

Canada. Laws, Statutes, etc.

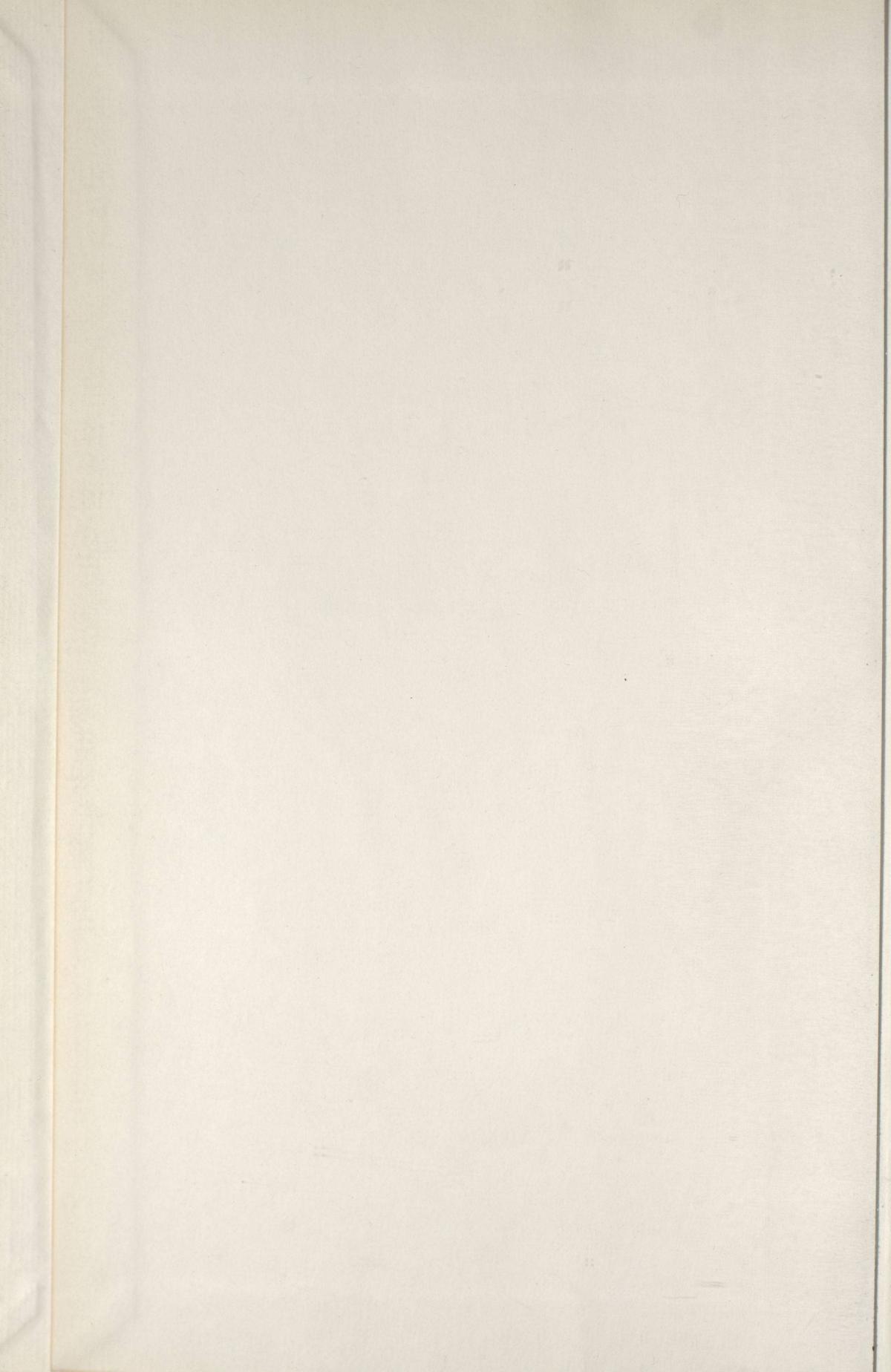
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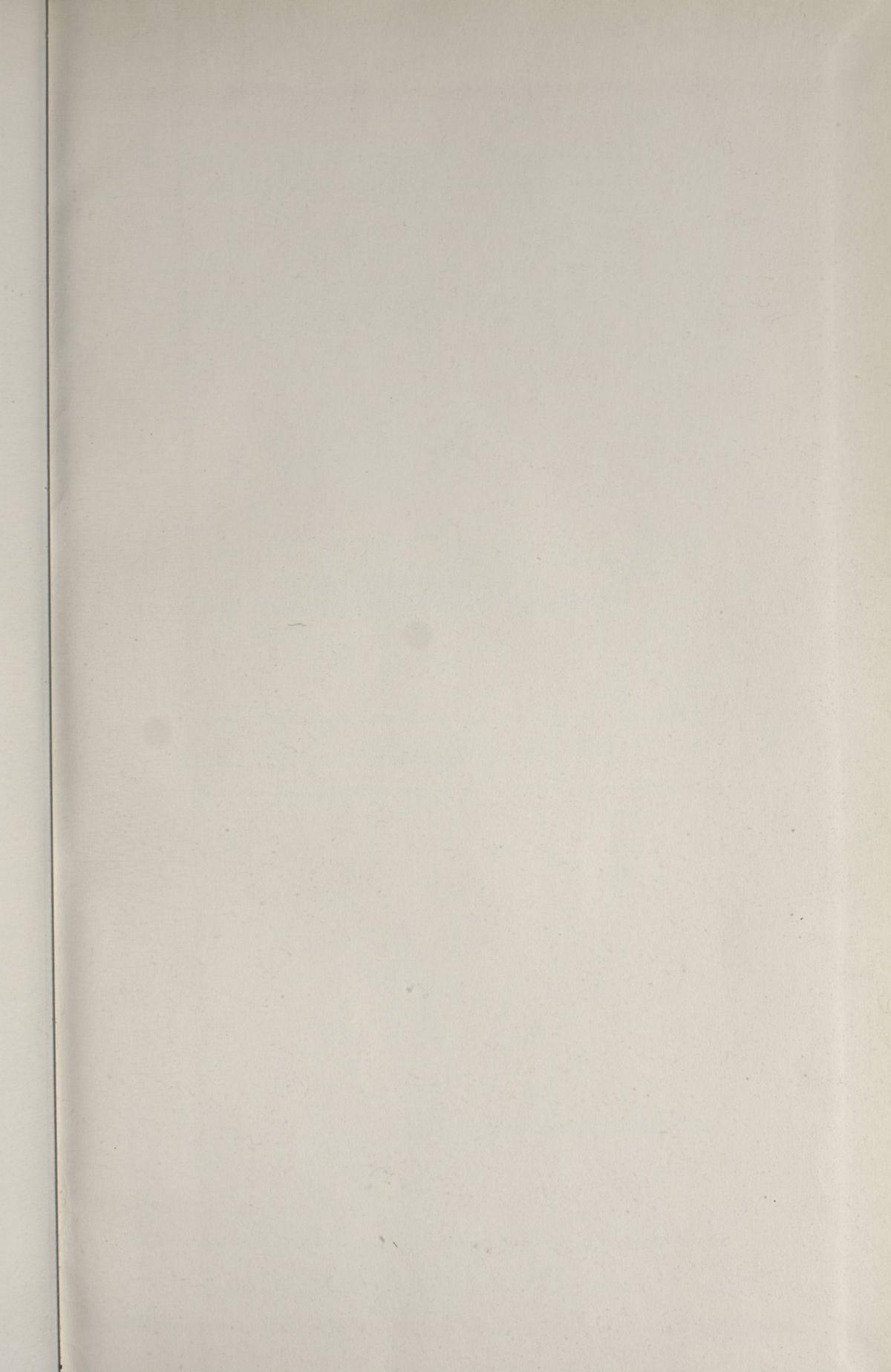
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First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-2.

An Act respecting
The Protective Association of Canada.

Read a first time, Tuesday, 27th May, 1958.

Honourable Senator HOWARD.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-2.

An Act respecting
The Protective Association of Canada.

Preamble.
1907, c. 118;
1918, c. 67;
1929, c. 81.

WHEREAS The Protective Association of Canada, hereinafter called "the Association", has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows: 5

1. Section 5 of chapter 118 of the statutes of 1907, as amended by chapter 67 of the statutes of 1918 and by chapter 81 of the statutes of 1929, is amended by adding thereto the following new subsections:— 10

Removal of
restrictions.

"(5) When the amount paid upon the capital stock of the Association has been increased to at least fifty thousand dollars and the combined paid-up capital and surplus of the Association amounts to at least one hundred thousand dollars the Association may transact the business of sickness insurance and personal accident insurance in such manner as may be prescribed by the by-laws of the Association and the limitations and restrictions set forth in subsections (1) to (4) shall cease to apply. 15

Definition of
"surplus".

"(6) For the purpose of subsection (5) the word "surplus" means the excess of assets over liabilities including the amount paid on account of capital stock and the reserve of unearned premiums calculated *pro rata* for the unexpired term of all policies of the Association in force." 20

EXPLANATORY NOTES.

The Protective Association of Canada was incorporated by chapter 118 of the statutes of 1907 to carry on a sick benefit and accident insurance business among members of the Masonic Order residing within Canada exclusively. By chapter 81 of the statutes of 1929 the objects of the Association were enlarged so as to enable it to carry on a sick benefit and accident insurance business generally.

By its original Act of incorporation the capital stock of the Association was fixed at \$50,000.00 divided into shares of \$100.00 each. However, by chapter 81 of the statutes of 1929 the capital stock of the Association was increased to \$500,000.00, also divided into shares of \$100.00 each, and there have been issued and are now outstanding 500 shares of the capital stock upon which \$50,000.00 has been paid-up.

The present capacity of the Association to transact the business of sick benefit and accident insurance is set forth in section 5 of chapter 118 of the statutes of 1907, as amended by chapter 67 of the statutes of 1918, and by chapter 81 of the statutes of 1929, which now reads as follows:—

"5. The object of the Association shall be to carry on a sick benefit and accident insurance business in manner following:—

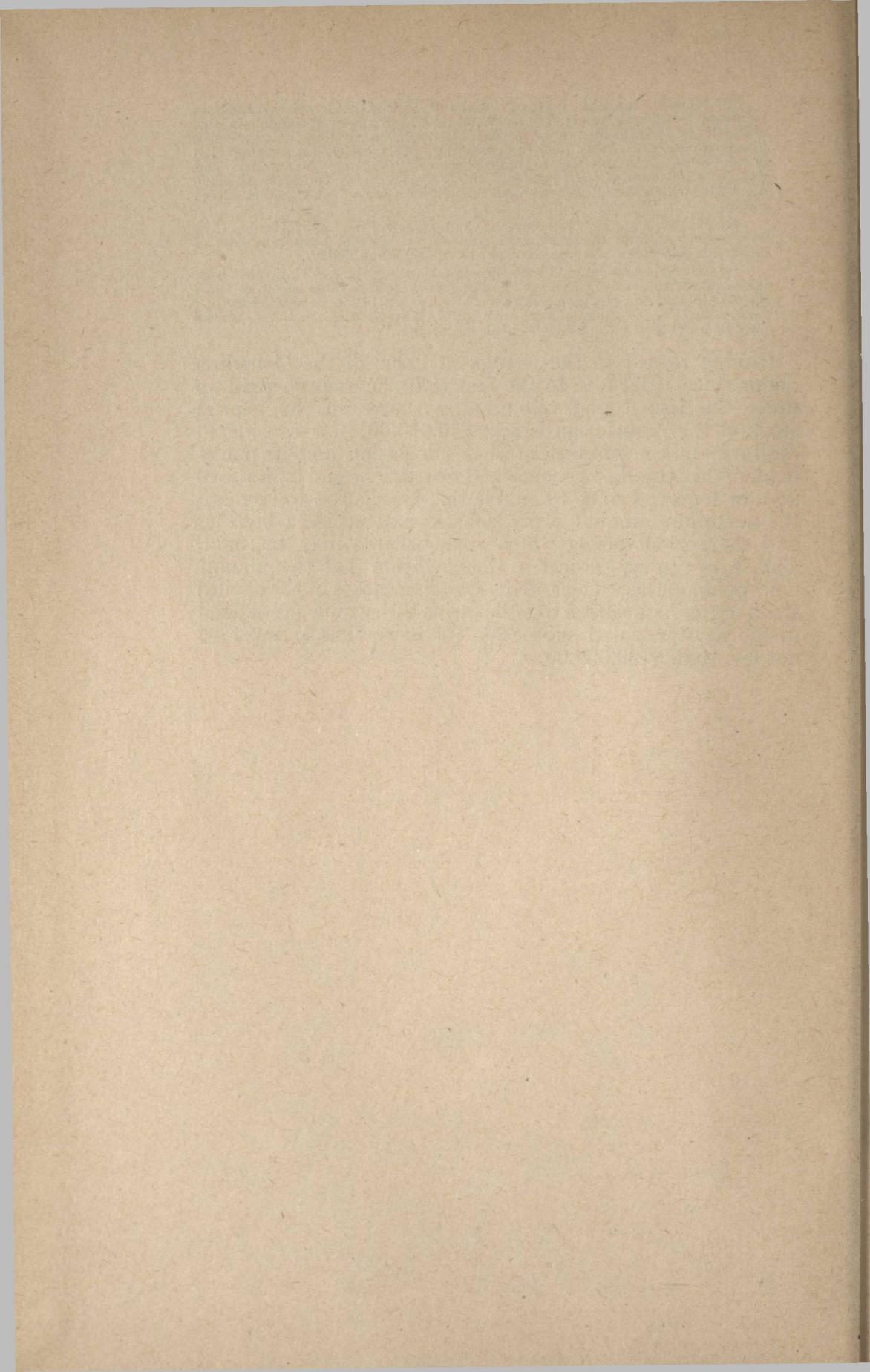
- (a) To pay a death claim not exceeding five hundred dollars in case of death due to accident;
- (b) To pay a sick benefit in case of sickness arising from natural causes, according to classification to be made by the by-laws of the Association, but in no case exceeding ten dollars per week, for a period limited to twenty-six weeks, of which the full rate shall be paid for the first fifteen weeks, and the half rate paid for the remaining eleven weeks;
- (c) To pay a sick benefit for sickness or disability arising from accident, according to a classification to be made by the by-laws of the Association, but in no case exceeding twenty-five dollars per week, or less than two dollars and fifty cents per week, and limited to a period not exceeding fifty-two weeks, except in cases where the insured (i) is riding as a passenger in any public passenger conveyance propelled by steam, cable, or electricity (motor carriages excepted), and in consequence of the wrecking thereof receives bodily injuries; or, (ii) is a guest in any public hotel, or a spectator in any theatre, or one of the congregation in any church, and, in consequence of the burning thereof, and while attempting to escape therefrom, receives bodily injuries, in both of which cases the Association may pay any sum not exceeding fifty dollars per week, or less than five dollars per week, limited to a period not exceeding fifty-two weeks; provided that, in order to recover such increased indemnity, such injuries leave external marks of fracture or dislocation upon the body of the insured, and alone totally disable him from the date of accident for not less than the next seven days.

(2) When the amount paid upon the capital stock of the Association has been increased to at least twenty-five thousand dollars, the amount payable in case of death due to accident may be increased to one thousand dollars, and the sick benefit in case of sickness arising from natural causes, mentioned in paragraph (b) of subsection one of this section, may be increased to twenty-five dollars, and may be paid for a period limited to thirty weeks in any consecutive twelve months of which the full benefit shall be paid for a period not exceeding fifteen weeks.

(3) When the amount paid upon the capital stock of the Association has been increased to at least thirty thousand dollars, the amount payable in case of death due to accident may be increased to two thousand dollars.

(4) When the amount paid upon the capital stock of the Association has been increased to at least forty thousand dollars, the amount payable in case of death due to accident and the period for which the benefit in case of sickness arising from natural causes, hereinbefore mentioned, may be paid, shall be such as may be provided by the by-laws of the Association."

Having regard to the change in value of the Canadian dollar since 1918, and to the fact that the amount paid-up upon the issued and outstanding shares in the capital stock of the Association is now \$50,000.00, it is considered desirable in the interest of the Association and its policy holders that the above-mentioned restrictions and limitations be now removed so as to enable the Association to increase the maximum amount of its sickness and accident benefits and the period during which such benefits may be paid. This is, of course, subject to the condition that the amount paid-up upon the issued and outstanding shares in the capital stock of the Association together with the surplus (as defined in the new proposed subsection (5) of section 5) must be not less than \$100,000.00.



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-3.

An Act respecting The Mercantile and General
Reinsurance Company of Canada Limited.

Read a first time, Tuesday, 27th May, 1958.

Honourable Senator BRUNT.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-3.

An Act respecting The Mercantile and General
Reinsurance Company of Canada Limited.

Preamble.
1951 (1st
Session),
c. 71.

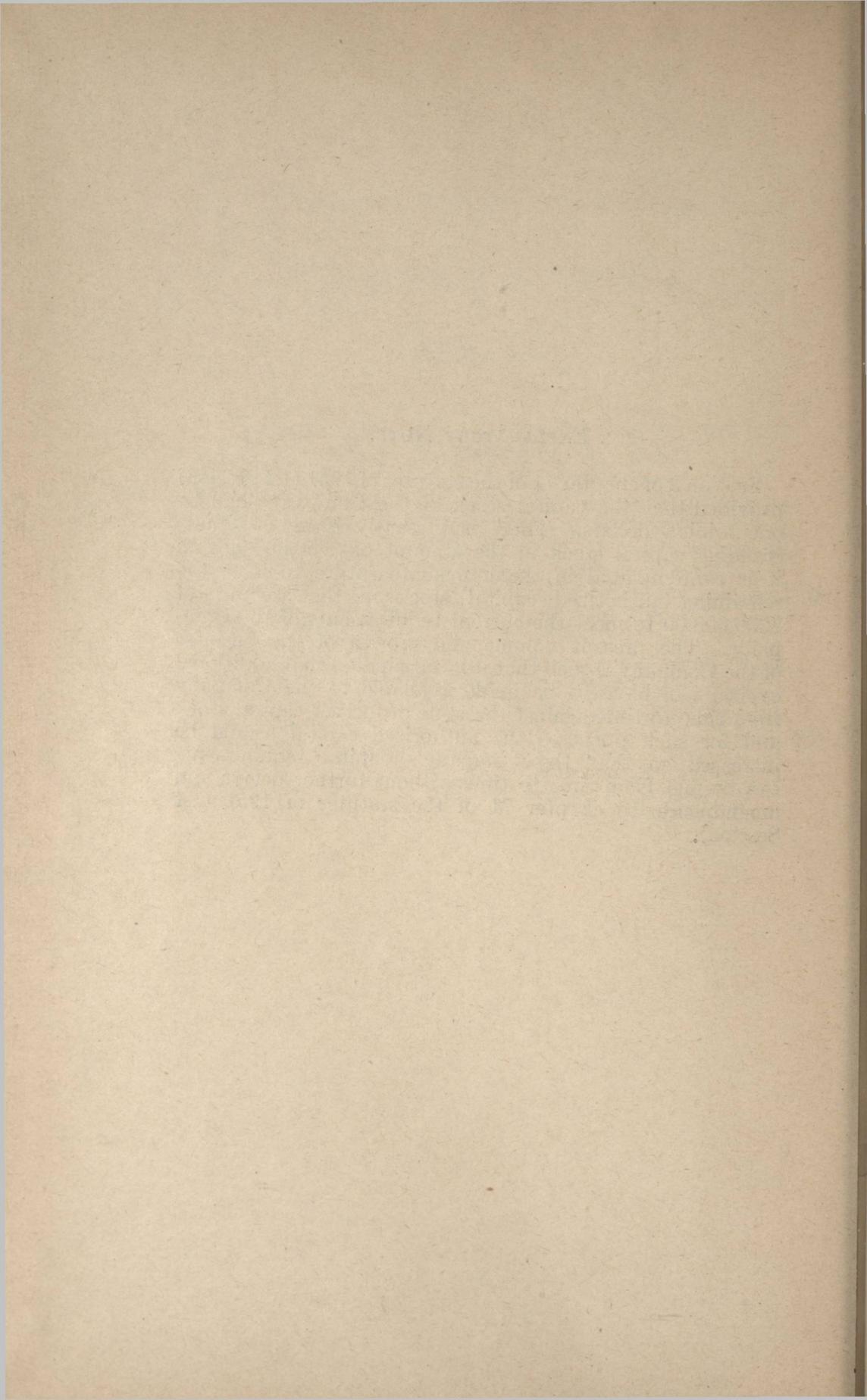
WHEREAS The Mercantile and General Reinsurance Company of Canada Limited has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Capital
stock.

1. Section 3 of chapter 71 of the statutes of 1951 (First Session) is repealed and the following substituted therefor:—
“3. The capital stock of the Company shall be five million dollars.” 10

EXPLANATORY NOTE.

Section 3 of chapter 71 of the statutes of 1951 (1st Session) provided that the capital stock of the Company shall be one million dollars. There is presently issued and outstanding capital stock in the amount of \$750,000.00 and it is contemplated in the immediate future to issue the remaining authorized capital stock in the amount of \$250,000.00 to meet the current requirements of the Company. The present volume and growth of the business of the Company is such that it is anticipated that additional capital will have to be made available to the Company from time to time against the issue of further capital stock and for such purposes the authorized capital should be increased so that the Company's capital requirements can be met from time to time without further delays and amendments to chapter 71 of the statutes of 1951 (1st Session).



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-4.

An Act respecting The Burrard Inlet Tunnel
and Bridge Company.

Read a first time, Wednesday, 11th June, 1958.

Honourable Senator McKEEN.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-4.

An Act respecting The Burrard Inlet Tunnel
and Bridge Company.

Preamble.

1910, c. 74;
1913, c. 80;
1914, c. 73;
1916, c. 34;
1918, c. 61;
1920, c. 74;
1922, c. 54;
1924, c. 76;
1931, c. 63;
1952, c. 56.

WHEREAS The Burrard Inlet Tunnel and Bridge Company has by its petition prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

1. Chapter 74 of the statutes of 1910, as amended, is further amended by adding after section 7 thereof the following new section:—

“7A. (1) In this section “year” means the twelve months ending on the 31st day of December. 10

Remuneration to directors.

“(2) The directors shall be paid such reasonable remuneration as the shareholders shall from time to time determine in any general meeting duly held: Provided, however, that the remuneration to the director who is the president shall not exceed in any year a sum computed at a rate of twelve hundred dollars per year for the time he is both director and president in such year and that the remuneration to any other director shall not exceed in any year a sum computed at a rate of five hundred dollars per year for the time he is a director in such year. 15

Proviso.

“(3) Each director shall be reimbursed for his reasonable travelling and living expenses while necessarily away from his place of residence for the purpose of performing any extra or special services at the request of the board of directors.” 25

EXPLANATORY NOTES.

The purpose of this bill is to make provision for paying remuneration to the directors of The Burrard Inlet Tunnel and Bridge Company and reimbursing them for their expenses in the performance of their services as directors. There is no provision in chapter 74 of the statutes of 1910 as amended, or in the *Railway Act*, or in any other Act, authorizing the Company to pay such remuneration or expenses.

Section 7 of chapter 74 of the statutes of 1910, as amended by section 1 of chapter 56 of the statutes of 1952, reads as follows:—

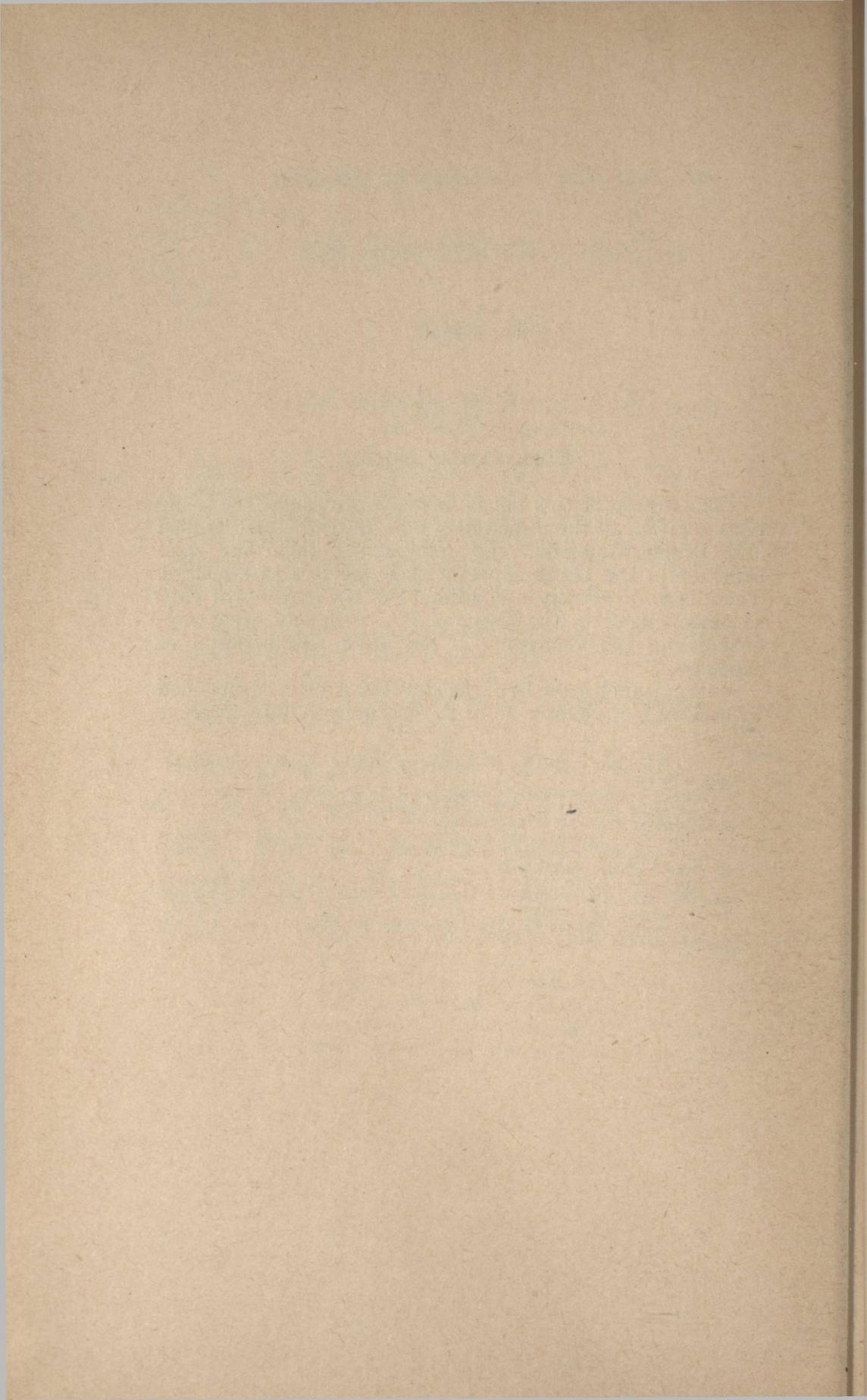
“7. The board of directors shall consist of six members and shall be made up as follows:

Two representatives of the Corporation of the District of North Vancouver both of whom shall be members of the municipal council of the District to be nominated by resolution of the council;

Two representatives of the Corporation of the City of North Vancouver both of whom shall be members of the municipal council of the City to be nominated by resolution of the council;

One representative of the Corporation of the District of West Vancouver who shall be a member of the municipal council of the District to be nominated by resolution of the council;

One representative of the City of Vancouver who shall be a member of the city council to be nominated by resolution of the council.”



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-5.

An Act respecting The Catholic Episcopal
Corporation of Timiskaming.

Read a first time, Tuesday, 24th June, 1958.

Honourable Senator CHOQUETTE.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-5.

An Act respecting The Catholic Episcopal Corporation of Timiskaming.

Preamble.
1910, c. 82.

WHEREAS The Catholic Episcopal Corporation of Timiskaming, hereinafter called "the Corporation", has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Change of
name.

1. The name of the Corporation is hereby changed to The Roman Catholic Episcopal Corporation of the Diocese of Timmins, and the name of the Vicariate Apostolic of Timiskaming is hereby changed to the Diocese of Timmins. The foregoing changes in name shall not in any way impair, alter or affect the rights or liabilities of the Corporation or any bequest, gift or donation now made or which hereafter may be made to the Corporation, whether by its original or its new name, or any suit or proceeding now pending or judgment existing, either by or in favour of or against the Corporation which, notwithstanding such change in the name of the Corporation, may be enforced and continued as if this Act had not been passed. 10 15 20

Powers of
adminis-
tration.

2. The Corporation is empowered to administer the property, business and other temporal affairs of the Diocese of Timmins.

Repeal.

3. Section 2 of chapter 82 of the statutes of 1910 is repealed, and the following substituted therefor:— 25

Head office.

"**2.** The head office of the Corporation shall continue to be in the town of Haileybury, in the province of Ontario, or shall be at such other place as may be decided by the

EXPLANATORY NOTES.

The purpose of this Bill is to change the name of the Catholic Episcopal Corporation of Timiskaming to The Roman Catholic Episcopal Corporation of the Diocese of Timmins, to modernize its charter (which has not been revised since 1910), and to bring its objects, purposes and powers in line with its present requirements.

The revised and added clauses are similar to those now usually included in private Acts incorporating religious bodies.

In 1910, the Diocese was known for ecclesiastical purposes as the Vicariate Apostolic of Timiskaming: it is now known for such purposes as the Diocese of Timmins. Clause 1 of the present Bill gives statutory recognition to the new designation.

- Proviso. Corporation: Provided that notice in writing shall be given to the Secretary of State by the Corporation of any change of the head office and such notice shall be published in the *Canada Gazette*."
- Repeal. 4. Section 4 of chapter 82 of the statutes of 1910 is 5
repealed, and the following substituted therefor:—
- Objects. "4. The objects of the Corporation shall be to
- (a) organize, establish, maintain and carry on residences, parishes, missions, churches, places of worship, parsonages, parochial undertakings, retreat houses and institutions, orphanages, houses of refuge for the aged, rest homes and institutions and agencies for promoting, teaching, propagating and disseminating the Roman Catholic faith and doctrine and for training persons for the said purposes; 10 15
 - (b) promote, organize, establish, maintain and carry on social service, welfare and guidance institutions and agencies;
 - (c) promote education, instruction and culture, and to organize, establish, maintain and carry on schools, colleges, academies, seminaries, institutions of learning, recreational halls, centers and agencies, and industrial, technical and agricultural institutes and farms; 20
 - (d) promote charity and to care for the poor, and to organize, establish, maintain and carry on charitable institutions, hospitals, clinics, dispensaries and cemeteries; and 25
 - (e) organize, establish, maintain and carry on libraries and houses and agencies for printing, publishing and disseminating literature, newspapers, periodicals and works of education, religion, art and science." 30
- Power to acquire and hold property. 5. The Corporation may purchase, take, have, hold, receive, possess, retain and enjoy property, real or personal, corporeal or incorporeal, and any or every estate or interest whatsoever, given, granted, mortgaged, devised or bequeathed to it, or appropriated, purchased or acquired by it in any manner or any way whatsoever, to, for or in favour of the use and purposes of the Corporation. 35
- Investments. 6. The Corporation may invest its funds, or any portion thereof, either directly in the name of the Corporation or indirectly in the name of trustees, in the purchase of such securities as it may deem advisable and may lend its funds or any portion thereof on any such securities. 40

Repeal.

7. Section 7 of chapter 82 of the statutes of 1910 is repealed, and the following substituted therefor:—

Borrowing powers.

"7. The Corporation may, from time to time, for the purposes of the Corporation

- (a) borrow money upon the credit of the Corporation; 5
- (b) limit or increase the amount to be borrowed;
- (c) make, draw, accept, endorse or become party to promissory notes and bills of exchange, and every such note or bill made, drawn, accepted or endorsed by the party thereto authorized by the by-laws of the Corporation and countersigned by the proper party thereto authorized by the by-laws of the Corporation, shall be binding upon the Corporation, and shall be presumed to have been made, drawn, accepted or endorsed with proper authority until the contrary is shown, and it shall not be necessary in any case to have the seal of the Corporation affixed to any such note or bill; 10
- (d) issue bonds, debentures or other securities of the Corporation; 20
- (e) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (f) mortgage, hypothecate or pledge any property of the Corporation, real or personal, by way of trust deeds or otherwise, to secure the repayment of any money borrowed for the purposes of the Corporation, or which it is obligated to pay, or the payment of which is guaranteed by it. 25

(2) Nothing in this section shall be construed to authorize the Corporation to issue any note or bill payable to bearer thereof, or any promissory note intended to be circulated as money or as the note or bill of a bank or to engage in the business of banking or insurance." 30

Power to guarantee.

8. The Corporation may guarantee, with or without security, upon such terms as it may determine, any debts of, the performance of any obligations of and the repayment of any advances made to or for the purposes of, any Roman Catholic corporation, organization, association or society engaged in activities in or partly in the Diocese of Timmins. 35 40

9. Section 11 of chapter 82 of the statutes of 1910 is repealed, and the following substituted therefor:—

"11. In the event of the decease of the Bishop of Timmins, or if he is, by reason of absence, illness, infirmity or any other cause, incapable of performing the duties of the Corporation, the person or persons duly appointed to perform his duties as Bishop, shall, pending the appointment of his successor or during such incapacity, have the powers by this Act conferred upon the Corporation." 45

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-6.

An Act respecting Trans Mountain Oil Pipe Line Company.

Read a first time, Wednesday, 25th June, 1958.

Honourable Senator McKEEN.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEENS' PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-6.

An Act respecting Trans Mountain Oil Pipe Line Company.

Preamble.
1951, c. 93.

WHEREAS Trans Mountain Oil Pipe Line Company has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Subdivision
of shares.

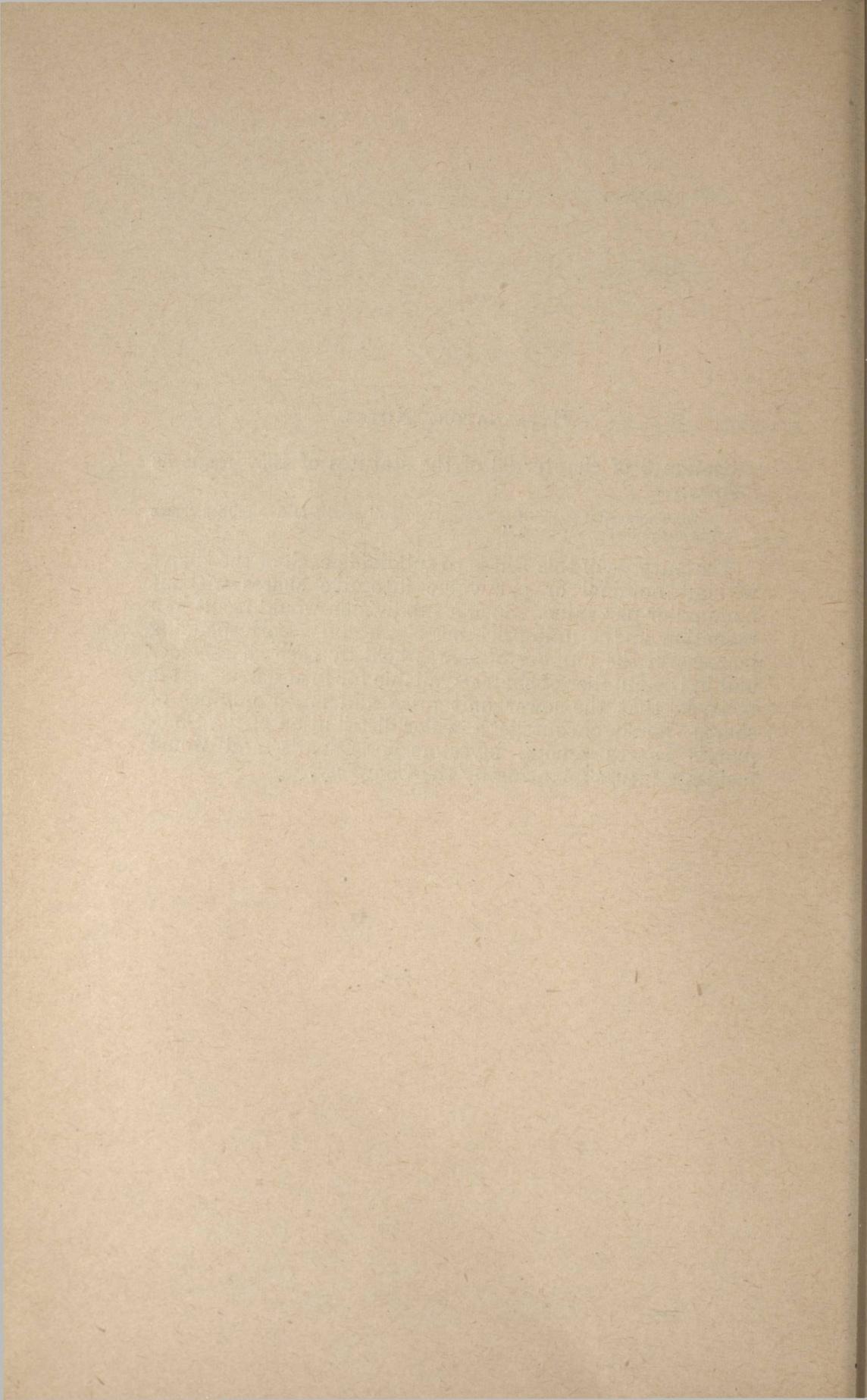
1. Each of the five million shares without nominal or par value constituting the capital stock of Trans Mountain Oil Pipe Line Company, whether such share is issued or unissued, is hereby subdivided into five shares without nominal or par value, so that henceforth the capital stock of Trans Mountain Oil Pipe Line Company shall consist of twenty-five million shares without nominal or par value. 10

EXPLANATORY NOTES.

Section 3 of chapter 93 of the statutes of 1951 reads as follows:—

“3. The capital stock of the Company shall consist of five million shares without nominal or par value.”

The purpose of this Bill is to subdivide each of the shares without nominal or par value into five shares without nominal or par value. Such a subdivision would result in a reduction in the unit price per share and a corresponding increase in the number of shares held by each shareholder and in the number of shares available for future issue. It is believed that the lower unit price and larger number of shares should encourage a wider distribution of the Company's shares among investors in Canada and would facilitate future financing by the Company.



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-7.

An Act respecting Canadian Pacific Railway Company
and certain wholly owned subsidiaries.

Read a first time, Thursday, 26th June, 1958.

Honourable Senator BOUFFARD.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-7.

An Act respecting Canadian Pacific Railway Company and certain wholly owned subsidiaries.

Preamble.

WHEREAS Canadian Pacific Railway Company, The Algoma Eastern Railway Company, The Lindsay, Bobcaygeon and Pontypool Railway Company, The St. Mary's and Western Ontario Railway Company, Tilsonburg, Lake Erie and Pacific Railway Company, Orford Mountain Railway Company, The St. Maurice Valley Railway Company, The Montreal and Ottawa Railway Company, The Ottawa, Northern and Western Railway Company and New Brunswick Southern Railway Company have by their joint petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Short title.

1. This Act may be cited as *Canadian Pacific Railway Company (Subsidiaries) Act, 1958.*

Railways and undertakings vest in Canadian Pacific Railway Company.

2. The railways and undertakings of The Algoma Eastern Railway Company, The Lindsay, Bobcaygeon and Pontypool Railway Company, The St. Mary's and Western Ontario Railway Company, Tilsonburg, Lake Erie and Pacific Railway Company, Orford Mountain Railway Company, The St. Maurice Valley Railway Company, The Montreal and Ottawa Railway Company, The Ottawa, Northern and Western Railway Company and New Brunswick Southern Railway Company and all the powers, rights, privileges, franchises, assets, effects and properties, real, personal and mixed, belonging to or possessed by the said companies, or to which they may be or become entitled, are hereby vested absolutely in Canadian Pacific Railway Company.

EXPLANATORY NOTE.

The purpose of this Bill is to simplify the corporate organization of Canadian Pacific Railway Company.

The companies mentioned in section 2 of this Bill are all wholly owned subsidiaries of Canadian Pacific Railway Company, which owns all the capital stock and bonds (where issued) of the said companies.

The said companies are all operated by Canadian Pacific Railway Company under long term leases as part of the Canadian Pacific system.

Complementary legislation has been secured or will be sought in the provinces where the lines of these companies are located if it is considered necessary to do so in order that the assets of the companies concerned may be vested in Canadian Pacific Railway Company insofar as the legislative authority of the provinces extends.

Section 4 of the Bill provides for the dissolution of the subsidiary companies which were incorporated by Act of Parliament.

Canadian
Pacific
Railway
Company
liable for
claims, etc.

3. Canadian Pacific Railway Company is liable in respect of all claims, demands, rights, securities, causes of action, complaints, debts, obligations, works, contracts, agreements or duties of or affecting the companies named in section 2 to as full an extent as the said companies were liable at or before the coming into force of this Act. 5

Companies
dissolved.

4. The Algoma Eastern Railway Company, The Lindsay, Bobcaygeon and Pontypool Railway Company, The St. Mary's and Western Ontario Railway Company, Tilsonburg, Lake Erie and Pacific Railway Company, The St. Maurice Valley Railway Company, The Montreal and Ottawa Railway Company and The Ottawa, Northern and Western Railway Company are hereby dissolved. 10

Act to come
into force
on pro-
clamation.

5. This Act shall come into force with respect to any one or more of the companies named in section 2 on a day or 15 days to be fixed by proclamation of the Governor in Council.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-8.

An Act to incorporate Canadian Women's Press Club.

Read a first time, Tuesday, 1st July, 1958.

Honourable Senator LAMBERT.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-8.

An Act to incorporate Canadian Women's Press Club.

Preamble.

WHEREAS the persons hereinafter named have by their petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Madeleine Levason, Elizabeth Hammond, Helen Rogers Bahen, Simonne Daigneault, all of the city of Montreal, in the province of Quebec, and Patricia Stevenson, of the city of Ottawa, in the province of Ontario, being officers of an unincorporated association known as Canadian Women's Press Club, and all other members of the said unincorporated association, together with such other persons as are or become members of the association, are hereby incorporated under the name of Canadian Women's Press Club, hereinafter called "the Association".

Corporate name.

Objects.

2. The objects of the Association shall be
- (a) to foster mutual sympathy, counsel and helpfulness among professional women writers and illustrators;
 - (b) to promote and protect the interests of its members and to maintain and improve their status;
 - (c) to promote understanding and love of Canada in publications, books, radio and television programs, plays and films;
 - (d) to promote a higher standard of excellence in all types of professional writing and illustrating;
 - (e) to foster in every way the spirit of goodwill between women writers and illustrators of Canada and of other countries; and
 - (f) to undertake such other lawful acts and things as are incidental or conducive to the attainment of the above objects.

Member-
ship.

3. The membership in the Association shall be divided into the following classes:—

- (a) active members, who shall comprise the active members of the unincorporated association and all others who are from time to time admitted to active membership under the provisions of the by-laws or rules of the Association; 5
- (b) associate members, who shall comprise the associate members of the unincorporated association and all others who are from time to time admitted to associate membership under the provisions of the by-laws or rules of the Association; 10
- (c) honorary members, who shall comprise all who are from time to time admitted to honorary membership under the provisions of the by-laws or rules of the Association; and 15
- (d) any other classes of members which the Association may establish by by-law from time to time.

Executive
committee.

4. The affairs of the Association shall be managed by an executive committee which shall be composed of members elected or appointed as the Association may prescribe by by-law from time to time and which shall have the powers set out in the by-laws of the Association. 20

By-laws and
regulations.

5. The Association may enact, amend and repeal by-laws and regulations for any and all purposes of the Association not inconsistent with the provisions of this Act; and in particular, without limiting the generality of the foregoing, the Association shall have power to define and regulate 25

- (a) the terms and conditions of membership in the Association and the rights, duties and privileges of members including their voting rights; 30
- (b) the number, powers and duties of the officers of the Association and the constitution, powers, duties, quorum and term of office of the executive committee and all other committees of the Association; 35
- (c) the time and place for holding general or special meetings of the Association and the notice and other requirements thereof, except that general meetings of the Association shall be held only once in every three years unless the Association decides that they shall be held more frequently; 40
- (d) the amount of the fees, assessments and dues payable by the members; and
- (e) the administration and management of the business and affairs of the Association and the furthering of its objects and purposes. 45

Additional powers.

6. In addition to the general powers accorded to it by law, the Association shall have power

- (a) to purchase, take on lease or in exchange, hire and otherwise acquire by gift, legacy, devise or otherwise and to own and hold any estate, property or rights, real or personal, movable or immovable, or any title or interest therein, and to sell, exchange, alienate, manage, develop, mortgage, hypothecate, lease or otherwise deal therewith as it may deem advisable for the purposes of the Association; 5
- (b) to borrow money for the purposes of the Association; 10
- (c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments; 10
- (d) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and projects calculated to benefit women writers and illustrators in any way, and to subscribe or guarantee money for charitable, cultural or benevolent objects or for any exhibition or any public, general or useful object; 20
- (e) to invest and deal with the moneys of the Association not immediately required, in such manner as may be determined from time to time; and
- (f) to do all such lawful acts and things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association. 25

Officers and committees of unincorporated association continue to hold office.

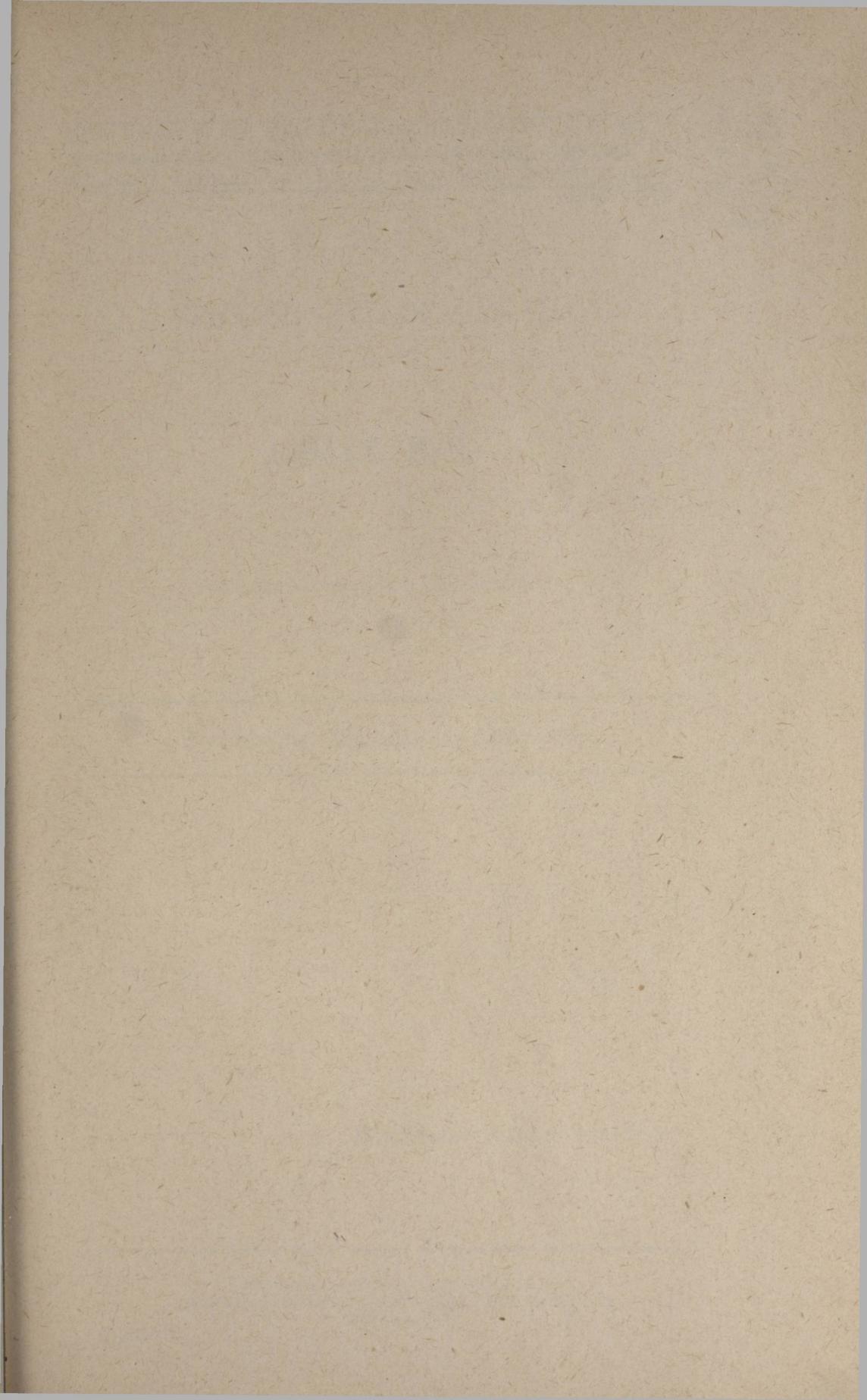
7. The present officers of the unincorporated association, the members of the executive committee and of the other committees appointed under the constitution and by-laws of the unincorporated association existing prior to the enactment of this Act shall continue to hold office until their successors have been appointed or elected in accordance with the provisions of this Act and of the by-laws made thereunder. 30 35

Constitution, by-laws, etc., of unincorporated association to continue until amended or repealed.

8. The existing constitution, by-laws and rules of the unincorporated association, in so far as they are not contrary to law or to the provisions of this Act, shall be the constitution, by-laws and rules of the Association until amended or repealed at a general meeting of the Association. 40

First general meeting.

9. The first general meeting of the Association shall be held during the year 1959 at such time and place as the present executive committee of the unincorporated association may determine.



Corporation
vested with
rights and
assumes
obligations
of unincor-
porated
association.

10. The corporation created by this Act is vested with all the rights and assumes all the obligations of the former unincorporated association known as Canadian Women's Press Club.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-9.

An Act to amend the Criminal Code.

First reading, Thursday, 3rd July 1958.

Honourable Senator ASELTINE.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-9.

An Act to amend the Criminal Code.

1953-54, c. 51;
1955, cc. 2, 45;
1956, c. 48;
1957-58, c. 28.

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

1. Section 692 of the *Criminal Code* is amended by adding thereto the following subsection: 5

“Clerk of the appeal court.”

“(2) For the purposes of this Part, the expression “clerk of the appeal court” includes a local clerk of the appeal court.”

2. Paragraph (e) of section 719 of the said Act is repealed and the following substituted therefor: 10

“(e) in the Province of Alberta, the district court of the judicial district or sub-judicial district in which the cause of the proceedings arose,

(ee) in the Province of Saskatchewan, the District Court for Saskatchewan,” 15

Commence-
ment.

3. This Act shall come into force on a day to be fixed by proclamation of the Governor in Council.

EXPLANATORY NOTES.

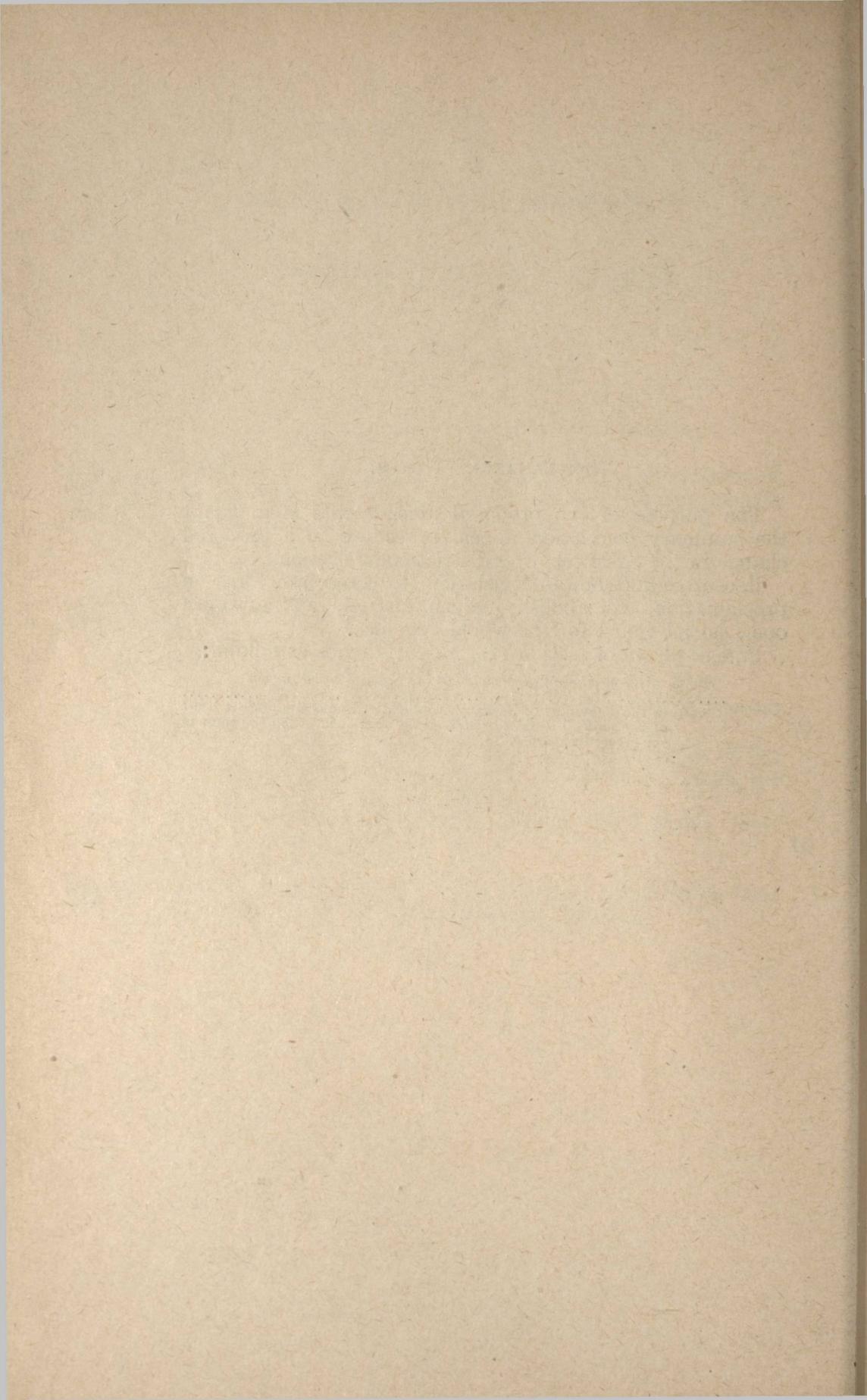
The purpose of the proposed amendments is to adapt the summary conviction appeal procedure to a proposed change in the Saskatchewan district court system.

Recent Saskatchewan legislation, to come into force on proclamation, will abolish judicial districts and establish one District Court for the whole Province.

Paragraph (e) of section 719 presently reads as follows:

"719. For the purposes of sections 720 to 732, "appeal court" means

.....
(e) in the Provinces of Saskatchewan and Alberta, the district court of the judicial district or subjudicial district in which the cause of the proceedings arose,"



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-10.

An Act to amend the Loan Companies Act.

Read a first time, Tuesday, 8th July, 1958.

Honourable Senator ASELTINE.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-10.

An Act to amend the Loan Companies Act.

R.S., c. 170;
1952-53, c. 5.

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

1. Section 2 of the *Loan Companies Act* is amended by adding thereto, immediately after paragraph (a) thereof, the following paragraph: 5

"Depart-
ment."

"(aa) "Department" means the Department of Insurance constituted by the *Department of Insurance Act*;"

2. Section 6 of the said Act is repealed and the following substituted therefor: 10

Model Bill.

"6. Every loan company incorporated by Act in the form set forth in the Schedule is a body corporate by the name contained in its Act of incorporation, capable of exercising all the functions of an incorporated company."

3. Subsection (1) of section 10 of the said Act is repealed and the following substituted therefor: 15

General
meeting.

"10. (1) As soon as the amount named for that purpose in the company's Act of incorporation has been *bona fide* subscribed and ten per cent of that amount has been paid into a chartered bank in Canada, the provisional directors may call a general meeting of the shareholders to be held at the place named in the Act of incorporation where the head office of the company is to be situated." 20

4. Subsection (1) of section 13 of the said Act is repealed and the following substituted therefor: 25

Certificate
for com-
mencement
of business.

"13. (1) The company shall not borrow or lend money or otherwise carry on business by exercising any of the powers set forth in sections 60 and 62 until it has obtained

EXPLANATORY NOTES.

1. This is a new paragraph defining "Department" for the purpose of simplifying subsequent provisions dealing with the filing of annual statements.

2. The present section reads as follows:

"6. Every loan company incorporated by Act in the Form set forth in Schedule A is a body corporate by the name contained in its Act of incorporation, capable forthwith of exercising all the functions of an incorporated company and is invested with all the powers, privileges and immunities and is subject to all the liabilities and provisions set forth in this Act."

The change is made in consequence of the change made in clause 11 repealing Schedule B. Some words have been deleted because the substance of the words is included in the Model Bill.

3. The present subsection reads as follows:

"10. (1) As soon as not less than one hundred thousand dollars of the capital stock has been *bona fide* subscribed, and not less than fifty thousand dollars has been paid thereon in cash, the provisional directors may call a general meeting of the shareholders to be held at the place named in the Act of incorporation as the head office of the company."

The change will remove references to specific amounts of capital and will refer instead to the capital requirements in the Act of incorporation of the company. The specific amounts mentioned in the present Act were determined many years ago and are no longer appropriate.

4. The present subsection reads as follows:

"13. (1) The company shall not borrow or lend money or otherwise carry on business by exercising any of the powers set forth in sections 60 and 62 until it has obtained from the Minister a certificate permitting it to do so, and no application for such certificate shall be given until it has been shown to the satisfaction of the Minister by affidavit or otherwise that

from the Minister a certificate permitting it to do so and no application for such certificate shall be given until it has been shown to the satisfaction of the Minister by affidavit or otherwise that

- (a) the board of directors has been duly elected; 5
- (b) the provisions of the company's Act of incorporation relating to subscription and payment for stock have been complied with;
- (c) all other requirements of this Act antecedent to the granting of a certificate have been complied with; 10 and
- (d) the expenses of incorporation and organization are reasonable."

5. Subsection (1) of section 27 of the said Act is repealed and the following substituted therefor: 15

Capital stock.

"27. (1) The capital stock of a loan company shall be divided into shares of one hundred dollars each."

6. Section 38 of the said Act is repealed and the following substituted therefor:

Decrease of capital stock.

"38. The directors may by by-law provide for the decrease of the capital stock of the company to any amount that they consider sufficient, but not less than the minimum amounts required by the company's Act of incorporation to be subscribed for and paid up before the company is authorized to commence business." 25

7. Subsection (3) of section 50 of the said Act is repealed and the following substituted therefor:

Books of account.

"(3) The company shall keep books of account adequate to enable it to prepare the annual statement required by section 70, and the books of account respecting liabilities to the public shall be kept separate and distinct from other books of account of the company."

8. Subsection (6) of section 51 of the said Act is repealed and the following substituted therefor:

"Court" defined.

"(6) In this section "court" means in British Columbia, 35 Alberta, Ontario, New Brunswick, Nova Scotia and Newfoundland, the Supreme Court of those Provinces respectively; in Prince Edward Island, the Supreme Court of Judicature of that Province; in Quebec, the Superior Court; in Manitoba and Saskatchewan, Her Majesty's Court of Queen's Bench for those Provinces respectively; in the Yukon Territory, the Territorial Court; and in the North-west Territories, the Territorial Court." 40

- (a) the board of directors has been duly elected;
- (b) not less than two hundred and fifty thousand dollars of capital stock has been *bona fide* subscribed;
- (c) the company has at its credit in a chartered bank a sum not less than one hundred thousand dollars paid in by subscribers on account of their subscriptions in excess of any and all liabilities of the company in connection with or arising out of the incorporation, procuring of subscriptions, organization or otherwise howsoever;
- (d) all other requirements of this Act antecedent to the granting of a certificate have been complied with; and
- (e) the expenses of incorporation and organization are reasonable."

The explanation of this change is the same as given above for clause 3.

5. The present subsection reads as follows:

"27. (1) The capital stock of a loan company shall be not less than two hundred and fifty thousand dollars and shall be divided into shares of one hundred dollars each."

The explanation of this change is the same as given above for clause 3.

6. The present section reads as follows:

"38. The directors may by by-law provide for the decrease of the capital stock of the company to any amount, not less than two hundred and fifty thousand dollars, that they consider sufficient."

The explanation of this change is the same as given above for clause 3.

7. The present subsection reads as follows:

"(3) The company shall keep books of account from which shall be made up the annual statement required by section 70 to be made to the Minister, such books of account as regards liabilities to the public to be kept separate and distinct from other books of account of the company."

This change is made in consequence of the change made by clause 11 requiring the annual statement to be deposited in the Department of Insurance rather than filed with the Minister.

8. The present subsection reads as follows:

"(6) In this section "court" means in British Columbia, Alberta, Ontario, New Brunswick, Nova Scotia and Newfoundland, the Supreme Court of those Provinces respectively; in Prince Edward Island, the Supreme Court of Judicature of that Province; in Quebec, the Superior Court; in Manitoba and Saskatchewan, Her Majesty's Court of Queen's Bench for those Provinces respectively; in the Yukon Territory, the Territorial Court; and in the Northwest Territories, a Stipendiary Magistrate."

This change is made in consequence of the setting up of a Territorial Court in the Northwest Territories.

9. Subsection (2) of section 59 of the said Act is repealed and the following substituted therefor:

Report.

"(2) The auditors shall make a report

(a) to the shareholders on the statement submitted to them as required by section 53; and

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(b) to the Superintendent on the annual statement to be deposited in the Department in pursuance of this Act."

10. Paragraph (e) of subsection (2) of section 68 of the said Act is repealed and the following substituted therefor:

Limitation of amount borrowed.

"(e) the said by-law shall not increase the limit of the amount of money that may be borrowed by the company beyond, in the aggregate, twelve and one-half times the amounts of the unimpaired paid-up capital stock and reserve of the company."

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11. Section 70 of the said Act is repealed and the following substituted therefor:

Annual statement.

"70. (1) The company shall, on or before the 1st day of March in each year, prepare and deposit in the Department a statement of the condition and affairs of the company as of the next preceding 31st day of December, showing the assets and liabilities of the company on the said 31st day of December and its income and expenditures during the year then ended, together with such other information as the Minister may require.

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Form.

(2) The statement required by subsection (1) shall be in such form as the Minister determines and shall be verified by oath of the president or a vice-president elected under subsection (1) of section 21 and of the manager or secretary of the company."

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12. The said Act is further amended by adding thereto, immediately after section 70 thereof, the following section:

Definitions.

"70A. (1) In this section,

"Amortized value."

(a) "amortized value", when used in relation to the value of a redeemable security at any date after purchase, means a value so determined that if the security were purchased at that date and at that value, the yield would be the same as the yield with reference to the original purchase price;

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"Annual statement."

(b) "annual statement" means the statement required under section 70 to be deposited in the Department;

9. The present subsection reads as follows:

- “(2) The auditors shall make a report
(a) to the shareholders on the statement submitted to the company at the annual general meeting; and
(b) to the Minister on the annual statement to be prepared and transmitted to him in pursuance of this Act.”

The explanation of this change is the same as that given above for clause 7.

10. The present paragraph reads as follows:

- “(e) the said by-law shall not increase the limit of the amount of money that may be borrowed by the company beyond, in the aggregate, ten times the combined amounts from time to time of the actually paid-up and unimpaired capital stock and reserve.”

This change will increase the amount that a company may borrow.

11. The present section reads as follows:

“70. (1) The company shall on or before the 1st day of March in each year, prepare and transmit by registered post to the Minister a statement setting forth as of the 31st day of December preceding, the capital stock of the company, the portion thereof paid up, the assets and liabilities of the company, the amount and nature of the investments made by the company both on its own behalf and on behalf of others, with the particulars called for by Schedule B, and such other details as the Minister requires.

(2) The statement shall be as nearly as may be in the Form in Schedule B, and shall be signed and declaration made by the president or a vice-president and by the manager or secretary as in the Form prescribed.

(3) The Minister may make such changes in the Form of statement, whether such changes are of general application or are in the opinion of the Minister necessary to meet the circumstances of any particular case, as he may deem best adapted to elicit any information considered necessary or desirable, and the Form as changed shall be signed and declared to as hereinbefore prescribed.”

The change in subsection (1) requires the statement to be deposited in the Department of Insurance rather than be filed with the Minister. The filing will thereby be more direct and the provisions of the Act relating to penalties for late filing may be more easily administered. The filing requirements will also be the same as those applying to insurance companies. Some changes have been made to improve the wording.

The form of the statement is left to be determined by the Minister and the references to Schedule B are deleted. The statement form in Schedule B is no longer appropriate and has not been used for many years, changes having been made by virtue of the authority in the present subsection (3).

12. This section is new. Its purpose is to allow loan companies to use amortized values in place of market values for securities issued or guaranteed by the Government of Canada or by the government of any province of

"Market value."

(c) "market value" means the market value at the date of the annual statement or, in the discretion of the Superintendent, at a date not more than sixty days before the date of that statement;

"Redeemable security."

(d) "redeemable security" means a security being for a fixed term and redeemable at the end of that term at a specified value; and 5

"Yield."

(e) "yield", when used in relation to a redeemable security, means the effective rate of interest that will be returned on the purchase price if the payments of interest specified in the security are made up to and including the redemption date and the security is then redeemed at the specified value; and, in the case of a security that is redeemable at more than one specified date, "redemption date" means, for the purposes of this section, the specified date that gives the lower or the lowest effective rate of interest, as the case may be. 15

(2) For the purposes of paragraphs (a) and (e) of subsection (1), 20

Redeemable security acquired otherwise than by purchase.

(a) where a redeemable security is acquired otherwise than by purchase, it shall be deemed to have been purchased at a price not exceeding the market value at the date of acquisition; and

Option to redeem not exercised.

(b) where the option to redeem a security is not exercised at the redemption date used to determine the yield, then, with respect to the remainder of the term, the security shall be deemed to have been purchased at that date at a price equal to the then amortized value. 25 30

Valuation of securities in statement.

(3) The securities owned by a company shall be taken into account in every annual statement at values that, in total, do not exceed the aggregate of

(a) the amortized values of redeemable securities not in default, issued or guaranteed by the Government of Canada or by the government of any province of Canada, and 35

(b) the market values of all securities other than those described in paragraph (a).

Market values to be shown in schedule.

(4) Every annual statement required by this Act to be deposited in the Department shall show in a schedule the market values of all securities owned by the company at the date of the statement." 40

Canada. Similar power is granted to life insurance companies in the *Canadian and British Insurance Companies Act* and has, more recently, been granted to chartered banks. The proposed section contains a definition of amortized values following a similar section in the *Canadian and British Insurance Companies Act*.

13. Subsections (1) and (2) of section 71 of the said Act are repealed and the following substituted therefor:

Examination
and report on
condition of
company.

"**71.** (1) The Superintendent shall visit personally, or cause a duly qualified member of his staff to visit, at least once in each year, the head office of each company and examine carefully the statements of the condition and affairs of each company, and report thereon to the Minister as to all matters requiring his attention and decision. 5

Inspection
of books.

(2) For the purpose of an examination under subsection (1) the company shall prepare and submit to the Superintendent such statement or statements with respect to the business, finances or other affairs of the company, in addition to that mentioned in section 70, as the Superintendent may require, and the officers, agents and servants of the company shall cause their books to be open for inspection, and shall otherwise facilitate such examination so far as it is in their power." 10 15

14. Section 97 of the said Act is repealed and the following substituted therefor:

Neglect to
deposit
statement.

"**97.** Every company that makes default in depositing in the Department the annual statement herein required to be deposited shall incur a penalty of ten dollars for each day during which such default continues." 20

Penalty.

15. Schedules A and B to the said Act are repealed and the following Schedule substituted therefor: 25

"SCHEDULE

MODEL BILL.

FOR INCORPORATION OF A LOAN COMPANY.

An Act to incorporate the (*state the name of the company*).

WHEREAS the persons hereinafter named have by their petition prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition: 30

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows: 35

13. The present subsections read as follows:

"71. (1) The Superintendent shall visit personally or cause a duly qualified member of his staff to visit, at least once in each year, the head office of each company required by this Act to make returns to the Minister, and to examine carefully the statements of the condition and affairs of each company, and report thereon to the Minister as to all matters requiring his attention and decision.

(2) For the purpose of such examination the company shall prepare and submit to the Superintendent such statement or statements with respect to the business, finances or other affairs of the company, in addition to that mentioned in section 70, as the Superintendent may require, and the officers, agents and servants of the company shall cause their books to be open for inspection, and shall otherwise facilitate such examination so far as it is in their power."

The reason for the change in subsection (1) is the same as that given above for clause 7 and the reason for the change in subsection (2) is to improve the wording.

14. The present section reads as follows:

"97. Every company that neglects to prepare and transmit to the Minister on or before the 1st day of March in each year a statement verified as required by this Act and setting forth the particulars as to capital stock, assets and liabilities, and such other details as are by this Act required, shall incur a penalty of twenty dollars for each and every day during which such neglect continues."

This change recognizes the change made by clause 11 concerning the filing of the annual statement and also changes the penalty for late filing from \$20.00 a day to \$10.00 a day, the latter being the amount applicable to insurance companies under the *Canadian and British Insurance Companies Act*.

15. The present Model Bill reads as follows:

"SCHEDULE A.

MODEL BILL.

(For incorporation of a Loan Company).

An Act to incorporate the (state the name of the company).

WHEREAS the persons hereinafter named have by their petition prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. (*Insert the names of the persons applying for incorporation*), together with such persons as become shareholders in the company, are incorporated under the name of (*state name of company*) hereinafter called "the company".

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2. The persons named in section 1 (*or as the case may be*) shall be the provisional directors of the company. (*The name, address and calling of each director must be given.*)

3. The capital stock of the company shall be 10 dollars, which may be increased to dollars.

4. The amount to be subscribed before the provisional directors may call a general meeting of the shareholders shall be dollars.

5. The company shall not commence business until 15 dollars of the capital stock have been subscribed and dollars paid thereon.

6. The head office of the company shall be in the of in the province of

7. The company has all the powers, privileges and 20 immunities conferred by, and is subject to all the limitations, liabilities and provisions of, the *Loan Companies Act*."

(1) (Insert names of the persons applying for incorporation), together with such persons as become shareholders in the company, are incorporated under the name of (state name of company) hereinafter called "the company".

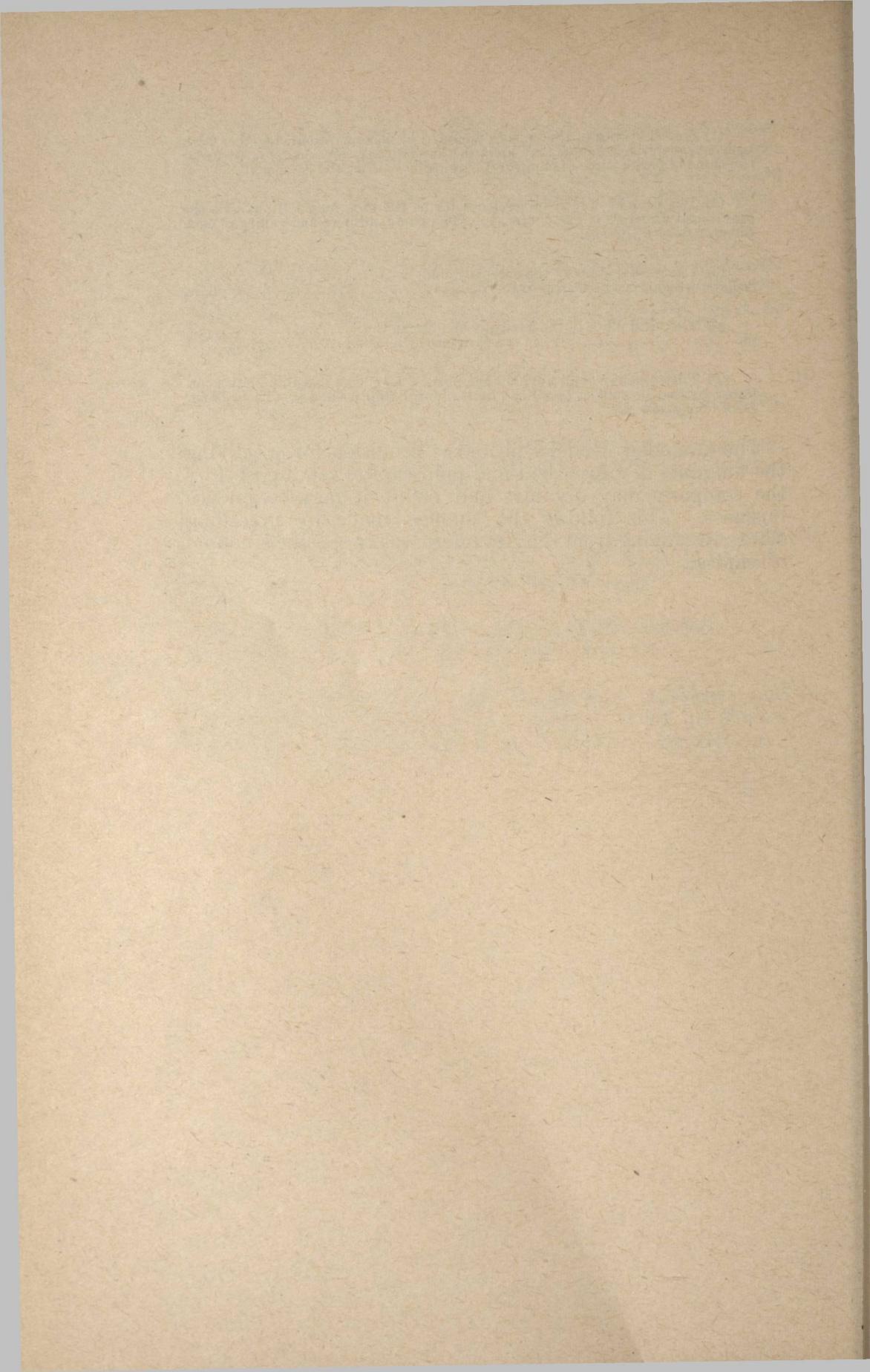
(2) The persons named in section 1 (or as the case may be) shall be the provisional directors of the company. (The name, address and calling of each director must be given).

(3) The capital stock of the company shall be..... dollars, which may be increased to.....dollars.

(4) The head office of the company shall be in the..... of.....in the Province of.....

(5) The company shall have all the powers, privileges and immunities conferred by and be subject to all the limitations, liabilities and provisions of the *Loan Companies Act.*"

The amended Model Bill makes provision for specifying the amounts of subscribed and paid capital required before the company may organize and before it may commence business. This follows the changes made by preceding clauses removing from the Act references to specific amounts of capital.



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-11.

An Act to amend the Trust Companies Act.

Read a first time, Tuesday, 8th July, 1958.

Honourable Senator ASELTINE.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-11.

An Act to amend the Trust Companies Act.

R.S., c. 272;
1952-53, c. 10.

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

1. Section 2 of the *Trust Companies Act* is amended by adding thereto, immediately after paragraph (b) thereof, the following paragraph: 5

"Department."
ment."

"(bb) "Department" means the Department of Insurance constituted by the *Department of Insurance Act*;"

2. Section 5 of the said Act is repealed and the following substituted therefor: 10

Declarations
in Act.

"5. The capital stock of every trust company, the name of the trust company, the place where its head office is to be situated, and the name, place of residence and calling of each of the provisional directors, shall be declared in the Act of incorporation of the trust company." 15

3. Section 6 of the said Act is repealed and the following substituted therefor:

Model
Bill.

"6. Every trust company incorporated by Act in the form set forth in the Schedule is a body corporate by the name contained in its Act of incorporation, capable of exercising all the functions of an incorporated company." 20

4. Section 10 of the said Act is repealed and the following substituted therefor:

General
meeting.

"10. (1) As soon as the amount named for that purpose in the company's Act of incorporation has been *bona fide* subscribed and ten per cent of that amount has been paid into a chartered bank in Canada, the provisional directors may call a general meeting of the shareholders to be held at the place named in the Act of incorporation where the head office of the company is to be situated. 25 30

EXPLANATORY NOTES.

1. This is a new paragraph defining "Department" for the purpose of simplifying subsequent provisions dealing with the filing of annual statements.

2. The present section reads as follows:

"5. The capital stock of every trust company incorporated after the 12th day of June, 1914, the name of the trust company, the place where its head office is to be situated, the name, place of residence and description of each of the provisional directors, shall be declared in the Act of incorporation of every such trust company."

The change replaces the word "description" by the more appropriate word "calling". Some words being no longer applicable have been deleted.

3. The present section reads as follows:

"6. (1) Every trust company incorporated by Act in the Form set forth in Schedule A is a body corporate by the name contained in its Act of incorporation, capable forthwith of exercising all the functions of an incorporated company.

(2) Every such trust company is invested with all the powers, privileges and immunities and is subject to all the liabilities and provisions set forth in this Act."

The change in subsection (1) is made in consequence of the change made in clause 11 repealing Schedule B. Subsection (2) has been deleted because the substance of it is included in the Model Bill.

4. The present section reads as follows:

"10. (1) As soon as not less than one hundred and fifty thousand dollars of the capital stock have been *bona fide* subscribed and not less than fifty thousand dollars have been paid thereon in cash the provisional directors may call a general meeting of the shareholders to be held at the place named in the Act of incorporation as the head office of the company.

Limitations
as to sub-
scriptions.

- (2) For the purpose of the organization of the company under the provisions of this Act,
- (a) stock upon which less than ten per cent has been paid in cash by the subscriber shall not be deemed to have been *bona fide* subscribed; and
 - (b) any sum paid by any subscriber that is less than ten per cent of the amount subscribed by him shall not be taken into account as part of the sums paid in on account of subscriptions of stock."

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Application.

5. Subsection (2) of section 13 of the said Act is repealed and the following substituted therefor:

"(2) No application for a certificate under this section shall be made and no certificate shall be given until it has been shown to the satisfaction of the Minister by affidavit or otherwise that

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- (a) the board of directors has been duly elected;
- (b) the provisions of the company's Act of incorporation relating to subscription and payment for stock have been complied with;
- (c) all other requirements of this Act antecedent to the granting of a certificate have been complied with; and
- (d) the expenses of incorporation and organization are reasonable."

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Capital
stock.

6. Subsection (1) of section 27 of the said Act is repealed and the following substituted therefor:

"27. (1) The capital stock of a trust company shall be divided into shares of one hundred dollars each."

7. Subsection (3) of section 35 of the said Act is repealed and the following substituted therefor:

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Books of
account.

"(3) The company shall keep books of account adequate to enable it to prepare the annual statement required by section 72, and the books of account respecting liabilities to the public shall be kept separate and distinct from other books of account of the company."

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8. Subsection (6) of section 36 of the said Act is repealed and the following substituted therefor:

"Court"
defined.

"(6) In this section "court" means in British Columbia, Alberta, Ontario, New Brunswick, Nova Scotia and Newfoundland, the Supreme Court of those Provinces respectively; in Prince Edward Island, the Supreme Court of Judicature of that Province; in Quebec, the Superior Court; in Manitoba and Saskatchewan, Her Majesty's Court of Queen's Bench for those Provinces respectively; in the Yukon Territory, the Territorial Court; and in the North-west Territories, the Territorial Court."

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(2) The stock upon which less than ten per cent has been paid in cash by the shareholder shall not be reckoned as part of the one hundred and fifty thousand dollars of stock necessary to be subscribed, nor shall any sum paid by any shareholder upon the shares subscribed for by him which is less than ten per cent of the amount subscribed for by such shareholder be reckoned as part of the sum of fifty thousand dollars required to be paid as hereinbefore mentioned."

The change will remove references to specific amounts of capital and will refer instead to the capital requirements in the Act of incorporation of the company. The specific amounts mentioned in the present Act were determined many years ago and are no longer appropriate.

5. The present subsection reads as follows:

"(2) No application for such certificate shall be made and no certificate shall be given until it has been shown to the satisfaction of the Minister by affidavit or otherwise that

- (a) the board of directors has been duly elected;
- (b) not less than two hundred and fifty thousand dollars of capital stock have been *bona fide* subscribed;
- (c) the company has at its credit in a chartered bank a sum not less than one hundred thousand dollars paid in by shareholders on account of their subscriptions in excess of any and all liabilities of the company in connection with or arising out of the incorporation, procuring of subscriptions, organization or otherwise howsoever;
- (d) all other requirements of this Act antecedent to the granting of a certificate have been complied with; and
- (e) the expenses of incorporation and organization are reasonable."

The explanation of this change is the same as given above for clause 4.

6. The present subsection reads as follows:

"27. (1) The capital stock of a trust company shall be not less than two hundred and fifty thousand dollars and shall be divided into shares of one hundred dollars each."

The explanation of this change is the same as given above for clause 4.

7. The present subsection reads as follows:

"(3) The company shall keep books of account from which shall be made up the annual statement required by section 72 to be made to the Minister, such books of account as regards liabilities to the public to be kept separate and distinct from other books of account of the company."

This change is made in consequence of the change made by clause 11 requiring the annual statement to be deposited in the Department of Insurance rather than filed with the Minister.

8. The present subsection reads as follows:

"(6) In this section "court" means in British Columbia, Alberta, Ontario, New Brunswick, Nova Scotia and Newfoundland, the Supreme Court of those Provinces respectively; in Prince Edward Island, the Supreme Court of Judicature of that Province; in Quebec, the Superior Court; in Manitoba and Saskatchewan, Her Majesty's Court of Queen's Bench for those Provinces respectively; in the Yukon Territory, the Territorial Court; and in the Northwest Territories, a Stipendiary Magistrate."

The change is made in consequence of the setting up of a Territorial Court in the Northwest Territories.

9. Subsection (2) of section 49 of the said Act is repealed and the following substituted therefor:

Report.

“(2) The auditors shall make a report

(a) to the shareholders on the statement submitted to them as required by section 43; and

(b) to the Superintendent on the annual statement to be deposited in the Department in pursuance of this Act.”

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10. Subsection (3) of section 70 of the said Act is repealed and the following substituted therefor:

Limitation of amount.

“(3) The aggregate of the sums of money borrowed and of money entrusted to the company for investment, the repayment of which is guaranteed by the company, shall not exceed twelve and one-half times the amount of the unimpaired paid-up capital stock and reserve of the company.”

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11. Section 72 of the said Act is repealed and the following substituted therefor:

Annual statement.

“**72.** (1) The company shall, on or before the 1st day of March in each year, prepare and deposit in the Department a statement of the condition and affairs of the company as of the next preceding 31st day of December, showing the assets and liabilities of the company on the said 31st day of December and its income and expenditures during the year then ended, together with such other information as the Minister may require.”

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Form.

(2) The statement required by subsection (1) shall be in such form as the Minister determines and shall be verified by oath of the president or a vice-president elected under subsection (1) of section 21 and of the manager or secretary of the company.”

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9. The present subsection reads as follows:

"(2) The auditors shall make a report

- (a) to the shareholders on the statement submitted to the company at the annual general meeting; and
- (b) to the Minister on the annual statement to be prepared and transmitted to him in pursuance of this Act."

The explanation of this change is the same as that given above for clause 7.

10. The present subsection reads as follows:

"(3) The aggregate of the sums of money borrowed and of money entrusted to the company for investment, the repayment of which is guaranteed by the company, shall not exceed ten times the amount of the company's unimpaired paid-up capital and reserve."

This change will increase the amount that a company may borrow or may accept under guaranteed trust arrangements.

11. The present section reads as follows:

"72. (1) The company shall, on or before the 1st day of March in each year, prepare and transmit by registered post to the Minister a statement setting forth, as of the 31st day of December preceding,

- (a) the capital stock of the company and the portion thereof paid up;
- (b) a list of the company's shareholders;
- (c) the assets of the company that are its absolute property and liabilities in respect thereof;
- (d) the liabilities of the company to the public in its trustee capacity and the investments and holdings of the company on trust account; and
- (e) such other details as the Form hereinafter mentioned and the Minister require.

(2) The statement shall be in the Form in Schedule B, and shall be signed and declaration made by the president or vice-president and by the manager or secretary as in the Form prescribed.

(3) The Minister may make such changes in the form of statement, whether such changes are of general application or are in the opinion of the Minister necessary to meet the circumstances of any particular case, as he may deem best adapted to elicit any information considered necessary or desirable, and the form as changed shall be signed and declared to as hereinbefore prescribed."

The change in subsection (1) requires the statement to be deposited in the Department of Insurance rather than filed with the Minister. The filing will thereby be more direct and the provisions of the Act relating to penalties for late filing may be more easily administered. The filing requirements will also be the same as those applying to insurance companies. Some changes have been made to improve the wording.

The form of the statement is left to be determined by the Minister and the references to Schedule B are deleted. The statement form in Schedule B is no longer appropriate and has not been used for many years, changes having been made by virtue of the authority in the present subsection (3).

12. The said Act is further amended by adding thereto, immediately after section 72 thereof, the following section:

Definitions.
"Amortized value."

"72A. (1) In this section,

(a) "amortized value", when used in relation to the value of a redeemable security at any date after purchase, means a value so determined that if the security were purchased at that date and at that value, the yield would be the same as the yield with reference to the original purchase price; 5

"Annual statement."

(b) "annual statement" means the statement required by section 72 to be deposited in the Department; 10

"Market value."

(c) "market value" means the market value at the date of the annual statement or, in the discretion of the Superintendent, at a date not more than sixty days before the date of that statement; 15

"Redeemable security."

(d) "redeemable security" means a security being for a fixed term and redeemable at the end of that term at a specified value; and

"Yield."

(e) "yield", when used in relation to a redeemable security, means the effective rate of interest that will be returned on the purchase price if the payments of interest specified in the security are made up to and including the redemption date and the security is then redeemed at the specified value; and, in the case of a security that is redeemable at more than one specified date, "redemption date" means, for the purposes of this section, the specified date that gives the lower or the lowest effective rate of interest, as the case may be. 20 25

(2) For the purposes of paragraphs (a) and (e) of subsection (1), 30

Redeemable security acquired otherwise than by purchase.
Option to redeem not exercised.

(a) where a redeemable security is acquired otherwise than by purchase, it shall be deemed to have been purchased at a price not exceeding the market value at the date of acquisition; and 35

(b) where the option to redeem a security is not exercised at the redemption date used to determine the yield, then, with respect to the remainder of the term, the security shall be deemed to have been purchased at that date at a price equal to the then amortized value. 40

Valuation of securities in statement.

(3) The securities owned by a company or held in respect of guaranteed trust moneys shall be taken into account in every annual statement at values that, in total, do not exceed the aggregate of

(a) the amortized values of redeemable securities not in default, issued or guaranteed by the Government of Canada or by the government of any province of Canada, and 45

(b) the market values of all securities other than those described in paragraph (a). 50

12. This section is new. Its purpose is to allow trust companies to use amortized values in place of market values for securities issued or guaranteed by the Government of Canada or by the government of any province of Canada. Similar power is granted to life insurance companies in the *Canadian and British Insurance Companies Act* and has, more recently, been granted to chartered banks. The proposed section contains a definition of amortized values following a similar section in the *Canadian and British Insurance Companies Act*.

Market values to be shown in schedules.

(4) Every annual statement required by this Act to be deposited in the Department shall show in schedules the market values of all securities owned by the company or held in respect of guaranteed trust moneys at the date of the statement." 5

13. Subsection (1) of section 73 of the said Act is repealed and the following substituted therefor:

Examination and report on condition of company.

"**73.** (1) The Superintendent shall visit personally, or cause a duly qualified member of his staff to visit, at least once in each year, the head office of each company 10 and examine carefully the statements of the condition and affairs of each company, and report thereon to the Minister as to all matters requiring his attention and decision."

14. Section 89 of the said Act is repealed and the following substituted therefor: 15

Neglect to deposit statement. Penalty.

"**89.** Every company that makes default in depositing in the Department the annual statement as required by this Act shall incur a penalty of ten dollars for each day during which the default continues."

15. Schedules A and B to the said Act are repealed and 20 the following Schedule substituted therefor:

SCHEDULE

MODEL BILL.

FOR INCORPORATION OF A TRUST COMPANY.

An Act to incorporate the (*state the name of the company*). 25

WHEREAS the persons hereinafter named have by their petition prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition:

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as 30 follows:

1. (*Insert the names of the persons applying for incorporation*), together with such persons as become shareholders in the company, are incorporated under the name of (*state name of company*) hereinafter called "the com- 35 pany".

2. The persons named in section 1 (*or as the case may be*) shall be the provisional directors of the company. (*The name, address and calling of each director must be given*).

13. The present subsection reads as follows:

"73. (1) The Superintendent shall visit personally or cause a duly qualified member of his staff to visit, at least once in each year, the head office of each company required by this Act to make returns to the Minister, and to examine carefully the statements of the condition and affairs of each company, and report thereon to the Minister as to all matters requiring his attention and decision."

The reason for this change is the same as that given above for clause 7.

14. The present section reads as follows:

"89. Every company that neglects to prepare and transmit to the Minister on or before the 1st day of March in each year a statement verified as required by this Act and setting forth the particulars as to capital stock, assets and liabilities and such other details as are by this Act required, shall incur a penalty of twenty dollars for each and every day during which such neglect continues."

This change recognizes the change made by clause 11 concerning the filing of the annual statement and also changes the penalty for late filing from \$20.00 a day to \$10.00 a day, the latter being the amount applicable to insurance companies under the *Canadian and British Insurance Companies Act*.

15. The present Model Bill reads as follows:

"SCHEDULE A.

MODEL BILL.

For Incorporation of a Trust Company.

An Act to incorporate the (state the name of the company).

WHEREAS the persons hereinafter named have by their petition prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

1. (Insert names of the persons applying for incorporation) together with such persons as become shareholders in the company, are incorporated under the name of (state name of company), hereinafter called "the Company".

2. The persons named in section 1 (or as the case may be) shall be the provisional directors of the company. (The name, address and addition of each director must be given.)

3. The capital stock of the company shall be dollars, which may be increased todollars.

4. The amount to be subscribed before the provisional directors may call a general meeting of the shareholders shall bedollars. 5

5. The company shall not commence business until dollars of the capital stock have been subscribed anddollars paid thereon.

6. The head office of the company shall be in the ofin the province of 10

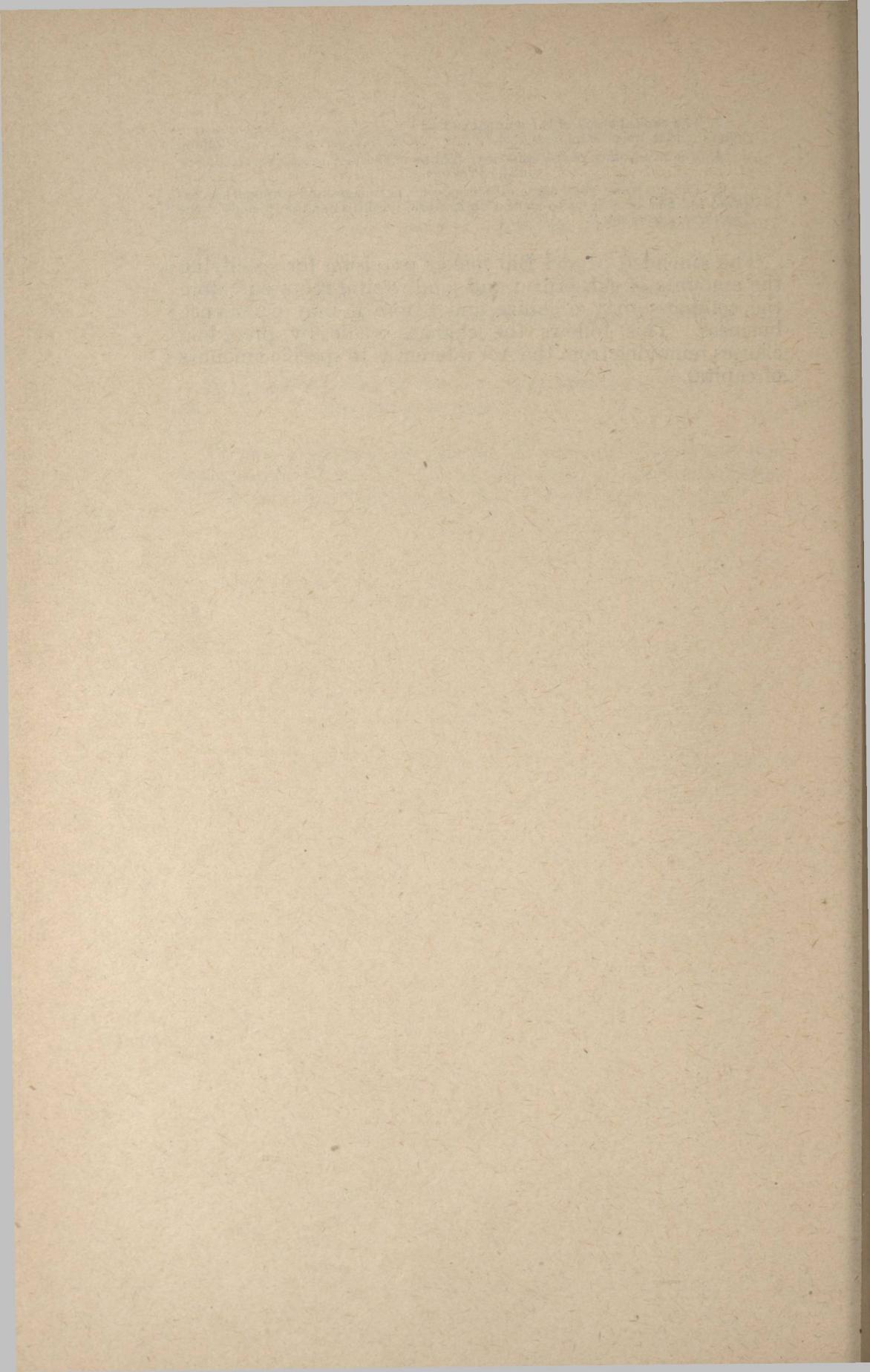
7. The company has all the powers, privileges and immunities conferred by, and is subject to all the limitations, liabilities and provisions of, the *Trust Companies Act.*"

3. The capital stock of the company shall be.....
dollars, which may be increased to.....dollars.

4. The head office of the company shall be in the.....
of.....in the Province of.....

5. The company shall have all the powers, privileges and immunities conferred by, and be subject to all the limitations, liabilities and provisions of the *Trust Companies Act.*"

The amended Model Bill makes provision for specifying the amounts of subscribed and paid capital required before the company may organize and before it may commence business. This follows the changes made by preceding clauses removing from the Act references to specific amounts of capital.



First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-12.

An Act respecting Ogdensburg Bridge Authority.

Read a first time, Tuesday, 8th July, 1958.

Honourable Senator CONNOLLY
(*Ottawa West*)

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-12.

An Act respecting Ogdensburg Bridge Authority.

Preamble.
1952, c. 57;
1956, c. 65.

WHEREAS Ogdensburg Bridge Authority has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Repeal.

1. Subsection (1) of section 12 of chapter 57 of the statutes of 1952, as amended by section 1 of chapter 65 of the statutes of 1956, is repealed and the following substituted therefor:— 10

Bonding powers.

“12. (1) The Company may issue bonds, debentures or other securities in aid of the construction herein mentioned, to an amount not exceeding twenty-five million dollars.”

Repeal.

2. Section 16 of chapter 57 of the statutes of 1952, as amended by section 2 of chapter 65 of the statutes of 1956, is repealed and the following substituted therefor:— 15

Borrowing power.

“16. Subject to the approval of the Governor in Council, the said new or amalgamated company or body may from time to time borrow such sums of money, not exceeding twenty-five million dollars, as may be necessary for constructing and completing the said bridge, and for the acquiring of the necessary lands therefor, and may mortgage its property, assets, rents and revenues, present and future, or such portion thereof as may be described in the mortgage deed to secure the payment thereof.” 20 25

EXPLANATORY NOTE.

At present Ogdensburg Bridge Authority is only authorized to issue bonds or debentures in the aggregate principal amount of twenty million dollars. It now appears that the cost of construction of the Bridge will be more than twenty million dollars but will not exceed twenty-five million dollars and accordingly the Company is requesting authority from Parliament to issue bonds and debentures to an amount not exceeding twenty-five million dollars, should this prove to be necessary.

Repeal.

3. Section 17 of chapter 57 of the statutes of 1952, as amended by section 3 of chapter 65 of the statutes of 1956, is repealed and the following substituted therefor:—

Securing
payment of
bonds.

“**17.** The Company, in lieu of issuing its own bonds or other securities, shall have power to mortgage, pledge or hypothecate all its assets and undertakings, rights, franchises and privileges, both present and future, jointly and in conjunction with any of the companies or bodies referred to in sections 14, 15 and 16 of this Act, to secure payment of any bonds or other securities issued by such other company or body for the joint purposes of the Company and such other company or body in connection with the construction of the said bridge under any arrangement which may be entered into between the Company and such other company or body in respect thereof, and to execute and deliver mortgages or deeds of trust by way of mortgage to secure such payment: Provided, always, that the Company shall not mortgage, pledge or hypothecate its assets, undertakings, rights, franchises and privileges to secure payment of any bonds or other securities to a greater amount than twenty-five million dollars.”

Proviso.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-13.

An Act respecting The Algoma Central and
Hudson Bay Railway Company.

Read a first time, Tuesday, 8th July, 1958.

Honourable Senator CONNOLLY
(*Ottawa West*).

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-13.

Preamble.

1899, c.50;
1900, c.49;
1901, c.46;
1902, c.38;
1905, c.53;
1906, c.54;
1907, c.57;
1909, c.40;
1910, c.65;
1911, c.34;
1916, c.32;
1927, c.78;
1930, c.51;
1931, c.62;
1932-33, c.56.

An Act respecting The Algoma Central and
Hudson Bay Railway Company.

WHEREAS The Algoma Central and Hudson Bay Railway Company, hereinafter called "the Company", has by its petition prayed that it may be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

R.S., c.234.

1. Notwithstanding anything contained in the *Railway Act* or in any other Act, the Company may

Issue of
new bonds,
etc.

- (a) issue new or additional bonds, debentures or other funded obligations to a principal amount not exceeding in the aggregate eleven million dollars at any one time outstanding; 10
- (b) mortgage, charge or pledge all or any of the real and personal property, undertaking and rights of the Company to secure such bonds, debentures and other funded obligations or any of them; 15
- (c) sell or pledge all or any of such bonds, debentures or other funded obligations at such prices and on such terms as the directors of the Company may deem expedient: 20

Proviso.

Provided that nothing in this section shall limit or restrict the power of the Company to borrow money on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company or to guarantee any obligations of any subsidiary company and such powers are hereby confirmed. 25

Terms and
conditions
of bond
issues to be
determined
by directors.

2. The bonds, debentures and other funded obligations from time to time issued by the Company pursuant to the authority conferred by section 1 shall bear such date or 30

EXPLANATORY NOTES.

The Algoma Central and Hudson Bay Railway Company, a company incorporated by chapter 50 of the statutes of 1899, has constructed and operates a line of railway from the city of Sault Ste. Marie to Hearst in the province of Ontario, and a branch line thereof running southwesterly to Michipicoten Harbour in the province of Ontario. The purpose of the present bill is to re-organize the capital structure of the Company which has had a long and somewhat complicated history.

In 1931 the Company, being unable to meet certain obligations imposed upon it pursuant to a scheme of arrangement and compromise entered into in 1916 between the Company and certain other companies and their respective stockholders and bondholders, entered into a further scheme of arrangement and compromise with certain other companies and the holders of first mortgage bonds of such companies, and provision was made for the re-arrangement of the arrears of interest accrued upon the first mortgage bonds of the Company and the said other companies.

The 1931 scheme of arrangement and compromise was ratified and confirmed by chapter 62 of the statutes of 1931.

The said chapter 62 provided that the bonded indebtedness of the Company should consist of ten million, three hundred and eight thousand, five hundred dollars (\$10,308,500) of five per cent (5%) first mortgage income debenture stock and bonds, and three hundred and eighteen thousand, eight hundred dollars (\$318,800) of second mortgage six per cent (6%) fifty-year gold bonds, and that the authorized and issued capital of the Company should be five hundred thousand dollars (\$500,000) of preferred stock divided into one hundred and twenty-five thousand (125,000) shares of the par value of four dollars (\$4) each,

dates, shall mature on such date or dates, shall bear such rate or rates of interest, may be secured in such manner and to such extent, and shall be subject to such terms and provisions (including any provisions deemed necessary or desirable respecting redemption, sinking fund and conversion rights) as the directors of the Company may determine at or prior to the issuance of any of such bonds, debentures or other funded obligations respectively. 5

Increase of
capital
stock.

3. (1) The authorized capital stock of the Company is increased by 10

(a) five hundred and seventy-nine thousand two hundred and forty-five common shares of the par value of ten dollars each, ranking equally with the four hundred and twenty thousand seven hundred and fifty-five common shares now issued and outstanding, and 15

(b) two hundred and fifty thousand preferred shares of the par value of fifty dollars each.

(2) The Company may from time to time by by-law

(a) provide for the creation of classes of preferred shares with such preferences, privileges or other special rights, 20 restrictions, conditions or limitations whether with regard to dividends, capital, the right to convert such shares into common shares or otherwise as may be declared in the by-law; and

(b) subdivide into shares of lesser par value, consolidate 25 into shares of larger par value or re-classify any of the issued or unissued preferred shares or common shares and may amend, vary, alter or change any of the preferences, privileges, rights, restrictions, conditions or limitations attached to any of the issued 30 or unissued preferred shares:

Proviso.

Provided that no such by-law shall be valid or acted upon until it has been sanctioned by at least two-thirds of the votes cast at a special general meeting of the holders of common shares of the Company duly called for considering 35 the same and also, if such by-law affects the holders of preferred shares created by this Act and for the time being issued and outstanding, by at least two-thirds of the votes cast at a meeting of the holders of such preferred shares duly called for considering the same. 40

Terms of
issue of
preferred
shares.

(3) The directors may by resolution prescribe, within the limits set forth in any by-law passed under subsection (2), the terms of issue and the precise preferences, privileges, rights, restrictions, conditions or limitations, whether with regard to dividends, capital or otherwise, of any class of 45 preferred shares.

Voting
rights of
preferred
shareholders.

(4) Holders of any class of preferred shares shall not have any voting rights, other than those provided by by-law passed under subsection (2), nor shall they be entitled to

and four million, two hundred and seven thousand, five hundred and fifty dollars (\$4,207,550) of common stock divided into four hundred and twenty thousand, seven hundred and fifty-five (420,755) shares of the par value of ten dollars (\$10) each.

All of the said debenture stock and bonds and all of the said preferred stock and common stock of the Company are now issued and outstanding except three hundred and eighteen thousand, eight hundred dollars (\$318,800) of second mortgage six per cent (6%) fifty-year gold bonds, hereinbefore referred to, which were surrendered and cancelled in 1937.

By a further scheme of arrangement entered into in 1941 it was provided that interest on the first mortgage income debenture stock and bonds of the said Company should be cumulative but should be payable (but only out of surplus net earnings and surplus capital after providing for certain specified expenditures and reserves) in such percentages of the principal amount and at such times as the Joint Committee established by the said 1941 scheme of arrangement might from time to time direct and that any arrears of interest not paid prior to the maturity or redemption of the said first mortgage income debenture stock and bonds of the Company should become payable with the principal amount thereof.

The said first mortgage income debenture stock and bonds mature and the principal thereof in the amount of ten million three hundred and eight thousand five hundred dollars (\$10,308,500) will become payable, unless previously redeemed, on December 31, 1959, together with all arrears of interest thereon.

As at June 2, 1958, after taking into account a payment in respect of interest made on that date, the interest accrued and unpaid on the said first mortgage income debenture stock and bonds of the Company amounted to five million, seven hundred and twenty-nine thousand, eight hundred and eight dollars (\$5,729,808).

The Company proposes to retire its said first mortgage income debenture stock and bonds, including the payment of all arrears of interest thereon, at or prior to the maturity thereof and also all of its presently outstanding preferred stock and is desirous of obtaining the funds required for that purpose and for payment of all costs, charges and expenses in connection therewith through the issuance and sale of one or more issues of bonds, debentures or other funded obligations and shares of its capital stock.

receive any notice of or attend any meeting of the holders of common shares of the Company except the right to attend and vote at general meetings on any question directly affecting any of the rights or privileges attached to such class of preferred shares, and then there shall be one vote per share, but no change adversely affecting the rights or privileges of any class of preferred shares shall be made unless sanctioned by at least two-thirds of the votes cast at a special general meeting of the holders of such class of issued and outstanding preferred shares duly called for considering the same. 5

Effect of redemption of preferred shares.

4. The redemption or purchase for cancellation of any fully paid preferred shares created by by-law pursuant to the provisions of this Act, in accordance with any right of redemption or purchase for cancellation reserved in favour of the Company in the provisions attaching to such preferred shares, or the redemption or purchase for cancellation of any fully paid shares of any class, not being common or ordinary shares, and in respect of which the by-laws provide for such right of redemption or purchase, in accordance with the provisions of such by-laws, shall not be deemed to be a reduction of the paid-up capital of the Company, if such redemption or purchase for cancellation is made out of the proceeds of an issue of shares made for the purpose of such redemption or purchase for cancellation, or 15 20 25

- (a) if no cumulative dividends, on the preferred shares or shares of the class in respect of which such right of redemption or purchase exists and which are so redeemed or purchased for cancellation, are in arrears; and 30
- (b) if such redemption or purchase for cancellation of such fully paid shares is made without impairment of the Company's capital by payments out of the ascertained net profits of the Company which have been set aside by the directors for the purpose of such redemption or of such purchase for cancellation, and if such net profits are then available for such application as liquid assets of the Company, as shown by the last audited balance sheet of the Company and after giving effect to such redemption or purchase for cancellation; and subject as aforesaid any such shares may be redeemed or purchased for cancellation by the Company on such terms and in such manner as is set forth in the provisions attaching to such shares, and the surplus resulting from such redemption or purchase for cancellation shall be designated as a capital surplus, which shall not be reduced or distributed by the Company except as provided by a subsequent Act of the Parliament of Canada. 35 40 45 50

Section 134.(1) of the *Railway Act* provides that:

“Subject to the provisions of this Act and of the Special Act, the directors of the company may, when thereunto authorized by the Special Act, issue bonds, debentures, perpetual or terminable debenture stock, or other securities, if duly empowered in that behalf by the shareholders, at any special meeting called for the purpose by notice in the manner provided by this Act, or at any annual meeting in case like notice of intention to apply for such authority at such annual meeting has been given, at which meeting, whether annual or special, shareholders representing at least two-thirds in value of the subscribed stock of the company and who have paid all calls due thereon, are present in person or represented by proxy”.

The shareholders of the Company at a meeting duly called and held pursuant to the said section 134.(1) of the *Railway Act*, at which meeting shareholders representing more than two-thirds in value of the subscribed stock of the said Company, who have paid all calls thereon, were present in person or represented by proxy, have duly authorized and empowered the directors of the said Company to issue bonds, debentures or other funded obligations to the aggregate amounts specified and have also authorized and approved the increase of the capital of the Company as provided in the present bill.

All of the common shares of the Company have been deposited with The Royal Trust Company upon the terms of a Voting Trust Agreement dated the 15th day of June, 1931, as subsequently amended, and the holders of Voting Trust Certificates issued pursuant to the said Agreement, at a meeting or meetings duly called and held in accordance with the provisions thereof, directed that the common shares subject to the terms of the said Voting Trust Agreement be voted to authorize the Company to issue such bonds, debentures or other funded obligations to the said aggregate amounts and in favour of the increase of the capital of the Company as provided for in the present bill.

Payment of
commission.

5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares, bonds, debentures, debenture stock or other funded obligations or securities of the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares, bonds, debentures, debenture stock or other securities of the Company: Provided, however, that as regards shares, such commission shall not exceed ten per centum of the amount realized therefrom. 5 10

Proviso.

Retirement
of presently
outstanding
debenture
stock and
bonds.

6. The proceeds of the sale of any bonds, debentures and other funded obligations (if any), preferred shares or common shares authorized by this Act shall be used and applied, in the first instance and to the extent required, in the retirement of the presently outstanding first mortgage income debenture stock and bonds of the Company and all interest, including arrears of interest, due thereon. 15

Retirement
of existing
preferred
shares.

7. Concurrently with the retirement of the said outstanding first mortgage income debenture stock and bonds of the Company and interest thereon the Company shall also retire its presently outstanding shares of preferred stock in accordance with the provisions attaching thereto. 20

Approval of
issuance of
securities,
etc.

8. Subject to the provisions of subsection (2) of section 3 of this Act no further approval by the holders of shares or voting trust certificates or securities of the Company shall be required with respect to the issuance of the securities, obligations or shares authorized by this Act or the terms or provisions relating thereto. 25

Powers of
Transport
Board.
R.S., c.234.

9. Nothing in this Act shall in any way restrict the powers of the Board of Transport Commissioners for Canada and all the provisions of the *Railway Act* now applying to the Company and its railway and undertaking not inconsistent with the provisions of this Act shall continue to apply thereto. 30

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-14.

An Act respecting Stanmount Pipe Line Company.

Read a first time, Tuesday, 22nd July, 1958.

Honourable Senator THORVALDSON.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-14.

An Act respecting Stanmount Pipe Line Company.

Preamble.
1955, c.78.

WHEREAS Stanmount Pipe Line Company has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Repeal.

1. Section 5 of chapter 78 of the statutes of 1955 is repealed and the following substituted therefor:

Pipe line
legislation
to apply.
R.S., c.211.

“5. The Company shall have all the powers, privileges and immunities conferred by, and be subject to all the limitations, liabilities and provisions of the *Pipe Lines Act* and any other general legislation relating to pipe lines enacted by Parliament with respect to the transportation and transmission of oil and gas and other liquid and gaseous hydrocarbons.” 15

Repeal.

2. Clause (a) of section 6 of chapter 78 of the statutes of 1955 is repealed and the following substituted therefor:

Power to
construct
and operate
pipe lines.

(a) within or outside Canada construct, purchase, lease or otherwise acquire and hold, develop, operate, maintain, control, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account any and all interprovincial, extra-provincial and/or international pipe lines and all appurtenances relative thereto for gathering, processing, treating, transporting, transmitting, storing and delivering oil and gas and other liquid and gaseous hydrocarbons and products thereof, including pumping stations, compressor stations, metering stations, gathering systems, terminals, storage tanks or reservoirs and all works relative thereto for use in connection with the said pipe lines: Provided that the main pipe line or main 20
25
30

Proviso.

EXPLANATORY NOTES.

The purpose of this Bill is to extend the powers of Stanmount Pipe Line Company to construct interprovincial, extra-provincial and/or international pipe lines for the transmission of gas and to extend the area in which Stanmount Pipe Line Company may construct such pipe lines for the transportation and transmission of both oil and gas.

At the present time, Stanmount Pipe Line Company has the right to construct interprovincial and/or international pipe lines for the transportation of oil in the provinces of Ontario, Manitoba and Saskatchewan and outside Canada.

Stanmount Pipe Line Company now seeks by this amendment to its Act of incorporation to have the right to construct interprovincial, extra-provincial and/or international pipe lines for the transportation and transmission of oil and gas anywhere in Canada or outside Canada, provided that the main line or lines are located entirely within Canada.

Section 6. (a) of chapter 78 of the statutes of 1955 now reads as follows:—

“6. The Company, subject to the provisions of any general legislation relating to pipe lines for the transportation of oil or any liquid product or by-product thereof which is enacted by Parliament, may

- (a) in the provinces of Ontario, Manitoba and Saskatchewan and outside Canada construct, purchase, lease or otherwise acquire and hold, develop, operate, maintain, control, lease, mortgage, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all interprovincial and/or international pipe lines, for the transportation of oil including pumping stations, terminals, storage tanks or reservoirs and all works relative thereto for use in connection with the said pipe lines: Provided that the main pipe line or lines for the transmission or transportation of oil shall be located entirely within Canada; and own, lease, sell, operate and maintain aircraft and aerodromes for the purpose of its undertaking, together with the facilities required for the operation of such aircraft and aerodromes; and own, lease, operate and maintain interstation telephone, teletype and telegraph communication systems and, subject to the *Radio Act*, and any other statute relating to radio, own, lease, operate and maintain interstation radio communication facilities;”

pipe lines for the transportation and transmission of oil and gas and other liquid and gaseous hydrocarbons shall be located entirely within Canada; and buy, or otherwise acquire, sell, distribute or otherwise dispose of gas and other gaseous hydrocarbons and products thereof; and own, lease, sell, operate and maintain aircraft and aerodromes for the purpose of its undertaking, together with the facilities required for the operation of such aircraft and aerodromes; and own, lease, operate and maintain interstation telephone, teletype and telegraph communication systems and, subject to the *Radio Act*, and any other statute relating to radio, own, lease, operate and maintain interstation radio communication facilities;"

R.S., c.233.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-15.

An Act respecting Mid-Continent Pipelines Limited.

Read a first time, Wednesday, 23rd July, 1958.

Honourable Senator BRUNT.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-15.

An Act respecting Mid-Continent Pipelines Limited.

Preamble.
1952-53, c. 68.

WHEREAS Mid-Continent Pipelines Limited, hereinafter called "the Company", has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Capital.

1. (1) The share capital of the Company is hereby reduced from five million shares without nominal or par value to four million, nine hundred thousand shares without nominal or par value by cancelling *pro rata* one hundred thousand issued shares without nominal or par value without repayment to the holders thereof.

(2) Immediately after the cancellation of the said one hundred thousand issued shares under the provisions of subsection (1) the share capital of the Company shall be increased from four million, nine hundred thousand shares without nominal or par value to five million shares without nominal or par value by the creation of one hundred thousand additional shares without nominal or par value ranking *pari passu* in all respects with the existing four million, nine hundred thousand shares of the capital stock of the Company.

(3) The directors and officers of the Company shall do, sign and execute all things, deeds and documents necessary for the due carrying into effect of the provisions of subsections (1) and (2).

EXPLANATORY NOTES.

By section 3 of chapter 68 of the statutes of 1952-53 the Company has an authorized capital of 5,000,000 shares without nominal or par value. The Company has issued a total of 200,000 shares of its capital stock so that the proportion between issued and unissued stock at the present time is 2 to 48. In relation to possible future financing it is considered that this proportion is unsatisfactory and that for purposes of such financing a relationship of 1 to 49 is preferable. Accordingly, clause 1 of this Bill seeks to reduce the number of issued shares by 50%, that is, from 200,000 to 100,000 shares and then to restore the share capital of the Company to its original amount by the creation of an additional 100,000 shares. No return of capital is involved and the paid-up capital will remain as shown in the Company's most recent financial statement. Moreover, the shares held by each of the present shareholders of the Company are held in even numbers so that no question of fractional shares arises. After the foregoing arrangements have been effected the present shareholders will hold one share for every two now held. The result will then be the same as if 100,000 shares only had heretofore been issued for the present paid-up capital of the Company. The relative interests of the present shareholders in the Company, *inter se*, will remain unaltered.

Repeal.

2. Clause (a) of section 6 of chapter 68 of the statutes of 1952-53 is repealed and the following substituted therefor:—

“(a) within or outside Canada construct, purchase, lease or otherwise acquire and hold, develop, operate, maintain, control, lease, mortgage, hypothecate, create liens or other security upon, sell, convey, or otherwise dispose of and turn to account any and all inter-provincial, extra-provincial and/or international pipe lines and all appurtenances relative thereto for gathering, transmitting, transporting, storing and delivering of natural and artificial gas and oil or any liquid or gaseous products or by-products thereof, including pumping stations, terminals, storage tanks or reservoirs and all works relative thereto for use in connection with the said pipe lines; and buy, or otherwise acquire, transmit, transport and sell, or otherwise dispose of and distribute natural and artificial gas and oil and any liquid or gaseous products or by-products thereof; and own, lease, sell, operate and maintain aircraft and aerodromes for the purpose of its undertaking, together with the facilities required for the operation of such aircraft and aerodromes; and own, lease, operate and maintain interstation telephone, teletype and telegraph communication systems, and subject to the *Radio Act*, and any other statute relating to radio, own, lease, operate and maintain interstation radio communication facilities;”.

R.S., c. 233.

Clause 2 seeks to amend the present clause (a) of section 6 of the said chapter 68, which now reads as follows:—

"6. The Company, subject to the provisions of any general legislation which is enacted by Parliament, relating to pipe lines for the transmission and transportation of gas and oil or any liquid product or by-product thereof, may

- (a) within Canada construct, purchase, lease or otherwise acquire and hold, develop, operate, maintain, control, lease, mortgage, hypothecate, create liens or other security upon, sell, convey, or otherwise dispose of and turn to account any and all interprovincial pipe lines and all appurtenances relative thereto for gathering, transmitting, transporting, storing and delivering of natural and artificial gas and oil or any liquid or gaseous products or by-products thereof, including pumping stations, terminals, storage tanks or reservoirs and all works relative thereto for use in connection with the said pipe lines, provided that all pipe lines for the transmission and transportation of gas and oil shall be located entirely within Canada; and buy, or otherwise acquire, transmit, transport and sell, or otherwise dispose of and distribute natural and artificial gas and oil and any liquid or gaseous products or by-products thereof; and own, lease, sell, operate and maintain aircraft and aerodromes for the purpose of its undertaking, together with the facilities required for the operation of such aircraft and aerodromes; and own, lease, operate and maintain interstation telephone, teletype and telegraph communication systems, and, subject to *The Radio Act, 1938*, and any other statute relating to radio, own, lease, operate and maintain interstation radio communication facilities;"

The amendments proposed in respect of the above-quoted clause (a) of section 6 would authorize the Company to construct and operate extra-provincial and international—in addition to interprovincial—pipe lines for the transmission of gas and oil, outside as well as inside Canada. These amendments are in line with the provisions now usually included in private Acts incorporating pipe line companies.

In addition, clause 2 of the Bill contemplates the deletion of the present proviso which reads: "provided that all pipe lines for the transmission and transportation of gas and oil shall be located entirely within Canada". The meaning of such a proviso was considered by the Board of Transport Commissioners for Canada in its judgment of June 13, 1957, in the matter of the application of Alaska-Yukon Pipelines Ltd., whose Act of incorporation included a corresponding proviso. The judgment expressed serious doubt that, under such a proviso, the company was authorized to construct and operate a pipe line in Canada connecting at the international border with a pipe line in the United States of America owned or operated by an American subsidiary of the Canadian company. In consequence of this judgment, the Act of incorporation of Alaska-Yukon Pipelines Ltd. was amended, by the deletion of the proviso in clause (a) of section 6 thereof, by chapter 37 of the statutes of 1957-58.

The deletion of the present proviso in clause (a) of section 6 of chapter 68 of the statutes of 1952-53 would make it clear that the Company may construct and operate a pipe line connecting at the international border with a pipe line in the United States owned or operated by an American company whether or not such company is a subsidiary of the Canadian Company.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-16.

An Act respecting
Westcoast Transmission Company Limited.

Read a first time, Tuesday, 5th August, 1958.

Honourable Senator BRUNT.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-16.

An Act respecting
Westcoast Transmission Company Limited.

Preamble.
1949
(1st Sess.),
c. 37;
1955, c. 81.

WHEREAS Westcoast Transmission Company Limited, hereinafter called "the Company", has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

Repeal.

1. Section 8 of chapter 37 of the statutes of 1949 (First Session) is repealed and the following substituted therefor:

R.S., c. 53.

"8. Sections 153, 162, 167, 184, 190, 193 and 194 of Part III of the *Companies Act* shall not be incorporated with this Act." 10

Board of directors.

2. The board of directors of the Company shall consist of not less than three nor more than fifteen directors, the number to be fixed from time to time by by-law.

Executive committee.

3. The board of directors of the Company whenever it consists of more than six, may, if authorized by by-law duly passed by the directors, and sanctioned by at least two-thirds of the votes cast at a special general meeting of shareholders duly called for considering the by-law, elect from its number an executive committee consisting of not less than three, which executive committee shall have power to fix its quorum at not less than a majority of its members and may exercise such powers of the board as are delegated by such by-law, subject to any restrictions contained in any such by-law and to any regulations imposed from time to time by the directors. 15 20 25

EXPLANATORY NOTES.

The purpose of this Bill is to increase the number of directors so as to make possible a wider representation of shareholders on the board of directors.

The executive committee is being established so that the day-to-day operations of the Company may be carried on efficiently and expeditiously.

First Session, Twenty-Fourth Parliament, 7 Elizabeth II, 1958.

THE SENATE OF CANADA

BILL S-17.

An Act respecting The Board of Trade of the
City of Toronto.

Read a first time, Monday, 18th August, 1958.

Honourable Senator HAYDEN.

EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1958

THE SENATE OF CANADA

BILL S-17.

An Act respecting The Board of Trade of the
City of Toronto.

Preamble.
1932-33, c. 68.

WHEREAS The Board of Trade of the City of Toronto,
hereinafter called "the Corporation", has by its petition
prayed that it be enacted as hereinafter set forth, and it is
expedient to grant the prayer of the petition: Therefore
Her Majesty, by and with the advice and consent of the
Senate and House of Commons of Canada, enacts as
follows:—

Change of
name.

1. The name of the Corporation is hereby changed to
"The Board of Trade of Metropolitan Toronto", but such
change in name shall not in any way impair, alter or affect
the rights or liabilities of the Corporation, nor in any way
affect any suit or proceeding now pending, or judgment
existing, either by, or in favour of, or against the Corpora-
tion, which, notwithstanding such change in the name of
the Corporation, may be prosecuted, continued, completed
and enforced as if this Act had not been passed.

Substitution
of terms.

2. (1) The words "The Board of Trade of Metropolitan
Toronto" are hereby substituted for the words "The Board
of Trade of the City of Toronto" where these words appear
in sections 2, 5 and 22 of chapter 68 of the statutes of 1932-33
and in schedules "A", "B" and "C 1" thereto, and the
said sections and schedules are amended accordingly.

(2) The words "The Municipality of Metropolitan
Toronto" are hereby substituted for the words "the City
of Toronto" where these words appear in section 4, sub-
section (6) of section 11 and section 16 of chapter 68 of the
statutes of 1932-33; and the said sections are amended
accordingly.

EXPLANATORY NOTES.

The purpose of clause 1 of this Bill is to change the name of The Board of Trade of the City of Toronto to "The Board of Trade of Metropolitan Toronto". The amendments proposed in clauses 2 and 3 are consequential.

With reference to clause 4, subsection (4) of section 11 of chapter 68 of the statutes of 1932-33 now reads as follows:—

"(4) The oath of office as aforesaid shall be administered to the president and vice-presidents hereby appointed by the Mayor of the City of Toronto, or in his absence by any Controller of the said city present, and shall remain among the records of the corporation of the said city, and by the president or a vice-president, or one of them, to the other members of the Council and shall remain among the records of the Corporation."

The proposed change in name is considered necessary and desirable because the Corporation has continued to carry on the business and affairs of the Board of Trade with a membership extending throughout the Municipality of Metropolitan Toronto and elsewhere in Canada.

Repeal.

3. Subsection (4) of section 11 of chapter 68 of the statutes of 1932-33 is repealed and the following substituted therefor:

Administra-
tion of oaths.

“(4) The oath of office as aforesaid shall be administered to the president and vice-presidents of the Corporation by the Chairman of the Council of the Municipality of Metropolitan Toronto, or in his absence by any member of the said Council, and to the other members of the Council of the Corporation by the president or a vice-president of the Corporation. All such oaths, duly subscribed, shall be preserved in the records of the Corporation.”

Short titles.

4. (1) This Act may be cited as *The Board of Trade of Metropolitan Toronto Amendment Act, 1958*.

(2) Chapter 68 of the statutes of 1932-33 may be cited as *The Board of Trade of Metropolitan Toronto Act*.

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