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No. 71.

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5th Session, 8th Parliament, 63 Victoria, 1900

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BILL.

An Act respecting the Dominion Cotton  
Mills Company (Limited.)

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First reading, March 8, 1900.

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(PRIVATE BILL.)

MR. QUINN.

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OTTAWA

Printed by S. E. DAWSON

Printer to the Queen's most Excellent Majesty

1900

An Act respecting the Dominion Cotton Mills  
Company (Limited.)

**W**HEREAS the Dominion Cotton Mills Company (Limited) Preamble.  
has, by its petition, prayed that it be enacted as herein-  
after set forth, and it is expedient to grant the prayer of the  
said petition : Therefore Her Majesty, by and with the advice  
5 and consent of the Senate and House of Commons of Canada,  
enacts as follows :—

**1.** The letters patent dated the twenty-eighth day of Letters patent confirmed.  
November, one thousand eight hundred and ninety, and the  
supplementary letters patent, dated the twenty-fourth day of  
10 December one thousand eight hundred and ninety, granted  
to the Dominion Cotton Mills Company (Limited), hereinafter  
called "the Company," and set forth in schedules A and B to  
this Act are hereby ratified and confirmed in so far as is neces-  
sary for the purposes of this Act.

**15 2.** The directors of the present company shall be the direc- Directors.  
tors of the Company until a new board has been duly elected  
at the next annual meeting.

**3.** The capital stock of the Company shall be five million Capital stock.  
dollars, divided into shares of one hundred dollars each, and  
20 shall be known as common stock.

**4.** The head office of the Company shall be in the city of Head office.  
Montreal, in the Province of Quebec, or at such other place in  
Canada as the Company may, from time to time, determine by  
by-law, but the Company may establish other offices and places Branch offices.  
25 of business elsewhere.

**5.** At each annual meeting of the Company the sharehold- Election of directors.  
ers present or represented by proxy, who have paid all calls  
due on their shares, shall choose not less than seven persons to  
be directors of the Company, each of whom shall hold at least  
30 fifty shares of the capital stock of the Company.

**2.** The number of directors may be changed from time to Number may be changed.  
time by a vote of the shareholders present or represented by  
proxy at any general meeting of the Company.

**6.** The Company may,— Powers.  
35 (a.) construct, acquire, operate and dispose of cotton and  
woollen manufactories of every description ; Cotton and woollen factories.  
(b.) for the purposes of the Company, develop, acquire and  
operate water power, including the construction of dams, head Water power.

and tail races and flumes, in the neighbourhood of its manufacturing, and construct all necessary locks, piers and other works necessary in connection therewith, and may dispose thereof;

Heat, light and power.

(c.) construct, acquire, operate and dispose of steam and electric plant for the purpose of generating heat, light and power, and for the establishment of waterworks, factories, mills, workshops and warehouses and other buildings and works required in connection with the Company's business;

Cotton manufacture.

(d.) acquire and dispose of raw cotton wool and cotton waste of every description; manufacture cotton, woollens, shoddy and waste, yarns and fabrics of every description, and bleach, print and dye the raw product, yarn or manufactured goods;

Steam and electricity.

(e.) manufacture and supply steam or electricity for the purpose of light, heat or motive power, and any other purpose for which the same may be used, so far as is necessary for the purposes of the Company;

Wharfs, vessels, &c.

(f.) construct wharfs, docks, offices and all necessary buildings and works, and construct, acquire and obtain steam and other vessels and cars necessary for the purposes of the Company.

Patents.

(g.) grant licenses to use any patent or license held by the Company, receive payment therefor either in cash, bonds or debentures, or in fully paid up shares of the capital stock of any other company or corporation, and to such extent become a shareholder in any such company.

Borrowing powers.

7. The directors may, when authorized by a by-law for that purpose, approved by the votes of holders of at least two-thirds in value of the subscribed stock of the Company, present or represented by proxy, at a special general meeting called for considering such by-law, borrow such sums of money, not exceeding in amount seventy-five per cent of the paid-up capital stock of the Company, as the shareholders deem necessary, and may issue bonds or debentures therefor in sums of not less than one hundred dollars each, at such rate of interest and payable at such time and place, and secured in such manner by a mortgage or otherwise upon the whole or any portion of the property and undertaking of the Company as may be prescribed in such by-law or decided upon by the directors under the authority thereof; and the Company may make such provision respecting the redemption of such securities as may be deemed proper.

Issue of paid-up shares.

8. The directors may issue as paid-up stock, shares of the capital stock of the Company in payment of and for any of the businesses, franchises, undertakings, rights, powers, privileges, letters patent, contracts, real estate, stocks, assets and other properties which the Company may lawfully acquire by virtue hereof, and may allot and hand over such shares to any person or corporation, or to its shareholders; and may issue as paid-up and unassessable stock shares of the capital stock of the Company, and allot and hand over the same in payment for lands, rights, plant, property, letters patent of invention, rolling stock or materials of any kind, and any such issue or allotment of stock shall be binding upon the

Company, and such stock shall not be assessable for calls, nor shall the holder thereof be liable in any way thereon, and the Company may pay for any such property wholly or partly in paid-up shares, or wholly or partly in debentures, as the directors deem proper.

9. The bonds issued by the Company and amounting to three hundred and eight thousand two hundred pounds sterling are hereby ratified and confirmed. Bond issue confirmed.

10. After the whole of the capital stock of the Company has been issued and paid up, the capital stock of the Company may be increased, from time to time, to an amount not exceeding ten million dollars by a resolution of the shareholders approved of by votes of the holders of at least two-thirds in value of the subscribed stock of the Company present or represented by proxy at a special general meeting of the shareholders duly called for the purpose of considering such resolution, and such increased capital shall be issued and may be held subject to the same conditions and dealt with in the same manner as the original capital of the Company. Increase of capital.

11. The directors may, from time to time, with the consent of the majority of the shareholders present or represented by proxy at a meeting called for such purpose, issue preference stock to the amount of one million dollars in such amounts and on such terms and bearing such rate of interest as the directors from time to time think proper. The dividend or interest payable on such preference stock shall be fixed and determined by the directors, but shall in no case exceed six per cent per annum, and the said preference stock shall, both as to principal and interest, have priority over the common stock as to payment, and the dividends shall be cumulative. Preference stock.

12. The Company shall cause entries of the preference stock from time to time created, to be made in a register to be kept for that purpose at the head office, wherein shall be entered the names and addresses of the several persons from time to time entitled to the preference stock, with the respective amounts of the stock to which such persons are respectively entitled; and the register shall be accessible for inspection and perusal at all reasonable times to every debenture holder, mortgagee, bondholder, preference stockholder or shareholder of the Company, without the payment of any fee therefor. Register of preference stock.

13. All transfers of the preference stock of the Company shall be registered at the head office of the Company, but the Company may have transfer books of such preference stock in Great Britain and Ireland, or elsewhere, in which transfers shall be entered in the book to be kept by the Company. Transfers to be registered.

14. The Company shall, if required, deliver to every holder of debenture stock and to every holder of preference stock a certificate stating the amount of debenture stock or preference stock held by him and the rate of interest payable thereon; and all regulations and provisions for the time being applicable to certificates of shares of the capital stock of the Company Certificates.

shall apply, *mutatis mutandis*, to certificates of debenture stock and of preference stock.

Rights of preference stockholders.

15. The holders of debenture or preference stock shall not be entitled, as such, to be present or to vote at any meeting of the Company, nor shall such stock confer upon the holder thereof any of the rights of a shareholder.

Conversion of bonds and preference stock.

16. The Company may make such arrangements and regulations respecting conversion and exchange of its mortgage bonds and debentures into and for preference stock and for re-exchange and reconversion of the same by the respective holders thereof, as are deemed expedient.

Currency in which bonds and stock to be issued.

17. The mortgage bonds, debentures and preference stock of the Company shall be issued either in Canadian currency, or in sterling, or in both, at the option of the Company.

## SCHEDULE A.

### CANADA.

JOHN J. MCGEE,  
Deputy Governor.

VICTORIA, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, &c., &c., &c.

To all to whom these presents shall come, or whom the same may in anywise concern,

ROBT. SEDGEWICK, } GREETING :  
*Deputy of the Minister of Justice,* } WHEREAS, in and by The  
*Canada.* } Revised Statutes of Canada,  
chapter 119, and known as

“The Companies Act,” it is, amongst other things, in effect enacted that the Governor in Council may, by letters patent, under the Great Seal, grant a Charter to any number of persons, not less than five, who shall petition therefor, constituting such persons and others who may become shareholders in the company thereby created a body corporate and politic for any purposes or objects to which the legislative authority of the Parliament of Canada extends, except the construction and working of railways, or the business of banking and the issue of paper money, or insurance, upon the applicants therefor establishing to the satisfaction of the Secretary of State, or of such other officer as may be charged by the Governor in Council to report thereon, due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter :—

And whereas, Andrew Frederick Gault, merchant; Jacques Grenier, merchant; David Morrice, senior, commission merchant; Samuel Hamilton Ewing, manufacturer; Robert Leslie Gault, merchant; Joseph Octave Villeneuve, merchant, and Charles Ernest Gault, insurance agent and stock broker, all of the city of Montreal, in the Province of Quebec, in Our Dominion of Canada, have petitioned for a charter under the said Act, constituting them and such others as may become

shareholders in the company thereby created, a body corporate and politic under the name of "The Dominion Cotton Mills Company" (Limited) for the purposes hereinafter mentioned, and have established to the satisfaction of the Secretary of State for Canada (no other officer having been charged by the Governor in Council to report thereon) due compliance with the several conditions and terms above referred to.

And whereas, among other things, it is in the notice of this application and in the said petition averred, and it has been established, that the amount of the capital stock of the intended company is one hundred thousand dollars, divided into one thousand shares of one hundred dollars each.

That the said Andrew Frederick Gault, Jacques Grenier, David Morrice, senior, Samuel Hamilton Ewing, Robert Leslie Gault, Joseph Octave Villeneuve and Charles Ernest Gault have each taken eighty shares of the said stock and have each paid in thereon the sum of eight hundred dollars.

That the aggregate of the capital stock taken is fifty-six thousand dollars, and the aggregate paid in thereon is five thousand six hundred dollars.

Such aggregate has been paid into the credit of the said company in the Bank of Montreal, in the city of Montreal aforesaid, being a chartered bank of Canada, and is now standing at such credit.

Now know ye that, by and with the advice of our Privy Council for Canada, and under the authority of the hereinbefore in part recited Act, and of any other power and authority whatsoever in Us vested in this behalf, We do by these Our Letters Patent, constitute the said Andrew Frederick Gault, Jacques Grenier, David Morrice, senior, Samuel Hamilton Ewing, Robert Leslie Gault, Joseph Octave Villeneuve and Charles Ernest Gault, and all others who may become shareholders in the said company, a body corporate and politic, by the name of "The Dominion Cotton Mills Company" (Limited), with all the rights and powers given by the said Act, and for the following purposes, namely:—To manufacture and deal in cotton and woollen goods throughout the Dominion of Canada.

That the place within the Dominion of Canada which is to be the chief place of business of the said company, is the city of Montreal, in the Province of Quebec.

The capital stock of the said company shall be one hundred thousand dollars, divided into one thousand shares of one hundred dollars each, subject to the increase of such capital stock under the provisions of the said Act.

That the said Andrew Frederick Gault, Jacques Grenier, David Morrice, senior, Samuel Hamilton Ewing, Robert Leslie Gault, Joseph Octave Villeneuve and Charles Ernest Gault are to be the first or provisional directors of the said company.

Provided always that nothing in these presents, expressed or contained, shall be taken to authorize the construction or working of railways, the business of banking, or the issue of paper money, or of insurance by the said company.

In testimony whereof We have caused these Our Letters to be made Patent and the Great Seal of Canada to be hereunto affixed.

Witness, John Joseph McGee, Esquire, Deputy of Our Right Trusty and Well-beloved the Right Honourable Sir Frederick Arthur Stanley, Baron Stanley of Preston, in the County of Lancaster, in the Peerage of Great Britain; Knight Grand Cross of Our Most Honourable Order of the Bath; Governor General of Canada.

At Our Government House, in Our city of Ottawa, this twenty-eighth day of November, in the year of Our Lord One Thousand Eight Hundred and Ninety, and in the fifty-fourth year of Our Reign.

By command,

L. A. CATELLIER,  
*Under Secretary of State.*

## SCHEDULE B.

### CANADA.

JOHN J. MCGEE,  
Deputy Governor.

VICTORIA, by the Grace of God of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, etc., etc., etc.

To all to whom these presents shall come, or whom the same may in anywise concern, GREETING.

A. POWER,  
*For the Deputy of the Minister of Justice, Canada.* } WHEREAS the directors of "The Dominion Cotton Mills Company" (Limited) a company duly incorporated under the provisions of "The Companies Act," have applied by petition to the Governor General through the Secretary of State for Canada for the issue of supplementary Letters Patent under the provisions of the said Act, confirming a by-law of the said company passed on the first day of December, in the year of Our Lord One thousand eight hundred and ninety and duly approved by the votes of shareholders representing at least two-thirds in value of all the subscribed stock of the company at a special general meeting of the company duly called for considering the same increasing the capital stock of the said company to five million dollars, such increase to consist of forty-nine thousand shares of one hundred dollars each, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth of all facts required to be established previous to the granting of such supplementary Letters Patent.

Now know ye that We by and with the advice of our Privy Council for Canada and under and by virtue of the power vested in Us by the said Act, and of any other power or authority whatever in Us vested in this behalf do by these Our supplementary Letters Patent confirm the said by-law of



the said "The Dominion Cotton Mills Company" (Limited), passed on the said first day of December, in the year of Our Lord one thousand eight hundred and ninety, and duly approved as aforesaid increasing the capital stock of the said company to the sum of five million dollars, and the capital stock of the said company is hereby increased to that amount, being an addition of forty-nine thousand shares to the present capital stock of the said company; said increase in the capital stock to be divided into forty-nine thousand shares of one hundred dollars each, and the capital stock of the said company is hereby so increased accordingly.

In testimony whereof We have caused these Our Letters to be made Patent, and the Great Seal of Canada to be hereunto affixed.

Witness, John Joseph McGee, Esquire, Deputy of Our Right Trusty and Well Beloved the Right Honourable Sir Frederick Arthur Stanley, Baron Stanley of Preston, in the County of Lancaster, in the Peerage of the United Kingdom, Knight Grand Cross of Our Most Honourable Order of the Bath, Governor General of Canada.

At our Government House, in Our city of Ottawa, this twenty-fourth day of December, in the year of Our Lord, one thousand eight hundred and ninety, and in the fifty-fourth year of Our Reign.

By command,

- L. A. CATELLIER,  
*Under Secretary of State.*