and shall hold office until they are re-elected or their successors are appointed at such time and in such manner as may be provided for in the by-laws of the Company.

First general meeting of shareholders.

47. The business of the Company shall be managed by seven Directors, each of whom shall be the holder of at least one hundred shares of the stock of the Company, and by an Executive Committee of at least three in number to be appointed from time to time by the Directors from among such of themselves as shall be resident in the Province of Ontario, who, in addition to the powers and authorities by any Imperial Act of Parliament affecting the Company, or by this Act, or by any other Act of the Parliament of Canada conferred upon them, may exercise all such powers, give all such consents, make all such arrangements and

Powers of directors.

agreements, and generally do all such acts and things as are, or shall be, by any by-laws of the Company or articles of association directed to be authorized, given, made or done by the Company, and are not thereby expressly directed to be exercised, given, made or done by the Company in general meeting, but subject nevertheless to the provisions of such Acts, by-laws and articles, and subject also to such (if any) regulations as may from time to time be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting, shall invalidate any prior act of the Directors, or of the Executive Committee, which would have been valid if such regulation had not been made.

Executive committee.

48. The number of Directors by whom the business of the Company shall be managed, may at any general meeting of the Company be increased to any number not exceeding fifteen, and the Company shall have power at any general meeting to appoint an Executive Committee in each of the other Provinces of the Dominion of Canada with the like powers as shall be possessed by the Executive Committee for the Province of Ontario, or such more limited powers as the Company may at any general meeting direct.

Directors may appoint trustees.

49. The Directors may, from time to time, appoint one or more of any Executive Committee to accept and hold any lands or property in trust for the Company, and to cause all such deeds and things to be made and done as shall be requisite to vest such lands or property in the person so appointed, and they may from time to time remove any such person or persons and appoint another or others instead.

Validity of acts of directors or members of executive committee.

50. The acts of the Directors or of any member of any Executive Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or member of any such Executive Committee, or that they or any of them were or was disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director or member of such Committee.

Indemnity to directors and members of executive committee.

51. Every Director of the Company and every member of the Executive Committee, and his heirs, executors and administrators, and estate and effects respectively, shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Company, from and against all costs, charges and expenses whatsoever, which he shall or may sustain or incur in or about any action, suit or proceeding, which shall be brought, commenced or prosecuted against him, for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and also from and against all other costs, charges and expenses, which he shall sustain or incur, in or about, or in relation to the affairs thereof, except such costs, charges or expenses as shall be occasioned by his own wilful neglect or default.

Directors and members of executive committee to be answerable for their own acts only.

52. Every Director of the Company and every Member of any Executive Committee, and his heirs, executors and administrators, and estate and effects respectively, shall be charged and chargeable only with so much money as he shall actually receive, and shall not be answerable or accountable for his co-directors, or for

the members of any Executive Committee, or any or either of them, but each of them for his own acts, deeds and defaults only, nor shall the Directors be answerable, collectively or individually, for acts or defaults of members of any Executive Committee, or 5 members of any Executive Committee for acts or defaults of the Directors; nor shall the Directors or members of any Executive Committee, or any of them respectively, be answerable or accountable for any person or persons who may be appointed under or by virtue of any such Act, by-laws, or Articles of Association as 10 aforesaid, or otherwise, under and by virtue of the rules and regulations of the Company for the time being in force, to collect or receive any moneys payable to the Company, or in whose hands any of the money or properties of the Company shall or may be deposited or lodged for safe custody, nor for the insufficiency or deficiency of any title to any property which may, from time to time, be purchased, taken or leased, or otherwise acquired by order of the Directors or otherwise, for or on behalf of the Company, nor for the insufficiency or deficiency of any security, 15 in or upon which any of the moneys of the Company shall be invested; nor shall any Director, or member of any Executive Committee be answerable for any loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of the office of such Director or members of any Executive Committee, or in relation thereto, unless the same shall happen through his own 20 wilful neglect or default.

53. The profits of the Company, so far as the same shall extend, shall be divided and disposed of in manner following, *videlicet*: there shall, in the first place, be set apart for the purpose of forming a reserve fund to meet contingencies, or for 30 equalizing dividends, such sum not less in any year than two and a-half per centum upon the net profits of the business of such year, as the Directors shall from time to time think fit, and the residue of such profits shall be divided amongst the members, and in such manner as the Directors, with the sanction of the Company in general meeting, shall determine.

Division of profits of company.

54. The Directors may, from time to time, invest the sum set apart as a reserve fund on such good and convertible securities as they in their discretion may select.

Investment of reserve fund.

55. The Company shall not make any dividend whereby their 40 capital stock will be in any degree reduced.

Dividend not to reduce capital.

56. The Directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company, on account of calls or otherwise.

Deductions from dividends.

57. Notice of any dividend that may have been declared shall 45 be given to each member, and no dividend shall bear interest against the Company.

Notices of dividends.

58. The Company shall at all times have an office in the City of Hamilton, which shall be the legal domicile of the said Company in Canada, and notice of the situation of that office and of 50 any change therein shall be advertized in the *Canada Gazette*, and they may establish such other offices and agencies elsewhere in the Dominion of Canada, as they may deem expedient.

Chief and other offices.

Services upon company.

59. Any summons, notice, order, or other document required to be served upon the Company, may be served by leaving the same at the said office in Hamilton with any grown person in the employ of the Company.

Use of common seal dispensed with in certain cases.

60. Any summons, notice, order or proceeding requiring authentication by the Company may be signed by any Director, member of an Executive Committee, Manager, or other authorized officer of the Company, and need not be under the common seal of the Company, and the same may be in writing or in print, or partly in writing and partly in print.

Service of notices upon members.

61. Notices requiring to be served by the Company upon the members, may be served either personally or by leaving the same for, or sending them through the post, in prepaid letters, addressed to the members at their registered places of abode.

Service of notice by post

62. A notice or other document served by post by the Company on a member, shall be taken as served at the time when the letter containing it would be delivered in the ordinary course of post; to prove the fact and time of service, it shall be sufficient to prove that such letter was properly addressed, and was put into the post-office, and the time when it was put in, and the time requisite for its delivery in the ordinary course of post.

Notices to joint shareholders.

63. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is first named in the stock register; and notice so given shall be deemed sufficient notice to all the proprietors of such share.

Notices binding on transferees.

64. Every person who, by operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice, which, previously to his name and address being entered upon the stock register in respect of such share, shall have been given to the person from whom he shall derive his title.

By-laws.

65. The appointment or election of Directors and officers, and the times, place and mode of calling and holding ordinary and extraordinary or other meetings of the Company, and of the Directors and other officers, and the proceedings at meetings of the Company, and of the Directors, and of the Executive Committees, shall be subject to and regulated by such rules, regulations and provisions, and meetings of the Company, and of the Directors, and of the Executive Committees, shall have such powers, privileges and authorities, as may be set forth and directed in and by by-laws of the Company, passed from time to time at any general meeting of the Company.

Votes and proxies.

66. At all meetings of the Company, each shareholder shall be entitled to give one vote for each share then held by him and so held for not less than twenty days prior to the time of voting. Such votes may be given in person or by proxy, the holder of any such proxy being himself a shareholder. But no shareholder shall be entitled, either in person or by proxy, to vote at any meeting unless he shall have paid all the calls upon all the shares held by him; all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the Chair-

All calls to be paid before voting.

man presiding at such meeting having the casting vote in case of an equality of votes.

67. Provided that if the Company is incorporated in England, as a Company limited by shares under the Imperial Act of Parliament, called "The Companies' Act, 1862," by means of the registration of a memorandum of association, accompanied by articles of association, then the appointment or election of future Directors and other officers, and the times, place and mode of calling and holding ordinary and extraordinary or other meetings of the Company, and of the Directors, and all other things relative to the Company and its business, not expressly in this Act provided for, shall be subject to and regulated by such rules, regulations and provisions; and meetings of the Company and of the Directors shall have such powers, privileges and authorities, as shall be set forth and directed in and by such articles of association, in so far as the same do not conflict with the provisions of this Act, or with the laws of this Dominion.

Provision for the case of the company being incorporated in England.

68. Any such by-laws or articles of association may provide that the whole or any number of the Directors may be resident in Great Britain, or in Canada, as may be most desirable, and may make provision, not inconsistent with this Act, respecting the appointment, tenure of office, duties and powers of Directors, and Executive Committees; and nothing herein contained shall be construed to render it imperative for the Directors to be resident or to hold their meetings in Canada, or to render shareholders resident in Great Britain ineligible as Directors.

What may be provided for by articles of association in that case.

69. In any action to be brought by the Company against any member to recover any money due by him in his character as member for any call, or on any account, it shall not be necessary to set forth the special matter, but it shall be sufficient for the Company to declare that the defendant is a member of the Company, and is indebted to the Company in respect of one call or more, or other money due, whereby an action hath accrued to the Company by virtue of this Act.

Declaration in actions against members.

70. On the trial of any such action for the recovery of money due for a call, it shall be sufficient to prove that the defendant, at the time of the making of such call, was a member of the Company, and that such call was in fact made, and such notice thereof given as is directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon the Company shall be entitled to recover what shall be due upon such call, with interest thereon at the rate aforesaid.

What matters only need be proved in actions for calls.

71. In case any fiat in bankruptcy or proceeding in insolvency shall be taken against any person who shall be indebted to the Company, or against whom the Company shall have any claim or demand, it shall be lawful for any person, who shall from time to time in that behalf be appointed, by writing under the hands of any two or more of the Directors or of an Executive Committee for the time being, to appear, and he is hereby authorized to appear and act on behalf of the Company in respect of any such claims, debt or demand before the Commissioner or assignee or other officer under any such fiat in bankruptcy or proceeding in insolvency, either personally or by his affidavit sworn and exhi-

Who may prove claims in bankruptcy or insolvency.

bited in the usual manner, in order to prove and establish any such debt, claim or demand under such fiat in bankruptcy or proceeding in insolvency; and such person to be so appointed shall, in all such cases, be admitted and allowed to make proof or tender a claim under any such commission or in any such proceeding on behalf of the Company in respect of such debt, claim or demand, and shall have such and the same powers and privileges as to voting in the choice of assignees, and signing certificates and otherwise, in respect of any such debt or claim admitted to be proved on behalf of the Company, as any other person, being a creditor of such bankrupt or insolvent, in his own right would have in respect of the debt proved by him under such fiat in bankruptcy or proceeding in insolvency.

Acts of company's agents valid.

72. Notwithstanding anything in this Act contained, every deed which any person lawfully empowered in that behalf by the Company as their Attorney signs on behalf of the Company, and seals with his seal, shall be binding on the Company, and have the same effect as if it was under the common seal of the Company.

Annual statement to Minister of Finance.

73. The Company shall transmit annually to the Minister of Finance a statement in duplicate, verified by the oath of the President or Manager, setting out the capital stock of the Company, and the proportion thereof paid up, the assets and liabilities of the Company, the amount and nature of the investments made by the Company, both on their own behalf and on behalf of others, and the average rate of interest derived therefrom, distinguishing the classes of securities, the extent and value of the lands held by them, or in respect of which they are acting as agents; and such other details as to the nature and extent of the business of the Company as may be required by the Minister of Finance: provided always that in no case shall the Company be bound to disclose the names or private affairs of any person who may have dealings with them.

Interpretation

74. In this Act the following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject or contest repugnant to such construction, that is to say, the word "Manager" shall include the words Cashier, Secretary, and Clerk; the word "Lands" and the words "real estate" shall extend to messuages, lands, tenements, and hereditaments of any tenure; the expression "the Company" shall mean the Anglo-Canadian Mortgage and Investment Company (Limited), in this Act mentioned and described; the expressions, "the Directors," "Executive Committee," and "the Manager" shall mean the Directors, Executive Committee, and the Manager respectively, for the time being, of the said Company.

"Manager."

"Lands."

"The Company."

"The Directors."  
"Executive Committee."

Interpretation Act to apply.

75. The Interpretation Act shall apply to this Act.

1st Session, 3rd Parliament, 37 Victoria, 1

G

BILL.

An Act to incorporate The Anglo-Canadian Mortgage and Investment Company (Limited).

Received and read, first time, Monday, April, 1874.

Second reading, Friday, 1st May, 1874.

Honorable Mr. ARTHUR

OTTAWA

Printed by I. E. TAYLOR, 29, 31 and 33, Rideau Street, 1874.

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An Act to amend the Act to incorporate the Imperial  
Bank.

**W**HEREAS the Imperial Bank was duly incorporated by an Preamble.  
Act passed in the thirty-sixth year of Her Majesty's reign,  
chaptered seventy-four, and the Honorable James Cox Aikins and  
others, Provisional Directors thereof, have by their petition prayed  
5 the said Act be amended, and the name of the said Bank changed  
that as hereafter mentioned, and that the time limited by the fifth  
section of the said Act, may be extended, and the rights and  
privileges of the said Bank under the said Act of Incorporation  
may be continued: Therefore Her Majesty, by and with the  
10 advice and consent of the Senate and House of Commons of  
Canada, enacts as follows:—

1. The corporate name of the said Bank shall be changed from Name  
that of the Imperial Bank to that of the Imperial Bank of Canada. changed.
2. The time limited by the fifth section of the Act passed in Time ex-  
15 the thirty-sixth year of Her Majesty's reign chaptered seventy- tended.  
four, and intituled an Act to incorporate the Imperial Bank, is  
hereby extended to the further period of twelve months.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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**H**

**BILL**

An Act to amend the Act to incorporate  
the Imperial Bank.

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Received and read, first time, Monday, 27th  
April, 1874.

Second reading, Thursday, 30th April, 1874.

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HON. MR. AIKINS.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street.

1874.

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## BILL.

An Act to authorize corporations and institutions incorporated without the limits of Canada to lend and invest moneys therein.

**W**HEREAS, it would greatly tend to assist the progress of Preamble.  
public works and other improvements now going on within the Dominion of Canada if facilities were offered to institutions and corporations incorporated without the Dominion of  
5 Canada for the purpose of lending moneys, to lend their money within the Dominion, and with that object it is expedient to confer on such institutions and corporations powers to contract, and also to hold as security lands within the Dominion: Therefore Her Majesty, by and with the advice and consent of the  
10 Senate and House of Commons of Canada, enacts as follows:—

1. It shall be lawful for any institution or corporation duly incorporated under the laws of the Parliament of Great Britain and Ireland, or of any other state, for the purpose of lending or investing moneys, on receiving a licence from the Secretary of  
15 State authorizing it to carry on business within the Dominion of Canada, to transact any loaning business of any description whatsoever within the said Dominion of Canada, in its corporate name, except the business of banking, and to take and hold any mortgages of real estate, and any railway, municipal, or other bonds of  
20 any kind whatsoever, and on the security of which it may lend its money, and whether the said bonds form a charge on real estate within the said Dominion or not, and also to hold such mortgages in its corporate name, and to sell and transfer the same at its pleasure, and in all respects to have and enjoy the same powers  
25 and privileges with regard to lending its moneys and transacting its business within the said Dominion as a private individual might have and enjoy.

2. Every company obtaining such licence as aforesaid shall, before the commencement of such business, file in the office of one  
30 of the Superior Courts of Law in the Province of Ontario, if the chief agency of such corporation is to be situate in the Province of Ontario, or if in the Province of Quebec, with the prothonotary of the Superior Court in the district wherein such chief agency is to be established, or if in either of the Provinces of New Brunswick,  
35 Nova Scotia, British Columbia, Manitoba, or Prince Edward Island, as the case may be, in the office of the Supreme Court of the said Province in which such chief agency is to be established, a certified copy of the charter, act of incorporation, or articles of association of such company, and also a power of attorney to  
40 the principal agent or manager of such company, signed by the president or managing director and secretary thereof, and verified as to its authenticity by the oath of the principal agent or

British or foreign money lending corporation may be licensed to carry on its business in Canada.

Formalities to be observed by licensed corporation before commencing its business in Canada.

manager of such company in the Dominion, or by the oath of any person cognisant of the facts necessary for its verification, which power of attorney must expressly authorise such agent or manager as far as respects business done by such agent or manager within the Dominion to accept process in all suits and proceedings 5 against such company in the Dominion for any liabilities incurred by such company herein, and must declare that service of process on such agent or manager for such liabilities shall be legal and binding on such company to all intents and purposes whatever, and waiving all claims of error by reason of such service. 10

Service of process in suits against licensed corporations.

3. After such certified copy of the charter and such power of attorney are filed as aforesaid, any process in any suit or proceeding against such company for any liability incurred in any Province may be served upon such manager or agent in the same manner as process may be served upon the proper officer of 15 any company incorporated in such Province, and all proceedings may be had thereupon to judgment and execution in the same manner as in proceedings in any civil suit in such Province.

Publication of notices of places of business.

4. Every company obtaining such license as aforesaid shall 20 forthwith give due notice thereof in the official gazette and in at least one newspaper in the county, city or place where the principal manager or agent of such company transacts the business thereof, and shall continue the publication thereof for the space of one calender month, and the like notice shall be given 25 when such company shall cease or notify that they cease to carry on business within the Province.

Evidence on which licenses shall be issued.

5. The Secretary of State shall issue such licence as aforesaid on being furnished with evidence of the due incorporation of the company applying for such licence under the laws of the Imperial 30 Parliament of Great Britain and Ireland or of any foreign state, which evidence shall be a certified copy of the charter, act of incorporation or articles of association of such company, and on being furnished with a power of attorney from such company to the person appointed to be the principal agent or manager of such 35 company within the Dominion, under the seal of such company and signed by the president or managing director and secretary thereof, and verified by the oath of an attesting witness, expressly authorizing such agent or manager to apply for such licence, and the fee to be paid by such company on the issuing of such licence 40 shall be *twenty dollars*.

Fee for license.

1st Session, 3rd Parliament, 37 Victoria

BILL

An Act to authorize corporations  
stitutions incorporated without th  
of Canada to lend and invest  
therein.

Received and read first time, Tuesd  
April, 1874.

Second reading, Friday, 1st May, 1874

Hon. Mr. CAMP

OTTAWA:

Printed by T. B. LATOUE, 29, 31, and 33, Ride  
1874.

## BILL.

### An Act to provide for the construction and working of Electric Telegraphs along the lines of certain Railways.

**F**OR the greater protection of passengers and persons employed  
on railway trains from the danger of being killed or maimed  
by the collision of trains; Preamble.

Her Majesty, by and with the advice and consent of the Senate  
and House of Commons of Canada, enacts as follows:—

1. Along the whole of the line of the Grand Trunk Railway and of every railway to which the provisions of "*The Railway Act, 1868*" apply, an electric telegraph shall be constructed, with a branch along every branch of such railway, and with stations and batteries at railway stations at convenient distances from each other, within, Electric telegraphs to be constructed.  
from and after the passing of this Act; 10  
if the railway be now open for the public conveyance of passengers, and before the railway or any portion thereof be opened for the public conveyance of passengers, if the same be not now so 15  
open.

2. Any company owning any such railway may carry its line of electric telegraph across any public road or highway crossed by its railway, by the erection thereon of the necessary posts for sustaining the cords or wires of such line: Provided the same be May be carried across highways.  
not so erected or placed as to incommode the public use of such Proviso. 20  
road or highway, or to impede the free access to any house or other building erected in the vicinity of the same.

3. A competent telegraph operator shall, at all times, be assigned to and on duty at every station of every such electric be employed.  
telegraph and shall be kept provided with all the necessary aids, 25  
materials and appliances for the working of the telegraph.

4. Every such electric telegraph shall be freely used at all necessary times, by night as well as by day, by the Station Master at every railway station at which there is a telegraph station, for Telegraph to  
ascertaining and giving notice of the arrival and departures of 30  
trains, and of any accidents to trains along the line of the railway.

5. Except in cases provided for in the next section, the operator at every electric telegraph station established under this Act shall transmit, in the order in which they are received, all dispatches Order of private dispatches.  
from persons desirous of using the telegraph and paying in 35  
advance the prescribed charges for the transmission thereof.

6. Any message in relation to the administration of justice, the arrest of criminals, or the discovery and prevention of crime, and every Government message or despatch, shall always be transmitted in preference to any other message or despatch, except such Precedence of certain other dispatches.  
as relate to the movements of trains, or to accidents to trains, if 40  
it required by any person connected with the administration of

justice or any person thereto authorized by the Secretary of State of Canada.

Penalty for divulging contents of dispatch.

7. Any operator of a line of electric telegraph established under this Act, or any person employed in a telegraph office or station established under this Act, divulging the contents of a 5 despatch sent, or handed in to such office or station for the purpose of being sent by such electric telegraph under section five of this Act, or by any person connected with the administration of justice or authorized by the Secretary of State of Canada under the sixth section of this Act, is guilty of a misdemeanor, and shall be liable 10 to a penalty not exceeding *one hundred dollars*, or to imprisonment for a term not exceeding three months, or both, in the discretion of the Court before which he is convicted.

Penalty for injuring any portion of lines.

8. Any person who wilfully and maliciously cuts, breaks, molests, injures or destroys any instrument, cap, wire, post, line, 15 pier or abutment, or any materials or other property belonging thereto, or any other erection used for or by or in connection with any line of electric telegraph constructed under this Act, or who wilfully and maliciously in any way obstructs, disturbs or impedes the action, operation or working of any line, is guilty of a misde- 20 meanor and shall be liable to a fine not exceeding *forty dollars* or to imprisonment for a term not exceeding one month, or both, at the discretion of the Court before which he is convicted.

Telegraph to be liable to inspection, &c.

9. Every electric telegraph constructed by a company under this Act, shall be subject to inspection by Inspecting Engineers 25 under the provisions of "The Railway Act, 1868," as a work and appliance connected with the railway of such company; and all and every the provisions of part second of the said Act shall apply thereto and to the company owning the same as if the same formed part of the railway of such company, or were a work and appli- 30 ance connected therewith.

Government to have the exclusive use of telegraph if required.

10. Every railway company having constructed an electric telegraph under and in pursuance of the provisions of this Act, shall, at all times when required so to do by the Governor in Council, or by any person authorized by the Governor in Council, 35 place such electric telegraph and all the apparatus connected therewith, and the operators employed in working the same, at the exclusive use and disposal of the Government, receiving thereafter reasonable compensation for such service.

Telegraph line may be constructed by Governor.

11. Nothing in this Act contained shall affect the right of the 40 Governor to cause a line or lines of electric telegraph to be constructed along the line of any railway, for the use of the Government, and for that purpose to enter upon and occupy the lands of any railway company as provided for by sub-section three of section twenty-two of "The Railway Act, 1868." 45

1st Session, 3rd Parliament, 37 Victoria

BILL

An Act to oblige Railway Companies to Telegraph Lines along their Railways

Received and read, first time, Thursday, April, 1874.

Second reading, Friday, 8th May, 1874

Hon. Mr. B

OTTAWA :

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street, 1874.

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**BILL.**

An Act to define and to extend the powers of the Western Canada Permanent Building and Savings' Society, and to authorize the Shareholders to change the name of the said Society.

**W**HEREAS the Western Canada Permanent Building and Savings' Society, by their petition, have represented that they were incorporated under the authority of the Act passed by the Legislature of the late Province of Canada, in the ninth year of Her Majesty's reign, intituled: "An Act to encourage the establishment of certain Societies commonly called Building Societies in that part of the Province of Canada formerly constituting Upper Canada," and of the Act amending the same; and that by reason of the great extension of their business, the increase in the number of their shareholders, and the extended character of their financial transactions it is necessary that they should seek from Parliament further powers than those which the Acts above-mentioned are authorized to confer; and whereas it would be for the public advantage as well as for the convenience of the Corporation that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The Directors of the said Society may, from time to time, alter, amend, repeal or create any regulation, rule or by-law for the working of the Society: Provided that such action of the Directors shall not have a binding force until confirmed at any general meeting of the shareholders of the Society upon a vote of two-thirds of the capital stock represented at such meeting.

Directors may make and alter by-laws.

2. No shareholder of the said Society shall be liable for or charged with the payment of any debt or demand due by the Society, beyond the extent of his shares in the capital of the Society not then paid up.

Liability of shareholders limited.

3. The said Society may lend money in conformity with the laws authorizing the establishment of Building Societies in Canada, and with the by-laws of the Society, to any person or persons or body corporate at such rates of interest as may be agreed upon, without requiring any of such borrowers to become subscribers to the stock or members of the Society: Provided always that all borrowers from the Society shall be subject to all the rules of the Society in force at the time of their becoming borrowers, but not to any other rules.

Society may lend money to others than its members.

4. The said Society may purchase mortgages upon real estate, debentures of municipal corporations, Dominion or Provincial stock or securities, and may re-sell all such securities as the Society shall deem advisable, and for that purpose the Society may execute such assignments or other instruments as may be necessary

Powers of loan and investment.

for carrying the same into effect, and may also make advances to any person or persons or body corporate upon any such securities at such rates of discount or interest as may be agreed upon.

Repayment  
and recovery  
of money  
advanced.

5. The principal money so advanced on mortgages may be repaid by means of a sinking fund of not less than two per centum 5 per annum, within such time as the Society shall direct and appoint, and as shall be specified in the mortgage or assignment of mortgage to be made of such real estate, and of such revenues, rates, rents, tolls or profits as hereinafter mentioned; and the Society may do all acts that may be necessary for advancing 10 money, and for recovery and obtaining repayment thereof, and for enforcing payment of all interest accruing therefrom, or any conditions attached to such advance or any forfeiture consequent on the non-payment thereof, and give all necessary and proper receipts, acquittances and discharges for the same, and do, author- 15 ize and exercise all acts and powers whatsoever requisite or expedient to be done or exercised in relation to the said purposes.

Power to  
receive money  
on investment  
and on deposit  
and to issue  
debentures.

Proviso.

Form of  
debentures.

Interest may  
be received in  
advance.

Powers of  
Directors.

6. It shall be lawful for the said Society to receive money on investment and on deposit, and also for the Board of Directors of the Society to issue debentures of the Society for such sums, not 20 being less than one hundred dollars, and in such currency as they may deem advisable, and payable not less than one year from the issue thereof; and the paid-in and subscribed capital of the Society shall be liable for the payment of such debentures, and for any amounts received for investment or on deposit by the 25 Society: Provided always that the amount of deposit held at any one time shall not exceed the amount of paid-up capital of the Society, and that the aggregate amount of money received for investment and deposits in the hands of the Society, together with the amount of debentures issued and remaining unpaid, shall 30 not at any time exceed the amount of principal remaining unpaid on the mortgages at such time held by the Society, and shall not exceed an amount equal to twice the amount of capitalized, fixed and permanent stock in the Society not liable to be withdrawn therefrom. The debentures of the Society may be in the form of 35 Schedule A to this Act or to the like effect.

7. The said Society may, and is hereby empowered to demand and receive in advance the half-yearly interest from time to time accruing on any advances of money made by the Society under and by virtue of this Act. 40

8. The President, Vice-President and Directors of the said Society shall have and exercise the powers, privileges and authorities set forth and vested in them by this Act and any other Act regulating the Society, and they shall be subject to and be governed by such rules, regulations and privileges as are herein contained 45 with respect thereto and by the by-laws to be made for the management of the Society; and the Directors shall, and may, lawfully exercise all the powers of the Society, except as to such matters as are directed by law to be transacted by a general meeting of the Society. The Directors may use and affix, or may cause to be 50 used and affixed, the seal of the Society to any document or paper which in their judgment may require the same, they may make and enforce the calls upon the shares of the respective shareholders, they may declare the forfeiture of all shares on which such calls are not paid, they may make any payments and 55

advances of money they may deem expedient which are or shall at any time be authorized to be made by or on behalf of the Society, and enter into all contracts for the execution of the purposes of the Society, and for all other matters necessary for the transaction of its affairs; they may generally deal with, treat, sell and dispose of the lands, property and effects of the Society, for the time being, in such manner as they shall deem expedient and conducive to the benefit of the Society as if the same lands, property and effects were held and owned according to the tenure and subject to the liabilities, if any, from time to time affecting the same, not by a body corporate, but by any of Her Majesty's subjects being of full age. They may do and authorize, assent to or adopt, all acts required for the due exercise of any further powers and authorities which may hereafter be at any time granted to the Society by the Parliament of Canada for the performance and fulfillment of any conditions or provisions from time prescribed by the said Parliament in giving such further powers and authorities or in altering or repealing the same respectively or any of them.

20 9. It shall be lawful for the Directors of the said Society from time to time to appoint such and so many officers, solicitors and agents, either in Canada or elsewhere, and so many servants as they may deem expedient for the management of the affairs of the Society, and to allow to them such salaries and allowances as may be 25 agreed upon between them and the Society; and in addition to the powers heretofore granted, to make such by-laws as they may think fit for the purpose of regulating the conduct of the officers, solicitors, agents and servants of the Society, and for providing for the due management of the affairs of the Society in all respects 30 whatsoever, and from time to time to alter and repeal any such by-laws and make others: Provided such by-laws be not repugnant to law and to the provisions of this Act and former Acts affecting the Society; and all by-laws of the Society shall be reduced to writing, and shall have affixed thereto the common 35 seal of the Society, and any copy or extract therefrom, certified under the signature of the Secretary or Manager, shall be evidence in all Courts of Justice in Canada, of such by-laws or extract from them, and that the same were duly made and are in force; and in any action or proceeding at law criminal or civil or in equity, it 40 shall not be necessary to give any evidence to prove the seal of the Society; and all documents purporting to be sealed with the seal of the Society, attested by the President, Treasurer or Manager thereof, shall be held to have been duly sealed with the seal of the Society.

Appointment  
of officers,

Proviso.

45 10. The said Society shall not be bound to see to the execution of any trust, whether impressed, implied or constructive, to which any share or shares of its stock, or to which any deposit or any other moneys payable or in the hands of the Society may be subject; and the receipt of the party or parties in whose name 50 any such share or shares or moneys stand in the books of the Society, shall, from time to time be sufficient discharge to the Society for any payment of any kind made in respect of such share or shares or moneys, notwithstanding any trust to which the same may then be subject, and whether or not the Society has had 55 notice of such trust; and the Society shall not be bound to see to the application of the money paid upon such receipt.

Society not to  
be bound to see  
to the execu-  
tion of trusts.

Members or depositors may nominate their successors.

11. A member of or depositor with the said Society having a sum of money in the funds thereof not exceeding two hundred dollars may, from time to time, nominate any person or persons (such person or persons being within the statute of distributions) as successor or successors at death of such member or depositor, provided that such nomination is made in writing and duly deposited with the Secretary or Manager of the Society; and, upon receiving satisfactory proof of the death of the nominator, the Society shall substitute the name of the nominee on its books in the place of the nominator, or may immediately pay to the nominee the amount due to the deceased member or depositor. And if any member or depositor with the Society, having in the funds thereof a sum of money not exceeding two hundred dollars, shall die intestate and without making any such nomination, then the amount due shall be paid to the person who shall appear to the Society to be entitled, under the statute of distributions to receive the same without taking out letters of administration, upon the Society receiving satisfactory evidence of death and intestacy, and that the person so claiming is entitled as aforesaid: Provided that whenever the Society after the decease of any member or depositor has paid any such sum of money to the person who at the time appeared to be entitled to the effects of the deceased under the belief that he had died intestate without having appointed any nominee, the payment shall be valid and effectual with respect to any demand from any other person as next of kin or as the lawful representative of such deceased member or depositor against the funds of the Society; but, nevertheless, such next of kin or representative shall have his lawful remedy for the amount of such payment as aforesaid against the person who has received the same. And in case of a sale of property mortgaged to the Society, any surplus over and above the amount due to the said Society and costs derived from sale under power of sale of any property mortgaged to the said Society, where the mortgagor or his assigns shall have died intestate, shall be and is hereby declared to be personal property, whether such sale took place before or after the death of the mortgagor or person entitled to the equity of redemption, except that in all cases the widow of the intestate shall be entitled to a third of such surplus absolutely in satisfaction of her dower, and the Society shall have the like powers as to paying such surplus over without probate, as is conferred by this Act upon the Society in case of depositors and members dying intestate.

Proviso.

Proceeds of sale of mortgaged property to be personal estate

Officers of the Society to give security.

12. Every officer of the said Society or other person appointed by the Directors thereof to any office in anywise concerning the receipt of money or for the performance of any other service shall, upon being required by the Directors, furnish security to the satisfaction of the Directors for the just and faithful execution of the duties of his office according to the rules of the Society.

Extension of powers of the Society.

13. The said Society may exercise all the powers appertaining thereto in any Province of the Dominion of Canada.

Power to change the name of the Society.

14. It shall be lawful for the said Society by by-law to be passed in accordance with the provisions of the first section of this Act, to change the name of the "Western Canada Permanent Building and Savings Society" to such other name as may be specified in such by-law, which change shall take effect and shall be held to be effectual to all intents and purposes from and after

a day to be therein specified: Provided that the Directors of the Society shall advertise the change of name once a week for one month previous to the change taking effect, in the *Canada Gazette*, and in a newspaper published in the City of Toronto.

5 **15.** Upon the said change taking effect, the said Society and all its then members, their successors and assigns for ever, shall therefrom be and be thereby held to be constituted, and shall continue to be a body, politic and corporate, under the name specified in such by-law, having its principal place of business in the City  
10 of Toronto: and under that name shall be capable of suing and being sued, pleading and being impleaded in all Courts and places whatsoever.

Society to be a corporation under its new name.

**16.** The said Society under its new name shall not be deemed to be a new corporation, but it shall have, hold and continue to  
15 exercise all the rights, powers and privileges that shall, previously to such change, have been held, exercised and enjoyed by the said "Western Canada Permanent Building and Savings Society," in as full and ample a manner as if the said Society had continued to exist under its original name, and all statutory provisions applic-  
20 able to the said Society shall continue applicable to the said Society under its new name, so far as the same are not contrary to or inconsistent with the provisions of this Act.

Change of name not to constitute the Society a new corporation.

**17.** All real and movable property, shares or stock obligations, debts, rights, claims and privileges of the said Western Canada  
25 Permanent Building and Savings Society shall from the time such change shall take effect, be held by and vested in the said Society under its new name, and all the shareholders in the said Society shall from such time continue shareholders in all respects as before such change of name, but all legal proceedings heretofore regularly  
30 begun by or against the Western Canada Permanent Building and Savings Society may be continued and terminated under the name or style of cause in which they have been instituted.

Property, debts, and rights, shareholders and legal proceedings not to be affected by change of name.

**18.** The then existing President, Vice-President, Directors and officers of the said Western Canada Permanent Building and  
35 Savings Society shall continue in office as such in the said Society under its new name, until replaced in conformity with the by-laws of the Corporation.

Officers to continue in office.

**19.** All the then existing by-laws and rules of the said Western Canada Permanent Building and Savings Society shall continue in  
40 full force and effect, and shall be binding in law, as regards the said Society under its new name, its Directors, officers, shareholders and borrowers, until modified, amended or repealed in conformity with the provisions of this Act.

By-laws to continue in force.

**20.** Sections twenty, twenty-two, thirty-eight and forty-two  
45 of chapter fifty-three, of the Consolidated Statutes for Upper Canada, together with all other Acts or parts of Acts inconsistent with this Act, or making any provision in any matter provided for by this Act, shall be, and are hereby repealed.

Repealing clauses.

1st Session, 3rd Parliament, 37 Victoria, 1874.

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BILL.

An Act to define and to extend the powers of the Western Canada Permanent Building and Savings Society, and to authorize the Shareholders to change the name of the said Society.

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Received and read, first time, Monday, 4th May, 1874.

Second reading, Wednesday, 6th May, 1874.

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Honorable Mr. AIRKINS.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street:  
1874.

An Act to extend the time limited for the paying in of  
subscription of Stock in The Canada and New York  
Bridge and Tunnel Company.

WHEREAS the Provisional Directors of The Canada and New  
York Bridge and Tunnel Company, have petitioned for  
an extension of the time limited to the said Company for the  
paying in of the subscription of stock in the capital of the said  
5 Company; and it is expedient to grant the prayer of the petition-  
ers: Therefore Her Majesty, by and with the advice and consent  
of the Senate and House of Commons of Canada, enacts as  
follows:—

1. The time limited for the paying in of fifty thousand dollars  
10 subscription of stock in the capital of the said Company shall be,  
and is hereby extended to three years from the coming into force  
of the Act to incorporate The Canada and New York Bridge  
and Tunnel Company.

1/10 to extend the time allotted for the payment to 1/15  
of the month of March in 1880 and New York  
City and County.

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of the month of March in 1880 and New York  
City and County.

1/10 to extend the time allotted for the payment to 1/15  
of the month of March in 1880 and New York  
City and County.

1/10

An Act to amend the Charter of The Montreal Credit Company.

WHEREAS The Montreal Credit Company, incorporated by the Statute of the Province of Quebec, 35 Vic., cap. 36, as amended by the Statute of Quebec, 36 Vic., cap. 62, have petitioned for the amendment of their Charter, the enlargement of their powers, so as to allow them to transact business throughout the Dominion, and the regulation of the rate of interest which they may pay and receive; and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. It shall be lawful for the said Montreal Credit Company to acquire, hold and dispose of any stock, securities, bonds or debentures, or any moneys secured by mortgage, pledge or otherwise, to make loans and exercise any of the powers by law conferred upon them in any part of the Dominion of Canada.

2. The said Montreal Credit Company may stipulate for, take, receive, reserve and exact any rate of interest or discount that shall be lawful or may be lawfully taken, received, reserved or exacted by similar companies on similar securities, in the place where the contract for the same shall be made or be executory, and shall not in respect thereof be liable for any loss, penalty or forfeiture on any account whatever; and the said Company may allow and pay on sums which they may borrow or other the liabilities they may contract such rate of interest as may be agreed upon and may be lawful at the place where the liability is contracted.

3. In order to restrict the liability of the said "Montreal Credit Company," as set forth in the fourth section of their said Act of Incorporation, in respect of any bill, note or other negotiable instrument other than bonds or debentures, the class or denomination of stock under which the same is drawn or made must be clearly designated thereon, with the amount of capital stock under such class or denomination.



## BILL.

### An Act to incorporate the Great North West Railway Company.

WHEREAS the construction of a Railway from a point on the shore of Lake Superior at Thunder Bay to the City of Winnipeg in the Province of Manitoba, either in a continuous line or with power to utilize the navigable waters along the said route for the purpose of transport, would be of general benefit to the Dominion: And whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Noah Barnhart, of Toronto, produce merchant; Adolph Hugel, of Port Hope, railway manager; Adam Oliver, of Ingersoll, lumber merchant; Nathaniel Dickey, of Toronto, foundryman; Joseph Davidson, of Toronto, lumber merchant; Frederick Cumberland, of Toronto, railway manager; John J. Vickers, of Toronto, express agent; H. Lloyd Hime, of Toronto, land agent; Peter Johnston Brown, of Ingersoll, Esquire; John L. Cook, of Toronto, lumber merchant; John Gordon, of Toronto, merchant; Robert Hay, of Toronto, merchant; Adam Brown, of the City of Hamilton, merchant; J. L. Williams, of the City of Hamilton, Esquire; James King, of Ingersoll, Esquire; Thomas Marks, of Prince Arthur's Landing, merchant; and John Leys, of Toronto, Esquire, together with such persons and corporations as shall under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of "The Great North West Railway Company."

Certain persons incorporated.

Corporate name.

2. The said Company shall have full power and authority to lay out, construct and complete a double or single iron or steel railway, of such width of gauge as the Company may think fit, from a point on the shore of Lake Superior at Thunder Bay to the City of Winnipeg in the Province of Manitoba, either in a continuous line or with power to utilize the navigable waters along the said route for the purpose of transport.

Company may build a railway.

3. Notwithstanding anything contained in section nine of the *Railway Act*, 1868, the said Company may acquire land and water-lot property at not exceeding acres, and may acquire under the provisions in that behalf of the said *Railway Act*, and hold such width of land on the sides of the railway and its branches at any point as may be needed for the erection of snowdrift fences or barriers at a sufficient distance from the track to prevent the obstruction of the line by drifting snow; and the compensation to be paid to the owners for such

May acquire land for snow-drift fences.

lands, as also the powers of the said Company to take possession thereof shall, in case of difference, be ascertained and exercised in the manner provided by the section of the said Railway Act respecting lands and their valuation.

**Provisional directors.** 4. The persons named in the first section of this Act, with 5  
power to add to their number, shall be and are hereby constituted Provisional Directors of the said Company, of whom five shall be  
**Their powers.** a quorum, and shall hold office as such until the first election of  
Directors under this Act, and shall have power forthwith to  
open stock books and procure subscriptions of stock for the under- 10  
taking; and to receive payment on account of stock subscribed, and make calls upon subscribers in respect of their stock, and to sue for and recover the same, and to cause plans and surveys to be made; and to acquire any plans and surveys now existing, and to deposit in any chartered bank of Canada, all moneys 15  
received by them on account of stock subscribed, and to withdraw the same for the purposes of the undertaking, and to receive for the Company any grant, loan, bonus or gift made to it, in aid of the undertaking, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway, 20  
with all such other powers as under the *Railway Act, 1868*, are vested in ordinary Directors.

**Capital stock and shares.** 5. The capital stock of the said Company shall be *three million* dollars (with power to increase the same in manner provided by the *Railway Act, 1868*.) to be divided into shares of 25  
one hundred dollars each, and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates connected with the works hereby authorized, and all the remainder of such money shall be applied 30  
to the making, equipping, completing and maintaining of the said railway and other purposes of this Act.

**Ten per cent. to be paid up.** 6. No subscription for stock in the capital of the Company shall be binding on the Company unless ten per centum of the amount subscribed has been actually paid thereon within one month after 35  
subscription.

**Company may receive grants.** 7. The said Company may receive either from any Government or from any persons or bodies corporate, municipal or politic, who may have power to make or grant the same in aid of the construction, equipment and maintenance of the said railway, bonuses 40  
loans or gifts of money or securities for money.

**First general meeting.** 8. When and so soon as shares to the amount of three hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum thereon has been paid, the Provisional Directors shall call a general meeting of the subscribers to 45  
the said capital stock at the City of Toronto for the purpose of electing Directors of the said Company, giving at least four weeks' notice by public advertisement, as provided by the eleventh section, of the time, place and purpose of the said meeting.

**Business at such meeting** 9. At such general meeting the subscribers for the capital 50  
stock assembled who shall have so paid up ten per centum thereof, with such proxies as may be present, shall choose nine persons to be Directors of the said Company (of whom five shall be a

quorum) and may also pass such rules, regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act, and the *Railway Act*, 1868.

10. No person shall be qualified to be elected as such Director Qualifications of director.  
 5 by the shareholders, unless he be a shareholder holding at least twenty shares of stock in the Company, and unless he has paid up all calls made thereon.

11. Thereafter the general annual meeting of the shareholders Annual general meetings.  
 10 of the said Company shall be held at such place in the City of Toronto, and on such days and at such hours as may be directed by the by-laws of the said Company, and public notice thereof shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more newspapers published at the City of Toronto.

15 12. Special general meetings of the shareholders of the said Company may be held at places in the City of Toronto, and at such times, and in such manner and for such purposes as may be provided by the by-laws of the Company. Special general meetings.

13. The Directors of the said Company are hereby authorized Directors may issue bonds.  
 20 to issue bonds under the seal of the said Company signed by its president or other presiding officer, and countersigned by its secretary; and such bonds may be made payable in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the  
 25 Directors shall have power to issue and sell, or pledge all or any of the said bonds at such price and upon such terms and conditions as they may think fit, for the purpose of raising money for prosecuting the said undertaking; Provided that the amount of  
 30 such bonds shall not exceed fifteen thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed: Provided also that no such bonds Proviso.  
 shall be issued until at least five hundred thousand dollars shall have been subscribed to the capital stock and ten per centum paid thereon. Proviso.

35 14. The bonds hereby authorized to be issued shall, without registration or formal conveyance, be taken and considered to be the first and preferential claims and charges upon the said Company, and the undertaking, tolls, and income, and real and personal property thereof, now or at any time hereafter acquired, and each  
 40 holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bond-holders. To be preferential charge on the property of the company.

15. If the said Company shall make default in paying the principal or interest of any of the bonds hereby authorized, at  
 45 the time when the same shall by the terms of the bond become due and payable, then at the next ensuing general annual meeting of the said Company, and all subsequent meetings, all holders of bonds so being and remaining in default, shall, in respect thereof, have and possess the same rights and privileges, and qualifications for  
 50 Directors as would be attached to them as shareholders, if they had held fully paid up shares of the said Company to a corresponding amount: Provided nevertheless, that the right given Rights of bondholders if interest is not paid.  
 by this section shall not be exercised by any bondholder unless Proviso.

the bonds in respect of which he shall claim to exercise such rights, shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the said Company; and for that purpose the Company shall be bound, on demand, to register any of the said bonds in the name of the holder thereof, and to register any transfers thereof, in the same manner as a transfer of shares: Provided also, that the exercise of the right given by this section, shall not take away, limit, or restrain any other of the rights or remedies to which the holders of the said bonds shall be entitled.

Proviso.

Transfer of bonds, debentures, &c.

16. All the bonds, debentures, mortgages, and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall, in that case, be transferable by delivery; and any holder of any such bonds, debentures, mortgages, or coupons so made payable to bearer, may sue at law thereon in his own name, unless and until registry thereof, in manner provided in the preceding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares, but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Shareholders to have equal rights.

17. All shareholders in the said Company whether British subjects or aliens, or residents of Canada or elsewhere, shall have equal rights to hold stock in the said Company, and to vote on the same and to be eligible to office as Directors in the said Company.

Company may become parties to promissory notes.

18. The said Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such note or bill made, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and under the authority of a quorum of the Directors, shall be binding on the said Company; and any such promissory note or bill of exchange so made shall be presumed to have been made with proper authority until the contrary be shewn; and in no case shall it be necessary to have the seal of the said Company affixed to such promissory note or bill of exchange, nor shall the President, or Vice-President, or Secretary be individually responsible for the same, unless the said promissory notes or bills of exchange have been issued without the sanction and authority of the Board of Directors as herein enacted: Provided however, that nothing herein contained shall be construed to authorize the said Company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Proviso.

Calls on shares

19. The Directors may, at any time, call upon the shareholders for such instalments upon each share which they or any of them may hold in the capital stock of the said Company, and in such proportion as they may see fit, except that no such instalment shall exceed ten per centum on the subscribed capital and that thirty days' notice of each call shall be given.

Running arrangements.

20. The said Company shall have power to make running arrangements with any railway lines in the Dominion of Canada.

situate on the line hereby authorized to be constructed, or crossing or connecting with the same, upon terms to be approved by two-thirds of the shareholders at a special general meeting to be held for that purpose in accordance with this Act.

5 **21.** It shall be lawful for the said Company to enter into any agreement with any other railway company whose line is situate on the line hereby authorized, or whose line can connect therewith, for leasing the said Great North West Railway or any part thereof, or the use thereof, or for the leasing or hiring 10 any locomotives, tenders, plant, rolling stock or other property of either, or both or any part thereof, or touching any service to be rendered by the one Company to the other and the compensation therefor, if the arrangements and agreements shall be approved of by two-thirds of the shareholders voting in person or by proxy at a 15 special general meeting to be called in accordance with this Act for that purpose; and every such agreement shall be valid and binding, and shall be enforced by Courts of Law according to the terms and tenor thereof, and any company or individual accepting and executing such lease shall be, and is hereby empowered to 20 exercise all the rights and privileges in this charter conferred.

Line may be leased and agreement made with other companies.

**22.** Conveyances of land to the said Company for the purposes of this Act may be made in the form set out in the Schedule hereto annexed, or to the like effect; and such conveyances shall be registered by duplicates thereof, in such manner and upon such 25 proof of execution as is required under the registry laws of the Province in which the lands may be situate; and no registrar shall be entitled to demand more than seventy-five cents for registering the same, including all entries and certificates thereof, and certificate endorsed on the duplicate thereof.

Conveyance of land.

30 **23.** Whenever it shall be necessary for the purpose of procuring sufficient lands for stations or gravel pits, or for constructing, maintaining and using the said railway, or for opening a street to any station from an existing highway, the said Company may purchase, hold, use or enjoy such lands, and also the right of way 35 thereto, if the same be separated from their railways, and may sell and convey the same, or part thereof, from time to time, as they may deem expedient; and may also make use of, for the purpose of the said railways, the water of any stream or watercourse over or near which the said railway passes, doing however 40 no unnecessary damage thereto, and not impairing the usefulness of such stream or watercourse; and the compensation to be paid to the owners for such lands, or the use of such water, as also the powers of the said Company to take possession thereof, shall, in case of difference, be ascertained and exercised in the manner 45 provided by the section of the *Railway Act* 1868, respecting "lands and their valuation."

Land for gravel pits and stations.

**24.** The Company may also construct an electric telegraph line in connection with the railway, and may also erect and construct across any of such rivers or lakes as are in the preceding section 50 referred to, or which may be in or near the route of the railway, a bridge or bridges when the same shall be necessary for the purposes of the railway; but this shall not apply to navigable portions of any of the aforesaid waters without the assent of the Governor in Council first obtained.

Telegraph line

Company may build and use vessels.

25. The Company may also build, purchase, acquire, lease or possess, work and operate steam and other vessels in any lakes, rivers, or other navigable waters, as they may deem proper and expedient in connection with their railway, and may do all and such things as are necessary for improving the navigation between any of such lakes and others of them; and for the purpose of connecting the means of transport between the said waters, may construct a railway of wood, iron or steel, or a tramroad between any of such lakes or rivers and others of them, and also around the rapids or any other obstructions of any of the said rivers, or may construct a canal or canals to avoid the same wherever requisite.

Limitation of Act.

26. The Railway shall be commenced within three years and completed within five years after the passing of this Act, and in default thereof, the powers hereby conferred shall absolutely cease with respect to so much of the railway as then remains incomplete.

SCHEDULE.

Know all men by these presents that I (or we) (insert also the name of wife or any other person who may be a party,) in consideration of \_\_\_\_\_ dollars to me (or as the case may be) by the Great North West Railway Company.

I the said \_\_\_\_\_ do grant, and (or) do bar my dower in (as the case may be) all that certain parcel (or) those certain parcels (as the case may be) of land situate (describe the land) the same having been selected by the said Company for the purposes of their railway, to hold, with the appurtenances thereof unto the said Great North West Railway Company, their successors and assigns.

As witness my hand and seal (or our hands and seals) this \_\_\_\_\_ day of \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_

Signed, sealed and delivered, } A. B. L. S.  
in the presence of }

1st Session, 3rd Parliament, 37 Victoria,

N

BILL.

An Act to incorporate the Great West Railway Company.

Received and read, first time, Friday, May, 1874.

Second reading, Monday, 11th May, 1874.

Hon. Mr. McDONALD (Toronto)

OTTAWA :

Printed by J. B. TAYLOR, 29, 31 and 33, Rideau St. 1874.

## BILL.

An Act further to continue for a limited time "The Insolvent Act of 1869," and the Acts amending the same.

WHEREAS it is expedient further to continue for a limited time, as hereinafter mentioned, "*The Insolvent Act of 1869*," and all Acts amending the same, which would otherwise expire at the end of the present session; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Act passed by the Parliament of Canada in the session thereof held in the thirty-second and thirty-third years of Her Majesty's reign, chaptered sixteen, and intituled "*An Act respecting Insolvency*," and all Acts heretofore passed in amendment thereof, shall be and are hereby continued and shall remain in force until the first day of January, one thousand eight hundred and seventy-five, and from thence until the end of the then next ensuing session of Parliament and no longer; and the said Acts shall have effect as if originally passed to continue in force until the period to which they are hereby continued.

2. Nothing herein contained shall prevent the effect of any Act passed during the present session repealing, amending, rendering permanent or continuing to any further period than that herein appointed, the Acts hereinbefore mentioned and continued, or shall continue any provision or part of the Acts in this Act mentioned, which may have been repealed by any Act passed during the present session or in any previous session.

3. The provisions of the "*Act respecting Insolvency*," applied by Schedule A., No. 16, of the Act thirty-fourth Victoria, chapter thirteen, to insolvents resident in the Province of Manitoba shall continue to apply to such insolvents until the said first day of January, one thousand eight hundred and seventy-five, and from thence until the end of the then next session of Parliament and no longer, in the case of composition and discharge mentioned in sections ninety-four to one hundred and eight, both inclusive, in which "the court" shall mean the Court of Queen's Bench of Manitoba, and "the judge" shall mean the Chief Justice or one of the Puisne Judges of that court.

1st Session, 3rd Parliament, 37 Victoria, 1874.

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BILL.

An Act further to continue for a limited time "The Insolvent Act of 1869," and the Acts amending the same.

Received and read, first time, Monday, 11th  
May, 1874.

Second reading, Wednesday, 13th May, 1874.

Hon. Mr. MILLER

OTTAWA:

Printed by L. B. TAYLOR, 29, 31 and 33, Rideau Street.

1874.

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## BILL.

An Act to amend the Act 36 Victoria, cap. 49, respecting the Inspection of certain Staple Articles of Canadian Produce.

**W**HEREAS it is expedient to provide for the Inspection of Calf-skins; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

5 1. From and after the passing of this Act, all and every the provisions of the Act respecting the Inspection of certain Staple Articles of Canadian Produce, passed in the thirty-sixth year of Her Majesty's reign, and chaptered forty-nine, which apply to hides, shall apply to calf-skins; and all Inspectors of raw hides and leather shall be and be called Inspectors of raw hides, calf-skins and leather, to all intents and purposes as if calf-skins were mentioned with hides wherever hides are mentioned in the said Act, of which this Act shall henceforth form a part.

Provisions of Inspection Act to apply to calf-skins.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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**P**

**BILL.**

An Act to amend the Act 36 Victoria, chapter 49, respecting the Inspection of certain Staple Articles of Canadian Produce.

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Received and read, first time, Monday, 11th  
May, 1874.

Second reading, Monday, 13th May, 1874.

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Hon. Mr. REASON.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street,  
1874.

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## BILL.

### An Act to give certain additional powers to the Port Whitby Harbor Company

**W**HEREAS the Port Whitby Harbor Company, a Company Preamble.  
incorporated under the statutes of the Province of Canada,  
and being the owners of the Whitby Harbor, in the Province of  
Ontario, have petitioned for an Act to enable them to issue bonds  
5 or debentures for improving the said Harbor, and also to enable  
them to take stock in or grant bonuses to manufacturing, dry-  
dock, railway and other companies, or for the purchase of bonds  
or debentures of such companies, and also for power to amal-  
gamate with any Railway Company, having its terminus at Port  
10 Whitby, and for other purposes.

Therefore Her Majesty, by and with the advice and consent  
of the Senate and House of Commons of Canada, enacts as  
follows:—

1. It shall be lawful for the said Company, upon receiving the  
15 authority of the Governor in Council, to issue bonds or debentures  
not exceeding in the aggregate fifty thousand dollars on the  
security of the property tolls and undertaking of the Company  
for improving the said Harbor, in sums of not less than  
dollars each, and payable at such times and places as the  
20 Directors of the said Company may determine; and also to have  
and exercise all the other powers prayed for in the petition men-  
tioned in the preamble hereof: Provided, however, that nothing  
herein contained shall affect the rights of the Dominion of Canada  
under the Order in Council under which the said Harbor was  
25 transferred to the said Company.

2. Any terms or conditions, which may be imposed on granting  
such authority, shall have the same effect as if they were specified  
in this Act, and they shall be specially set out or recited in such  
bonds or debentures, and in any by-law or resolution of the Com-  
30 pany having reference to the exercise of such other powers as  
aforesaid.

3. It shall be lawful for the said Company to extend their  
Harbor into deep water in Lake Ontario, in front of the premises  
now owned by the said Company.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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**B**

BILL

An Act to give certain additional powers to  
the Port Whibby Harbor Company.

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Received and read, first time, Monday, 11th  
May, 1874.

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Second reading, Wednesday, 13th May, 1874.

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Hon. Mr. VIDAL.

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OTTAWA :

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street.

1874

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## BILL.

An Act to amend the Act 27 Victoria, chapter 49,  
incorporating "The Lower Canada Investment and  
Agency Company (Limited)."

WHEREAS the said Company acting by certain of its Provisional Directors has petitioned for certain amendments to their Act of Incorporation, and that the name of the said Company be changed, and it is expedient that the prayer of their said petition be granted; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Honorable Alexander Campbell is hereby added to the Provisional Directors of the Company; and five of such Provisional Directors shall be a sufficient quorum thereof to order the opening of the books of the Company for the subscription of shares, and to call a first meeting of shareholders.

2. The name of the Company shall be "The Canada Investment and Agency Company (Limited)."

3. The fifth section of the said Act is hereby amended by substituting therein the word "dollars" for the word "pounds sterling"; and the amount which the Directors are authorized to call up in respect of each share at one time shall be five dollars instead of one pound sterling, as mentioned in the twenty-fourth section of the said Act.

4. It shall be lawful for the said Company in exercising the powers conferred by the fourth section of the said Act either on their own behalf or as agents on behalf of others to lend money on any security, real or personal or both, and to purchase mortgages debentures of municipal or other corporations, the stock of incorporated banks, and personal and other securities or evidences of debt, and the same to re-sell as they may deem advisable, and for that purpose to execute such assignments or other instruments as may be necessary for carrying the same into effect.

5. In the exercise of any of the powers conferred by this, or the said Act, the Company may advance all moneys authorized to be loaned by them for such period as they may deem expedient.

6. Notwithstanding anything in the said Act contained, the Company may stipulate for and exact any rate of interest or discount that may be lawful for similar companies, in the place where the contract for the same shall be made and shall not in respect thereof be liable for any loss, penalty or forfeiture, on any account whatever.

7. The thirteenth section of the said Act is hereby repealed, and in lieu thereof it is enacted that the capital of the Company

Preamble

Provisional  
Directors.

Name of  
Company.

Section 5 of 27  
V., c. 49  
amended.

Exercise of  
powers of  
Company.

Moneys may  
be advanced.

Rate of  
interest.

Capital stock,  
\$1,000,000,  
and may be

increased to  
\$5,000,000.

shall be one million dollars, in shares of fifty dollars each, of which five per centum shall be paid in before the actual transaction of business is proceeded with; but it shall be lawful for the said Company, by a resolution passed at the first or any other general meeting of the shareholders, to increase the capital stock from time to time as may be deemed expedient to any sum not exceeding the sum of five millions of dollars: and to raise the amount of the said new stock either by distribution amongst the original shareholders, or by the issue of new shares, or partly in one way, and partly in the other, and the said new stock shall be subject to all such incidents both with reference to the payment of calls and forfeiture, and as to the powers of lending and borrowing, or otherwise as the original stock.

Part of sec. 12  
of 27 V., c. 49,  
repealed.

8. The last clause of the twelfth section of the said Act with regard to the rights of members, and others to peruse the register of securities, is hereby repealed. 15

Number of  
Directors.

9. The number of Directors by whom the business of the Company shall be transacted may be increased by by-law to any number not exceeding fifteen, of whom not more than seven shall be residents of the City of Montreal. 20

Company may  
receive  
deposits.

10. It shall be lawful for the said Company to receive money on deposit, for such periods and at such rate of interest as may be agreed on: Provided that the aggregate amount of such deposits, together with the amount of the mortgages, bonds and other instruments given by the Company remaining unpaid, shall not at any time exceed the amount of the subscribed capital stock of the Company. 25

Proviso.

Part of sec. 16  
of 27 V., c. 49,  
repealed.

11. So much of the sixteenth section of the said Act as requires the shares of the said Company to be distinguished by numbers is hereby repealed. 30

Section 27 of  
27 V., c. 49,  
amended.

12. The twenty-seventh section of the said firstly cited Act is hereby amended by substituting the words "six per cent" for the words "five per cent," in the last clause thereof.

Section 6 of  
27 V., c. 49,  
amended.

13. The sixth section of the said Act is hereby amended by substituting for the words "one thousand pounds," the words "ten thousand dollars." 35

Certain sec-  
tions of 27 V.,  
c. 49, repealed.

14. The seventh, eighth, ninth, tenth, forty-fourth, forty-fifth, forty-sixth, forty-seventh and forty-eighth sections of the said Act are hereby repealed.

Expenses inci-  
dental to  
loans.

15. It shall be lawful for the Company, instead of requiring from the borrower the payment of the expenses incidental to any loan, at the time the loan is advanced, to give such time for payment of the same as they may be advised, and to add the same to the principal or interest secured by any mortgage or other security securing the loan. 40  
45

One vote per  
share.

16. At all meetings of the Company, every member shall be entitled to one vote for each share possessed by him, and no shareholder shall be entitled, either in person or by proxy, to vote at any meeting unless he shall have paid all the over-due calls upon all the shares then held by him. 50

Provisions of  
former Act  
extended.

17. The provisions of the said Act, so far as they are applicable to the Province of Canada, are hereby extended to the Dominion

of Canada, and the Company shall have power at any general meeting, to appoint a local board or local boards of Directors in each Province, and to establish offices and agencies therein.

18. The seventy-sixth section of the said Act is hereby repealed, <sup>Annual state-</sup>  
 5 and in lieu thereof it is enacted that the committee shall transmit <sup>ment to</sup>  
 annually to the Minister of Finance, a statement in duplicate, veri- <sup>Minister of</sup>  
 fied by the oath of the President, Manager or Secretary, setting <sup>Finance.</sup>  
 out the capital stock of the Company, and the proportion thereof  
 10 nature of the investments made by the Company, the amount and  
 own behalf and on behalf of others, and the average rate of interest  
 derived therefrom, distinguishing the classes of securities, the ex-  
 tent and value of the lands held by them, or for which they are  
 acting as agents, and such other details as to the nature and extent  
 15 of the business of the Company as may be required by the Minister  
 of Finance: Provided always, that in no case shall the Company <sup>Proviso.</sup>  
 be bound to disclose the names or private affairs of any persons  
 who may have dealings with them.

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1st Session, 3rd Parliament, 37 Victoria, 1874

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BILL.

**R**

An Act to amend the Act 27 Victoria, chapter 49, incorporating "The Lower Canada Investment and Agency Company (Limited)."

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Received and read, first time, Monday, 11th  
May, 1874.

Second reading, Friday, 15th May, 1874.

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Hon. <sup>MR.</sup> CAMPBELL.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31, and 33 Rideau Street,  
1874.

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## BILL.

An Act to authorize the Brockville and Ottawa Railway Company to issue Preferential Mortgage Debentures, and for other purposes.

**W**HEREAS, at the session of the Legislature of the Province Preamble  
of Ontario, held in the thirty-sixth year of the reign of  
Her Majesty Queen Victoria, the following resolution was passed,  
viz.: Resolved, that the Canada Central Railway Company  
5 having offered to accept, in lieu of the land for which that  
company has obtained a decree in chancery against the Province,  
the mortgages held by the Counties of Lanark and Renfrew, the  
Township of Elizabethtown, and the Town of Brockville against  
10 the Brockville and Ottawa Railway Company, as an indemnity  
against the liability of the said municipalities to the Municipal  
Loan Fund, and as well the said municipalities as the Brockville  
and Ottawa Railway Company, having respectively intimated  
their concurrence in the said offer, so far as the same affects their  
15 interests respectively, and so that the liability of the municipalities  
to the Province may be discharged, and that the liability of the  
Brockville and Ottawa Railway Company may thenceforward  
belong to the Canada Central Railway Company instead of to the  
said municipalities, this House is content that the said compromise  
20 or settlement so proposed to the Government, or any modification  
thereof which may be more advantageous to the Province, shall  
be made by His Excellency in Council, if His Excellency shall  
deem such compromise to be for the public interest, and subject  
to such terms and conditions, if any, as the Lieutenant-Governor  
25 in Council shall require; And whereas, in and by a certain Order  
in Council, approved by the Lieutenant-Governor of the Province  
of Ontario, on the twenty-seventh day of June, A.D. one thousand  
eight hundred and seventy-three, it was recommended that the  
terms of settlement mentioned in the above recited resolution  
30 should be carried out as modified and subject to the terms and  
conditions hereinafter stated, that is to say: (1) The Canada  
Central Railway Company to release all claims to further land  
grants under former legislation. (2) The Canada Central Railway  
Company to return to the Brockville and Ottawa Railway Com-  
pany one hundred thousand dollars of moneys said to have been  
35 formerly advanced, and the said Canada Central Railway Company  
to covenant with the Crown that the Brockville and Ottawa Rail-  
way Company will expend in repairs and equipment of the Brock-  
ville and Ottawa road, the sum of one hundred thousand dollars,  
such expenditure to be begun within three months and ended  
40 within fifteen months; In case the Brockville and Ottawa Rail-  
way Company issues mortgage debentures to secure to the Canada  
Central Railway Company the debt transferred to it, one hundred  
thousand dollars of such debentures are to be held by the Crown  
as security for the above expenditure, and such debentures with  
S

all accrued interest, are to be from time to time transferred to the Canada Central Railway Company as twenty thousand dollars of expenditure is made, on the certificate of an engineer to be named.

(3) In case the Brockville and Ottawa Railway Company issues mortgage debentures as before mentioned, the Crown to be entitled to retain one hundred thousand dollars further of such debentures in respect of the extension of the Canada Central Railway from Renfrew Village to their terminus at or near Pembroke, such debentures with all accrued interest to be transferred to the Canada Central Railway Company as follows: the rateable mileage proportion on the construction of twenty miles of the said extension, and the remainder on the completion of the residue of the extension, within three years from the first day of October, in the year of our Lord, one thousand eight hundred and seventy-three; In case the extension is not completed within the time limited any part of the debentures and interest undelivered at the expiration of the time, to be forfeited to the Crown; the Canada Central Railway Company to remain entitled as at present to the subsidy granted under Order in Council in respect of the extension to Pembroke; the Canada Central Railway Company not to be bound to build the extension, or any part thereof, in case it prefers to forfeit the subsidy, and the securities retained by the Crown in respect of the extension, or such part thereof as the Canada Central Railway Company may not build.

(4) In case no mortgage debentures are issued by the Brockville and Ottawa Railway Company, the transaction to be so arranged that the Crown and the Canada Central Railway Company shall be joint holders of the Brockville and Ottawa Railway Company mortgages, the Crown to the extent of the two hundred thousand dollars, to be from time to time transferred as aforesaid to the Canada Central Railway Company, and the Canada Central Railway Company for the other part of the total sum secured by said mortgages; And whereas the liabilities of the said municipalities to the Municipal Loan Fund for and in respect of the moneys borrowed by them and loaned by them to the Brockville and Ottawa Railway Company, have by Act of the Legislature of Ontario, passed in the thirty-sixth year of the reign of Her Majesty Queen Victoria, been reduced to the following sums, viz: the Town of Brockville to one hundred and thirty-five thousand three hundred and seventy-five dollars; the Township of Elizabethtown to ninety-eight thousand eight hundred and forty-seven dollars twenty-three cents; the Counties of Lanark and Renfrew to three hundred and twenty-two thousand and sixty-nine dollars ninety-three cents; making in all the sum of five hundred and fifty-six thousand two hundred and ninety-two dollars sixteen cents; And whereas the terms of settlement mentioned in said resolution as modified and subject to the terms and conditions hereinbefore stated, have been duly carried out by the execution of the necessary instruments, and by an indenture bearing date the seventeenth day of January, in the year of our Lord one thousand eight hundred and seventy-four, and made between the Corporation of the Town of Brockville, the Corporation of the Township of Elizabethtown, the Corporation of the County of Lanark, and the Corporation of the County of Renfrew, of the first part, the Brockville and Ottawa Railway Company of the second part, the Canada Central Railway Company of the third part, and Her Majesty Queen Victoria, of the fourth part: after reciting (amongst other things) the mortgages given by the Brock-

ville and Ottawa Railway Company to the Town Council of Brockville, the Municipality of the Township of Elizabethtown, and the municipal Council of the united Counties of Lanark and Renfrew, to secure the said municipalities in the due re-payment of the
   
 5 amounts borrowed by them upon the credit of the consolidated Municipal Loan Fund for Upper Canada, and loaned by them to the Brockville and Ottawa Railway Company, the Act of the Parliament of the late Province of Canada, passed in the twentieth
   
 10 year of Her Majesty's reign, intituled "An Act to amend and extend the charter of the Brockville and Ottawa Railway Company," affirming the validity of said mortgages, and the resolution and Order in Council hereinbefore set out, the said mortgages and all
   
 15 the property of the Brockville and Ottawa Railway Company, mentioned therein or conveyed thereby, or intended so to be, and all moneys due or owing, or which might thereafter become due or owing by the said the Brockville and Ottawa Railway Company, to said Municipalities, or any of them, by reason of said loans or
   
 20 said mortgages, or said-last mentioned Act of Parliament were granted, bargained, sold, assigned, transferred, and set over unto Her Majesty Queen Victoria, and the said the Canada Central Railway Company, and their successors and assigns, subject and according to the terms and conditions set out in said Order in Council, and to the condition that no greater sum should be claimed or collected
   
 25 from the said the Brockville and Ottawa Railway Company, by virtue of the said indenture than the said sum of five hundred and fifty-six thousand two hundred and ninety-two dollars sixteen cents, with interest at five per cent., and by the said indenture the Brockville and Ottawa Railway Company expressly consented and agreed to the said transfer and assignment, and recognized and acknowledged their liability to pay the said sum of five
   
 30 hundred and fifty-six thousand two hundred and ninety-two dollars sixteen cents; And whereas, under and by virtue of an Act of the Parliament of the late Province of Canada, passed in the twenty-seventh year of the reign of Her Majesty Queen Victoria, and intituled "An Act for the re-organization of the Brockville and Ottawa Railway Company, and to authorize the issue of preferential bonds for certain purposes," the said the Brockville and Ottawa Railway Company have issued certain preferential bonds or debentures, called "Preferential Extension Bonds" bearing seven
   
 40 per cent. interest, to the amount of sixty thousand pounds sterling, which bonds are by said Act declared to form the first charge upon the Brockville and Ottawa Railway, next after the claims of the said municipalities, and subject to their first charge. And whereas, the mortgage mentioned in the second section of said last mentioned Act, has been duly executed as security for the payment of said preferential extension bonds; And whereas the Brockville and Ottawa Railway Company have prayed to be allowed to issue mortgage debentures or bonds for the amount which they are now liable for to Her Majesty Queen Victoria, and the Canada Central
   
 50 Railway Company, under the said mortgages to the said municipalities and the transfer thereof, and that the "Preferential Extension Bonds," issued under said last recited Act, should, as between the holders thereof and the Canada Central Railway Company, and the Brockville and Ottawa Railway Company, rank
   
 55 *pari passu* with the debentures or bonds, to be issued under this Act as claims, charges, or liens upon the property and rights of the Brockville and Ottawa Railway Company, comprised in the said several mortgages, subject to the right of Her Majesty to priority over the holders of the said "Preferential Extension Bonds,"

issued under the last recited Act, in respect of the two hundred thousand dollars, retained by her or such portion thereof as she may be entitled to retain, in case of the non-compliance of the Canada Central Railway Company with the terms upon which they will be entitled to receive the same, and have also prayed for certain other powers in connection with the premises; And whereas, the Legislature of Ontario, at its last Session, passed an Act authorizing the Brockville and Ottawa Railway Company to issue such mortgage debentures or bonds as aforesaid in the manner hereinafter set out, and it is desirable that the authority so given should be sanctioned by the Parliament of the Dominion of Canada in the manner hereinafter set out:

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Company may  
issue preferen-  
tial bonds for  
\$556,292 16.

1. The Brockville and Ottawa Railway Company may issue mortgage debentures or bonds bearing five per cent. interest, and not exceeding in amount in the whole five hundred and fifty-six thousand two hundred and ninety-two dollars and sixteen cents, being the amount of their liability to Her Majesty and the Canada Central Railway Company, under the said mortgages to the said municipalities, and the said transfer thereof; and the said mortgage debentures or bonds shall be called "Preferential Mortgage Debentures;" and shall be and form the first charge on all the property and rights of the Brockville and Ottawa Railway Company comprised in the said several mortgages, to the same extent and in the same manner as the said mortgages to said municipalities formed or were intended to form such first charge, except as hereinafter is provided.

When interest  
and principal  
to be payable.

2. Such preferential mortgage debentures shall bear interest at the rate aforesaid, to be computed from the first day of July, in the year of our Lord one thousand eight hundred and seventy-three, and to be payable half-yearly, on each first day of January and first day of July, the first payment to become due on the first day of July, in the year of our Lord one thousand eight hundred and seventy-four, and to be for a year's interest, and the principal money secured thereby shall be payable in twenty years from the first day of July, in the year of our Lord one thousand eight hundred and seventy-four; and such debentures may be in the form given in Schedule A. to this Act appended, or to similar effect; and two hundred and five thousand dollars of such debentures shall be made payable to the treasurer of Ontario or bearer, and the residue to the Canada Central Railway Company, or bearer, the said sum of two hundred and five thousand dollars, consisting of the sum of two hundred thousand dollars, payable to Her Majesty under the said agreement, and five thousand dollars, being six months' interest on the said sum from the first day of January, one thousand eight hundred and seventy-three, to the first day of July, one thousand eight hundred and seventy-three, and that it shall be lawful for the holders of said mortgages to accept such preferential mortgage debentures in lieu of said mortgages.

Rights of bon-  
holders.

3. As between the Canada Central Railway Company and their assigns the Brockville and Ottawa Railway Company, and the holders of said "preferential extension bonds," the said "preferential extension bonds," and the "preferential mort-

gage debentures" to be issued under this Act, shall rank *pari passu* as charges upon all the property and rights of the Brockville and Ottawa Railway Company, which by means of the mortgages to said municipalities, or the mortgage to secure said  
 5 "preferential extension bonds," or any Act or Acts of the Parliament of the late Province of Canada, or of the Legislature of Ontario were or are or may become, or might have become liable for the payment of the said debts to the said municipalities, or of said "preferential extension bonds;" and said "preferential  
 10 extension bonds," and "preferential mortgage debentures," shall jointly (and *pro rata* as to their respective amounts) form the first charge upon all said property, subject however to the right of Her Majesty to priority over the said "preferential extension bonds," in respect of the two hundred and five thousand dollars  
 15 retained by her, or of any portion thereof which may be forfeited to her in consequence of the non-compliance by the Canada Central Railway Company with the terms upon which they would be entitled to a transfer thereof, but as any portion of said two hundred and five thousand dollars is transferred to the  
 20 Canada Central Railway Company, such portion shall lose such priority, and rank *pari passu* with the said other bonds.

4. The right of voting at all meetings of the Brockville and Ottawa Railway Company, now possessed by the holders of said "preferential extension bonds," in respect thereof shall continue  
 25 as if this Act had not been passed, but no right of voting at such meetings is given to the holders of said "preferential mortgage debentures" in respect thereof. Voting at meetings.

#### SCHEDULE A.

##### THE BROCKVILLE AND OTTAWA RAILWAY COMPANY.

##### *Preferential Mortgage Debenture.*

Whereas the liability of the different municipalities who borrowed moneys upon the credit of the Consolidated Municipal Loan Fund of Upper Canada, and loaned the same to the Brockville and Ottawa Railway Company, has been reduced by Act of the Legislature of Ontario, to five hundred and fifty-six thousand two hundred and ninety-two dollars and sixteen cents; And whereas the mortgages given by the Brockville and Ottawa Railway Company to the said municipalities, to secure the amount of the said loan, have been transferred and assigned to Her Majesty Queen Victoria and the Canada Central Railway; And whereas the Brockville and Ottawa Railway Company have been authorized by Act of the Legislature of Ontario, passed in the thirty-seventh year of Her Majesty's reign, to issue these preferential mortgage debentures for the above amount, which debentures, jointly with the preferential extension bonds issued under 27 Victoria, chapter 57, are declared to form the first charge upon the property and rights of the Brockville and Ottawa Railway Company;

The Brockville and Ottawa Railway Company hereby promise to pay to \_\_\_\_\_, or bearer, the sum of \_\_\_\_\_ dollars, part of the said debt, in twenty years from the first day of July, in the year of our Lord one thousand eight hundred and seventy-four, and also interest thereon, at the rate of five per centum per annum, to be computed from the first

day of July, in the year of our Lord, one thousand eight hundred and seventy-three, to be paid on the first days of January and July in each year, upon presentation and surrender of the proper coupons hereto attached, at the Company's office in Brockville, Canada.

Signed and sealed at Brockville, this \_\_\_\_\_ day of \_\_\_\_\_, one thousand eight hundred and \_\_\_\_\_ L. S.

1st Session, 3rd Parliament, 37 Victoria, 1874.



**BILL.**

An Act to authorize the Brockville and Ottawa Railway Company, to issue Preferential Mortgage Debentures, and for other purposes.

Received and read, first time, Wednesday, 13th May, 1874.

Second reading, Friday, 15th May, 1874.

HON. MR. REED.

OTTAWA:

Printed by L. B. FARRER, 29, 31, and 33, Rideau Street, 1874.

## BILL.

### An Act to incorporate the Hopewell Shipbuilding Company.

**WHEREAS** James Cornwalth, James Nelson, Hon. A. R. McClelan, Hon. A. J. Smith, Alexander Rogers, James Ryan and P. R. Moore, all of the Province of New Brunswick, in the Dominion of Canada, have petitioned the Parliament of Canada, praying that they may be incorporated with such other persons as shall become associated with them as a Company, under the name and style of the "Hopewell Shipbuilding Company," for the purpose, among other things, of building and sailing steam or other vessels between this country and the British West India Islands or the Island of Cuba, or to other islands in the possession of foreign countries, in the West Indies, or to ports in the United States, and for such other purposes of steam navigation as to the said Company may seem expedient; and it is expedient to grant the prayer of the said petitioners as hereinafter provided: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The said James Carnwalth, James Nelson, Hon. A. R. McClelan, Hon. A. J. Smith, Alexander Rogers, James Ryan and P. R. Moore, together with such person or persons as shall be and become stockholders of the Company, and their respective heirs, executors, administrators, curators and assigns, shall be a body politic and corporate, by the said name of the "Hopewell Shipbuilding Company," with all and every the incidents and privileges to such Corporation belonging.

**2.** It shall be lawful for the Company to construct, acquire, charter, navigate and maintain steam vessels for the carrying and conveyance of goods and passengers or other traffic, between the ports of the Dominion of Canada within the same, and between the said ports and elsewhere out of Canada, and to, from and between any ports out of Canada, and steam or other vessels, for all business and purposes connected therewith, and the profitable prosecution thereof, with power to sell or dispose of the said vessels or any of them, or grant and consent to bottomry or other bonds on the same, or mortgage the stock of the Company, or any part thereof, when and as they may deem expedient, and to make contracts and agreements with any person or corporation whatsoever for the purposes aforesaid, or otherwise for the benefit of the said Company.

**3.** It shall be lawful for the said Company to purchase, rent, take, hold and enjoy, to them and their successors, as well in Canada as in such other places where it shall be deemed expedient for the purposes of the said Company, either in the name of the said Company or in the name of the Trustees for the

- said Company, such lands, wharves, docks, warehouses, offices, and other buildings as they may find necessary and convenient for the purposes of the said Company, but not for any other purpose, and to sell, mortgage or dispose of the same, when not wanted for the purposes of the said Company, and others to purchase and acquire in their stead: Provided always, that the yearly value of such lands, wharves, docks, warehouses, offices and other buildings within the Dominion, at the time when the said Company shall enter into possession thereof, shall not exceed at the time of taking possession in the whole the sum of five thousand dollars. 10
- Proviso.**
- Capital.** 4. The capital stock of the said Company to be raised amongst the shareholders shall be one hundred thousand dollars currency, in one thousand shares of one hundred dollars each, with power at any annual general meeting of the Company to increase the same to five thousand shares, or five hundred thousand dollars 15
- Shares.**
- Proviso.** currency: Provided always that the said Company shall have paid up the sum of ten thousand dollars currency, before receiving any passengers or freight.
- Calling in stock.** 5. The Directors of the said Company may call in the capital stock of the same in such sums as they may see fit: Provided no larger sum than twenty per cent. of the amount subscribed is payable at one time, and that at least three months shall elapse between each payment. 20
- Directors.** 6. The business and affairs of the said Company shall be conducted and managed, and its powers exercised, by not less than five nor more than seven Directors, to be annually elected by the shareholders, and who shall be severally shareholders to an amount of one thousand dollars of the said stock, and who shall be elected at the annual meetings of the Company by the shareholders then present, or by proxy, as hereinafter provided. 30
- Provisional Directors.** 7. Until the election of Directors as hereinbefore mentioned, the said James Carnwath, James Nelson, the Hon. A. R. McClelan, Alexander Rogers, and P. R. Moore shall be the Provisional Directors of the said Company, with power to open books for the subscription of stock therein, and generally to exercise the usual functions of Provisional Directors until such first election; and such first election of Directors shall be made at a general meeting of the stockholders of the said Company to be held for that purpose, at Riverside in the County of Albert, and the Province of New Brunswick, so soon as one-half of the capital stock of the said Company shall have been subscribed for, and after such notice thereof shall have been given, as is hereinafter required for special general meetings of stockholders in the said Company; and at such meeting not less than five nor more than seven Directors shall be elected to hold office until the first Wednesday in the month of October then next; and after such first election, the stock, real estate, property, affairs and concerns of the said Company shall be managed and conducted by such Directors, to be annually elected by the stockholders, at a meeting of stockholders to be held for that purpose on the first Wednesday in the month of October in each year; notice of which annual meeting shall be given in the manner hereinafter mentioned; and no person shall be a Director of the said Company, unless he be the proprietor of at least ten shares of stock therein. 40 45 50
- Special meetings.** 8. Special general meetings of the stockholders may be convened on the requisition of any three Directors, or of a stock- 55

holder or stockholders possessing fifty shares of the stock of the said Company, and notice of such meeting and of the annual meetings of the said Company shall be held to be validly given, if inserted four times as an advertisement in any newspaper published in the said County of Albert or the adjoining County, the first of which insertions shall be at least ten days previous to the day fixed for such meeting.

9. It shall be lawful for the Company, at an annual meeting or special general meeting convened for the purpose, to make by-laws, rules and regulations, for the conduct and management of the business, affairs, real estate, vessels, stock, property, and effects of the Company; and the same to amend, alter, repeal and reenact, as shall be deemed needful and proper; and the said by-laws, rules and regulations, shall, among other things, particularly apply to affect the following matters:—
1. The calling up and payment, from time to time, of the capital stock of the said Company, and of the increase thereof, and of the calls thereon, as hereinbefore provided, and the conversion of the shares thereof into stock;
2. The issue of certificates to the respective shareholders of the said Company of their shares or stock therein, and the registration thereof, and of the addresses of the shareholders for the purposes of the Company;
3. The forfeiture or sale of shares or stock for non-payment of calls or other liability of the shareholders: Provided always, that such forfeiture shall not be held to be conclusive against such liable shareholder until after the actual sale of the shares declared to be forfeited, or the enforcement of the judgment for the payment of the calls in arrear, as the case may be;
4. The set off of all debts due to the said Company from the shareholders, against such shares or stock, and dividends or payments to which they may be entitled;
5. The transfer of shares or stock, and the approval and control by the Directors, of such transfer and of the proposed transferees, and as to the remedy against transferees;
6. The declaration and payment of profits of the said Company and dividends in respect thereof, or the re-investment of the same;
7. The formation and maintenance of a sinking or reserve fund;
8. The removal and remuneration of the Directors, and of all such managers, agents, officers, clerks or servants of the Company as they shall deem necessary for carrying on the business of the said Company, and the security, if any, to be taken from such parties respectively for the performance of their respective duties, and also the indemnity of such parties;
9. The calling of general, special, or other meetings of the Company and Directors, in this Dominion or elsewhere, and the quorum and the business to be transacted thereat, respectively, and the number of votes which shareholders shall have in respect of shares held by them, and the mode of taking votes and regulating proxies of Directors and shareholders;
10. The making and entering into deeds, bills, notes, agreements, contracts, charter-parties, and other documents and engagements, to bind the Company, and whether under the seal of the Company or not, and whether by the Directors, or their agents, as may be deemed expedient;
11. The borrowing or advancing of money for promoting the purposes and interests of the Company, and the securities to be given by or to the said Company for the same;

Power to make  
by-laws, and  
for what  
purposes.

12. The keeping of minutes of the proceedings, and the accounts of the said Company, and making the same conclusive and binding on the shareholders, and rectifying any errors which may be made therein;

13. The audit of accounts and appointment of auditors; 5

14. The giving of notices by or to the Company;

15. The recovery of damages and penalties;

16. The imposing of penalties against shareholders, officers and servants of the Company, to an amount not exceeding twenty dollars for each offence; 10

17. Provided the said by-laws, rules and regulations are not contrary to the present Act, nor to the laws of the Dominion; and provided that a register of all such by-laws shall be kept, and shall be open to public inspection at reasonable times at the office of the Company. 15

Certificates of shares.

10. The Directors of the Company shall, from time to time issue to each of the shareholders, respectively, certificates under the Seal of the Company, of the number of the shares to which he is entitled, and he shall then be legal owner of such shares and invested with all the rights and subject to all the liabilities of a shareholder in respect of such shares, and each person to whom any share or shares shall be assigned, shall sign an acknowledgment of his having taken such share or shares, which acknowledgment shall be kept by the Directors, and shall be conclusive evidence of such acceptance, and that the person signing it has taken upon himself the liability aforesaid. 20 25

Company may sue for unpaid instalments.

11. In case the said Directors shall deem it more expedient in any case to enforce the payment of any unpaid instalment, than to forfeit or sell the said shares therefor, it shall and may be lawful for the Company to sue for and recover the same from such shareholder, with interest thereon, in an action in any court having civil jurisdiction to the amount claimed; and in any such action it shall be sufficient to allege that the defendant is the holder of one or more shares (stating the number of shares) and is indebted to the Company in the sum to which the calls in arrear may amount; and to maintain such action it shall be sufficient that the signature of the defendant to such acknowledgment as hereinbefore mentioned shall be proved, and that the calls in arrear have been made; and a certificate under the seal of the Company, or signed by any one or more of the Directors, shall be sufficient evidence of the calls having been duly made, and being in arrear and the amount due in respect thereof: Provided that nothing herein contained shall in any way affect the right of the said Company to forfeit the shares of any shareholder for non-payment of calls or subscriptions, whether after or before such a judgment for recovery thereof. 30 35 40 45

Proviso.

To what purposes only the capital shall be applied.

12. The capital stock and increase thereof of the said Company, is hereby directed and appointed to be laid out and applied, in the first place, for and towards the payment, discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and the preliminary expenses attending the establishment of the said Company, and all the rest, residue and remainder of such money for and towards carrying out the objects of this undertaking and the other purposes of the Company, and to no other use, intent or purpose whatsoever. 50 55

13. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, to which any of the said shares may be subject; and the receipt of the party in whose name any such share shall stand in the books of the Company, shall from time to time be a discharge to the Company for any dividend or other sum of money payable in respect of such share, notwithstanding any trust to which such share may then be subject, and whether or not the Company have had notice of such trust; and the Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to the execution of trusts on shares.

14. When any share shall have become transmitted in consequence of the bankruptcy or insolvency of any shareholder, the assignee of such shareholder shall not be entitled, and in case of such transmission in consequence of the death or marriage of a female shareholder, the executors or administrators, tutors, curators or husband, as the case may be, of such shareholder, shall not, except so far as may be otherwise provided by by-laws, be entitled to receive any profits of the Company, or to vote in respect of such share as the holder thereof; but, nevertheless, after the production of such declaration or other evidence of such transmission as may be required in that behalf by any by-law of the Company, such assignees, executors or administrators, tutors, curators or husband, as the case may be, shall have power to transfer the share or shares so transmitted, in the same manner and subject to the same regulations as any other transfer is to be made.

Transmission of shares otherwise than by transfer.

15. At all meetings of the said Directors, and of those hereafter elected by the shareholders, three shall be a quorum, and capable of exercising all the powers of the said Directors.

Quorum of Directors.

16. The annual general meeting of the said Company shall be held in the office of the Company, at Riverside, in the County of Albert aforesaid, in the Province aforesaid, on the first Wednesday in October in each year, for the purpose of electing Directors and for transacting the general business of the Company: at this meeting, the President of the Company, or in his absence, the Vice-President, and in the absence of both, then one of the Directors, shall take the chair; and shareholders may appear in person or by proxy, provided the holder of such proxy be a shareholder in the Company; and each share in the Company shall give one vote; and if on any question there be an equality of votes, the Chairman shall have the casting vote.

Annual general meetings.

17. The Directors elected at the annual meeting aforesaid shall assemble within one week of their election, and shall then elect from amongst themselves, by a majority of votes of those present, a President and a Vice-President; the President, or in his absence, the Vice-President may call meetings of the Directors as often as occasion may require.

Election of President, &c.

18. The Directors of the said Company, who shall serve without salary, may act as Directors in Canada, and may appoint one or more agents in Canada or elsewhere, and for such time and on such terms as to them shall seem expedient; and the Directors may by any By-law to be made for such purpose, empower and authorize any such agent or agents to do and perform any act or thing, or to exercise any powers which the Directors themselves,

Directors may act and appoint agent in Canada.

or any of them, may lawfully do, perform and exercise, except the power of making by-laws; and all things done by any such agent by virtue of the powers in him vested by such by-law, shall be valid and effectual to all intents and purposes as if done by such Directors themselves, any thing in this Act to the contrary notwithstanding. 5

Vessels may be received as stock.

19. The Directors aforesaid shall have power, if they think fit to receive, and take into the stock of the said Company such vessels as may have already been built, or in course of construction, or acquired by individual shareholders for the purposes of 10 the Company.

At cost or at valuations.

20. The Directors of the Company shall take the said vessels or property at their cost, or at such valuation as shall be put upon them by persons mutually chosen to decide the same, and such valuation shall be credited to the shareholders as payment made 15 on account of their stock, but no shareholder shall be entitled to claim from the Directors any money payment for such vessels or property unless by special agreement.

Informality in election of Director not to invalidate his acts.

21. All acts done by any person or persons acting as Directors, shall, notwithstanding there may have been some defect in the 20 appointment of any such person or persons, or that they or any of them were disqualified, be as valid as if every such person or persons had been duly appointed, and was qualified to be a Director.

Contracts, &c., made by Directors in accordance with their powers to bind company.

22. Every contract, agreement, engagement or bargain by the 25 Company, or by any one or more of the Directors on behalf of the Company, or by any agent or agents of the Company, and every promissory note, made or endorsed, and every bill of exchange drawn, accepted or endorsed by such Director or Directors, on behalf of the Company, or by any such agent or agents, in general 30 accordance with the powers to be devolved to, and conferred on them respectively, under the said by-laws, shall be binding upon the said Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, promissory note or bill of exchange, or to 35 prove that the same was entered into, made or done in strict pursuance of the by-laws, nor shall the party entering into, making or doing the same as Director or agent, be thereby subjected individually to any liability whatsoever; Provided always, that nothing in this section shall be construed to authorize the said Company 40 to issue any note payable to the bearer thereof, or on any promissory note intended to be circulated as money or as notes of a Bank.

Liability of shareholders limited.

23. The shareholders shall not as such be held liable for any claim, engagement, loss or payment, or for any injury, transaction, 45 matter or thing relating to, or connected with the said Company, or the liabilities, acts or defaults of the said Company, beyond the sum, if any, remaining due to complete the amount of the unpaid up portion of the shares subscribed for or held by them in the stock of the Company. 50

Shares to be personal estate.

24. The shares in the capital stock of the said Company shall be deemed personal estate, and shall be transferable as such.

**25.** Suits at law and in equity may be prosecuted and maintained between the said Company and any Shareholder thereof, and no shareholder of the Company, not being in his private capacity a party to such suit, shall be incompetent as a witness in  
 5 such suit. Cases may be tried between the Company and shareholders.

**26.** Aliens shall have the same right as British subjects to take and hold stock and shares in the Company, and to vote either as principals or proxies: Provided always, that the President, Vice-President and a majority of the Directors shall reside in Canada  
 10 and be subjects of Her Majesty. Aliens may hold stock and vote. Proviso.

1st Session, 3rd Parliament, 37 Victoria, 1874

**T**

**BILL**

An Act to incorporate the Hopewell Ship-  
building Company.

Received and read, first time, Saturday, 16th  
May, 1874.

Second reading, Monday, 18th May, 1874.

Hon. Mr. MCKELAR (Hopewell).

OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street,

1874.

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## BILL.

An Act to repeal certain provisions of law injurious to  
the free navigation of the River Saint Lawrence.

**W**HEREAS the right of Her Majesty's subjects and others  
freely to navigate the River Saint Lawrence, at all times and  
seasons when such navigation is possible, is liable to be interfered  
with by the operation of by-laws or regulations imposing heavy  
penalties upon the exercise of such right which the Council of the  
City of Quebec, the Corporation of the Town of Levis and the  
Council of the Town of Levis may make and pass, and have made  
and passed, under the authority of the legislative enactments  
hereinafter mentioned, and it is consequently expedient that such  
legislative enactments, by-laws and regulations should be repealed :  
Therefore Her Majesty, by and with the advice and consent of  
the Senate and House of Commons of Canada, enacts as follows:—

1. The parts of Acts in the schedule to this Act mentioned,  
and every by-law and regulation made thereunder are hereby  
repealed.

### SCHEDULE.

#### ACTS OF THE LEGISLATURE OF THE LATE PROVINCE OF CANADA.

Reign, year and chapter.	TITLE OF ACT.	Extent of Repeal.
29 Victoria, cap. 57	An Act to amend and consolidate the provisions contained in the Acts and Ordinances relating to the incorporation of and the supply of water to the City of Quebec.	Sub-section 78 of section 29.

#### ACTS OF THE LEGISLATURE OF THE PROVINCE OF QUEBEC.

Reign, year and chapter.	TITLE OF ACT.	Extent of Repeal.
31 Victoria, cap. 52	An Act to amend the divers Acts incorporating the Town of Levis.	The first para- graph of sec- tion 5.
36 Victoria, cap. 60	An Act to consolidate and amend the Act to incorporate the Town of Levis, and the divers Acts amend- ing the same.	Section 138.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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BILL.

U

An Act to repeal certain provisions of law injurious to the free navigation of the River Saint Lawrence.

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Received and read, first time, Monday, 18th May, 1874.

Second reading, Wednesday, 20th May, 1874

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Hon. Mr. RYAN.

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OTTAWA :

Printed by I. B. TAYLOR, 29, 31, and 33 Rideau Street,  
1874.

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## BILL.

An Act further to amend the Patent Act of 1872.

**W**HEREAS the Supreme Court in the Province of New Brunswick was by error named the Court of Queen's Bench, in the Province of New Brunswick in the twenty-ninth section of the Patent Act of 1872, and it is expedient that the error should be corrected; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, declares and enacts as follows:—

1. The Court in New Brunswick intended to have been named in the said section of the said Act was and is the Supreme Court in that Province, and the words "Supreme Court in the Province of New Brunswick" shall be substituted for the words "Court of Queen's Bench in the Province of New Brunswick" in the reading and construing of the said section of the said Act, which shall be read and construed throughout as if the words hereby substituted had at the time of the passing of the said Act formed part of the same, in the place of the words for which they are hereby substituted; and the said section of the said Act, and everything contained therein shall take and have effect accordingly.

Preamble.

Section 29 of  
3 Vict.,  
c. 26 amended.

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1st Session, 3rd Parliament, 37 Victoria, 1874.

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V

BILL

An Act further to amend the Patent Act  
of 1872.

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Received and read, first time, Wednesday, 20th  
May, 1874.

Second reading, Thursday, 21st May, 1874.

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HON. MR. LETELLIER DE ST. JOSEPH.

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OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street,  
1874.















