

No. 67.

1st Session, 2nd Parliament, 36 Victoria, 1873.

BILL.

An Act to grant additional power to the
Quebec and Gulf Port Steamship Com-
pany.

PRIVATE BILL.

Hon. Mr. MCGREEVY.

OTTAWA :

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1873.

An Act to grant additional powers to the Quebec and Gulf Ports Steamship Company.

- W**HEREAS the Quebec and Gulf Ports Steamship Company, Preamble.
 incorporated by charter granted under the provisions of
 the Act of the Parliament of the late Province of Canada, twenty-
 seventh and twenty-eighth Victoria, intituled: "*An Act to autho-*
 5 *rize the granting of Charters of Incorporation to Manufacturing*
Mining and other Companies," have by their petition represented
 that they have not sufficient power under their charter to enable
 them to carry on and extend their business, and have prayed for
 a special Act of incorporation; Therefore Her Majesty, by and
 10 with the advice and consent of the Senate and House of Commons
 of Canada, enacts as follows:—
1. All persons who are now shareholders in the Quebec and Incorporation.
 Gulf Ports Steamship Company, or shall at any time hereafter
 become shareholders in the said Company, under the provisions of
 15 this Act, and the by-laws made under the authority thereof, and
 their successors, shall be a body corporate and politic, with per-
 petual succession and a common seal, by the name of the "Quebec
 and Gulf Ports Steamship Company," and by that name may sue, Corporate name.
 and be sued, plead and be impleaded in all Courts, whether of
 20 law or equity.
2. The capital stock of the said Company shall be two million Capital stock.
 five hundred thousand dollars, divided into twenty-five thousand
 shares of one hundred dollars each, two hundred and ninety-five
 thousand dollars of which has been allotted; the balance of the
 25 said capital not yet allotted may be issued in such manner as the
 Directors may from time to time direct.
3. The Company shall have power to own, build, buy, sell, and Powers and business of the company.
 charter ships, steamboats, and other vessels, and to employ them
 in any lawful business whatsoever and wheresoever; also to own,
 30 construct, buy, sell, or lease wharves, roads, stores, buildings, or
 other property, and to purchase, sell and lease real estate, and mines,
 and purchase or sell shares in mining companies, and to buy and
 sell coals and merchandize of any kind.
4. The affairs of the Company shall be managed by a Board of Board of Directors.
 35 not less than seven nor more than nine Directors, three of whom
 shall be a quorum; the shareholders shall, at the first annual
 meeting after the passing of this Act, before proceeding to the
 election of Directors, declare by resolution the number of the
 Directors.
- 40 5. No person shall be eligible as a Director hereafter, unless he Qualification of Directors.
 is the owner of stock, absolutely in his own right, to the value of
 twenty shares paid up in full.

- Election of Directors.** 6. The Directors shall be elected annually by the shareholders at a general meeting called for that purpose, and shall remain in office until their successors are elected; notice shall be sent to each shareholder, and a notice shall be inserted in one English and one French newspaper, published in the city of Quebec, at least ten 5 days before the day of meeting; the election shall be held at such time between the first day of February and the first day of April in each year, and at such place as may be appointed by resolution of the Directors; any vacancy in the Board of Directors occasioned by death, resignation, disqualification, or absence from the 10 Province for a period of six months, without the sanction of the Board, shall be filled by such person or persons duly qualified as the Directors may appoint.
- Notice of general meetings.** 7. Notice of the time and place for holding all general meetings shall be given in the same manner as that for the election of Directors.
- Votes.** 8. At all general meetings of the Company for the election of Directors or transaction of any other business, every shareholder shall be entitled to as many votes as he owns shares in the Com- 15 pany; provided, however, that no such shareholders shall be entitled to vote on any shares which are in arrears of calls; shareholders may vote by proxy, provided such proxy is a shareholder duly entitled to vote.
- Proxy**
- Annual statement of affairs.** 9. An exact statement of the affairs, debts, and assets of the 20 Company up to the thirty-first day of December in each year, shall be submitted to the shareholders at each annual meeting.
- Auditors.** 10. Two shareholders, not being officers or Directors of the Company, shall be elected at each annual meeting to audit the 25 books and accounts for the succeeding year.
- Ballot.** 11. At all elections of Directors, the voting shall be by ballot.
- Election and appointment of officers** 12. The Directors shall, within two days after their election, elect from amongst themselves, a President and Vice President, and shall also name, and may remove at pleasure all other officers 30 of the Company; the President may vote at all meetings of Directors, and, in case of an equal division of votes, shall also have a casting vote.
- Who shall preside at meetings.** 13. The President, or in his absence the Vice President, shall preside at all meetings of the Board, or of the shareholders; in the 35 absence of both, a chairman shall be named by the meeting from the Directors present.
- Failure of election not to dissolve corporation.** 14. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved; but such election may take place at any 40 general meeting of the Company duly called for that purpose.
- Directors to administer affairs.** 15. The Directors of the Company shall have full power in all things to administer its affairs, and may make, or cause to be made for, the Company any description of contract which the Company may, 45 by law, enter into, and may pass such resolutions, and make such regulations and by-laws as shall appear to them proper and necessary to regulate the allotment of the unissued stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the transfer of 50 stock, the declaration and payment of dividends, the appoint-
- By-laws.**

ments, functions, duties, and removal of all agents, officers, and servants of the Company, the security to be given by them to the Company: their remuneration and that of the Directors, the time at which, and the place or places where the annual meetings of the Company shall be held, and where the business of the Company shall be conducted, the calling of meetings, regular and special, of the Board of Directors, and of the Company, the quorum, the requirements as to proxies, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures, admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the Company; and may, from time to time, repeal, amend, or re-enact the same; but every by-law, and every repeal, amendment, or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company, duly called for that purpose, shall only have force until the next annual meeting of the Company, and, in default of confirmation thereat, shall from that time only cease to have force.

16. A copy of any by-law of the Company, under their seal, and purporting to be signed by any officer of the Company, shall be received as *prima facie* evidence of such by-law, in all Courts of law or equity in Canada.

17. The stock of the Company shall be deemed personal estate, but shall be transferable in such manner only, and subject to all such conditions and restrictions as by this Act or by the by-laws of the Company, shall be prescribed.

18. The Directors of the Company may call in and demand from the shareholders thereof respectively, all sums of money by them subscribed at such time and places, and in such payments or instalments, as the resolution of Directors or the by-laws of the Company may require or allow; and interest not exceeding eight per cent. per annum may be charged upon the amount of unpaid calls from the day appointed for the payment of such calls, and no dividend shall be declared or paid on any shares in arrears for unpaid calls.

19. The Company may enforce payment of all calls and interest thereon, by action in any competent court, and in such action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount; in respect of one call or more upon one share or more, stating the number of calls and the amount of each, whereby an action hath accrued to the Company under this Act; and a certificate under their seal, and purporting to be signed by an officer of the Company, to the effect that the defendant is a shareholder, and that so much is due by him and unpaid thereon, shall be received in all courts of law and equity within the Dominion as *prima facie* evidence to that effect.

20. If, after such demand or notice as by the resolution of the Directors or the by-laws of the Company may be prescribed, any call made upon any share or shares be not paid within such time as by such resolution or by-laws may be limited in that behalf, the Directors, in their discretion, by vote to that effect, reciting the facts and duly recorded in their minutes, may summarily forfeit any shares whereon such payment is not made; and the same shall thereupon become the property of the Company, and may be disposed of as by by-law or resolution they shall ordain.

When shares shall be transferable.

21. No share shall be transferable until all previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon or sold under execution.

Books of record to be kept.

22. The Company shall cause a book or books to be kept by the Secretary, or by some other officer specially charged with that duty, wherein shall be kept recorded :—

The names of all persons who are or have been shareholders.

The address and calling of every such person, while such shareholder.

The number of shares of stock held by each shareholder.

The amounts paid in, and remaining unpaid, respectively on the stock of each shareholder.

All transfers of stock, in their order as presented to the Company for entry, with the date and other particulars of each transfer, and the date of the entry thereof.

The names, addresses and calling of all persons who are or have been Directors of the Company, with the several dates at which each become or ceased to be such Director.

Directors may disallow entry of transfer in certain cases.

23. The Directors may refuse to allow the entry in any such books of any transfer of stock, whereof the whole amount has not been paid in ; and no transfer made with the view of relieving the transfer from pre-existing debts of the Company, shall be valid or prevent any antecedent creditor from exercising his remedy against such transfer or in the same way as if he had continued to be a shareholder in such Company.

Further provisions as to transfer of shares.

24. No transfer of stock shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto toward each other, and as rendering the transferee liable *ad interim* jointly and severally with the transferor, to the Company and their creditors—until entry thereof has been daily made in such book or books ; no stock shall be transferable till all calls due thereon and all other debts due to the Company have been paid and the Directors shall have the right to retain from any shareholder any dividend due to such shareholder until such debt shall be paid, or they may apply such dividend in payment of any debt due to the Company ; no transfer of a fraction of a share shall be allowed.

No examination of books by shareholders.

25. No shareholder or any other person except the auditors and Directors shall be permitted to examine the books or other documents of the Company.

Books to be evidence.

26. Such books shall be *prima facie* evidence within the Dominion of all facts purporting to be thereby stated, in any suit or proceeding by or against the Company or against any shareholder.

Penalty for making false entries.

27. Every Director, officer, or servant of the Company, who knowingly makes or assists to make any untrue entry in any such book, or who refuses or neglects to make any proper entry therein, shall be liable to a penalty not exceeding twenty dollars, for making each such untrue entry, and for each such refusal or neglect, and also for all loss or damage which any party interested may have sustained thereby.

Company not bound to see to the execution of trusts.

28. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares ; and the receipt of the shareholder in whose name the same may stand in the books of the Company, shall be a valid and binding discharge to the Company for any dividend or money

payable in respect of such shares, and whether or not notice of such trust shall have been given to the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt.

5 29. Every contract, agreement, engagement, or bargain made, and every mortgage, debenture, and bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn, or endorsed on behalf of the Company, by any agent, officer, or servant of the Company in accordance with any resolution or regulation, and with his powers as such under the by-laws of the Company, shall be binding upon the Company; and the party so acting as agent, officer or servant of the Company, shall not be thereby subjected individually to any liability whatsoever, to any third party therefor; Provided always, that nothing in this section shall be construed to authorize the Company to issue any note payable to the bearer thereof or any promissory note intended to be circulated as money, or as the note of a bank.

Execution contracts &c.

Proviso.

30. Each shareholder, until the whole amount of his stock has been paid up, shall be individually liable to the creditors of the Company, to an amount equal to that not paid up thereon; but shall not be liable to an action therefor by any creditor, before an execution against the Company has been returned unsatisfied in whole or in part; and the amount due on such execution shall be the amount recoverable, with costs, against such shareholder to the extent of the amount by him due on his shares.

31. The shareholders of the Company shall not as such be held responsible for any act, default, or liability whatsoever, of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever relating to or connected with the Company, beyond the amount due by them on their respective shares in the capital stock thereof.

Liability limited.

32. No person holding stock in the Company as an executor, administrator, tutor, curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such person, shall be liable in like manner, and to the same extent, as the testator or intestate, or the minor, ward, or interdicted person or the person interested in such trust fund, would be, if living and competent to act, and holding such stock in his own name; and no person holding such stock as collateral security, shall be personally subject to such liability, but the person pledging such stock shall be considered as holding the same, and shall be liable as a shareholder accordingly.

Liability of executors &c.

33. Every such executor, administrator, tutor, curator, guardian, or trustee, shall represent the stock in his hands, at all meetings of the Company, and may vote accordingly as a shareholder or may appoint any shareholder to act as his proxy.

Representation.

34. If the Directors of the Company declare and pay any dividend when the Company is insolvent, or any dividend the payment of which renders the Company insolvent, or diminishes the capital stock thereof, they shall be jointly and severally liable, as well to the Company as to the individual shareholders and creditors thereof, for all the debts of the Company then existing, and for all thereafter contracted during their continuance in office, respectively; but if any Director present when such dividend is declared do forthwith, or if any Director then absent do within twenty-four hours after he shall have become aware thereof and

Declaration of dividend when company is insolvent to re-stall responsibility on Directors.

able so to do, enter on the minutes of the Board of Directors his protest against the same, and do within eight days thereafter publish such protest in at least one newspaper published at, or as near as may be possible to, the office or chief place of business of the Company, such Director may thereby, and not otherwise, exonerate himself from such liability. 5

No loan to be made to a shareholder.

35. No loan shall be made by the Company to any shareholder, and if such be made, all Directors and other officers of the Company making the same, or in any wise assenting thereto, shall be jointly and severally liable to the Company for the amount of such loan—and also to third parties, to the extent of such loan with legal interest, for all debts of the Company contracted from the time of the making of such loan to that of the repayment thereof. 10

Actions

36. Any description of action may be prosecuted and maintained between the Company and any shareholder thereof, and no shareholder, not being himself a party to such suit, shall be incompetent as a witness therein. 15

Existing Directors continued in office.

37. The Directors elected under the charter incorporating the Company shall remain in office until the next election of Directors between the first day of February and the first day of April in the year one thousand eight hundred and seventy-four, and any by-law, resolution or regulation adopted under the said charter shall remain in force till repealed, or until new by-laws, resolutions and regulations shall be adopted. 20 25