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# ACTS

OF THE

## PARLIAMENT

OF THE

# DOMINION OF CANADA,

PASSED IN THE

THIRTY-NINTH YEAR OF THE REIGN OF HER MAJESTY

QUEEN VICTORIA,

AND IN THE

THIRD SESSION OF THE THIRD PARLIAMENT,

*Begun and holden at Ottawa, on the tenth day of February, and closed by  
Prorogation on the twelfth day of April, 1876.*



HIS EXCELLENCY

THE RIGHT HONORABLE, SIR FREDERICK TEMPLE, EARL OF DUFFERIN,  
GOVERNOR GENERAL.

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VOL. II.

LOCAL AND PRIVATE ACTS.

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OTTAWA:

PRINTED BY BROWN CHAMBERLIN,  
LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY.

ANNO DOMINI, 1876.





## 39 VICTORIA.

### CHAP. 4C.

An Act to incorporate "The Chartered Bank of London and North America."

[Assented to 12th April, 1876.]

**W**HEREAS the persons hereinafter named and others, by their petition, have prayed that they may be incorporated for the purpose of establishing a bank in the City of Montreal, 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:—

Preamble.

**1.** James Domville, M.P., of Kingshurst, Province of New Brunswick, President of the Maritime Bank of the Dominion of Canada; the Honorable Eugène Chinic, Senator, President of "La Banque Nationale," Quebec; the Honorable John Henry Pope, M.P., Director of the Eastern Townships Bank; the Honorable Henry Adolphus Newman Kaulback, Q.C., Senator, of Lunenburg, Nova Scotia; the Honorable Clement Francis Cornwall, Senator, of Ashcroft, British Columbia; the Honorable Thomas Heath Haviland, Senator, Director of the Bank of Prince Edward Island; Angus Morrison, Esquire, Mayor of Toronto, Ontario, and such others as may become shareholders in the corporation to be by this Act created, and their assigns, shall be, and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The Chartered Bank of London and North America."

Certain persons incorporated.

Corporate name and powers.

**2.** The capital stock of the said Bank shall be one million of pounds sterling divided into twenty thousand shares of fifty pounds sterling each, or five millions of dollars, divided into fifty thousand shares of one hundred dollars each, which said shares shall be, and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns.

Capital stock and shares.

**3.** For the purpose of organizing the said Bank, and of raising the amount of the said capital stock, the persons hereinbefore

Provisional Directors and their powers.

Stock books,  
and subscrip-  
tions to stock.

When the  
first meeting  
of share-  
holders may  
be held.

Election of  
directors:  
their term of  
office.

Provisional  
directors  
superseded.

hereinbefore mentioned by name shall be provisional directors thereof, and they, or a majority of them, may cause stock books to be opened after giving due notice thereof in the *Canada Gazette*; upon which stock books shall and may be received the signatures and subscriptions of such parties or persons as desire to become shareholders in the said Bank; and such books shall be opened at Montreal and elsewhere at the discretion of the provisional directors, and shall be kept open as long as they shall deem necessary; and as soon as five hundred thousand pounds sterling or two million five hundred thousand dollars of the said capital stock shall have been subscribed upon the stock books, and fifty thousand pounds sterling or two hundred and fifty thousand dollars thereof actually paid into some one of the present chartered banks in Canada, and a certificate shall have been obtained from the Treasury Board, that it has been proved to their satisfaction that such amounts of the capital have been *bonâ fide* subscribed for and paid respectively, a public meeting shall be called of the subscribers thereof by notice, published for at least two weeks in two newspapers of the said City of Montreal, such meeting to be held in Montreal aforesaid, at such time and place therein as such notice shall indicate; and at such meeting the subscribers shall proceed to elect seven directors having the requisite stock qualification, who shall from thenceforward manage the affairs of the said corporation, shall take charge of the stock-books hereinbefore referred to, and shall continue in office until the first Wednesday in July, which shall be in the year next after the year in which they are so elected, and until their successors in office shall be duly elected; and immediately upon such election being had, the functions of the said provisional directors shall cease.

Number of  
directors may  
be increased  
or diminished.

34 V., c. 5.

4. The number of directors of the said Bank shall be seven, subject to be diminished or increased from time to time by by-law, to be passed as provided in the twenty-eighth section of the Act of the Parliament of Canada, passed in the thirty-fourth year of Her Majesty's reign, intituled: "*An Act relating to Banks and Banking.*"

Chief place  
of business.

Local  
directors.  
Transfers and  
payment of  
dividends in  
United  
Kingdom.

5. The chief place of business or head office of the said corporation shall be in the City of Montreal, in Canada; and the board of directors may establish a place of business in the City of London, England, and may appoint local directors; and shares in the capital stock of the said Bank may be made transferable, and the dividends accruing thereon may be made payable in the United Kingdom in like manner as such shares and dividends are respectively transferable and payable at the chief office of the said Bank in the City of Montreal; and to that end the directors may from time to time, make such rules and regulations, and prescribe

prescribe such forms, and appoint such agent or agents as they may deem necessary.

6. The Act passed in the thirty-fourth year of Her Majesty's reign, chaptered five, and intituled: "*An Act relating to Banks and Banking*," and all the provisions thereof, shall apply to the Bank hereby incorporated in the same manner as if it were expressly incorporated with this Act, except so far as such provisions relate only to banks already in existence, or to banks *en commandite*, or are not consistent with the provisions of this Act.

Act 34 V., c. 5, to apply.

Exception.

7. The said Bank shall obtain from the Treasury Board within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the said "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chaptered five; in default of which this Act shall become and be null and void, and of no effect, and the charter hereby granted, and all and every the rights and privileges hereby conferred, shall be forfeited.

Treasury Board certificate to be obtained within two years.

8. This Act shall remain in force until the first day of July, in the year of Our Lord one thousand eight hundred and eighty-one.

Duration of Act.

## CHAP. 41.

An Act to amend the Act of incorporation of the "*Banque Saint Jean-Baptiste*."

[Assented to 12th April, 1876.]

WHEREAS the Banque Saint Jean-Baptiste was duly incorporated by the Act of the Parliament of the Dominion of Canada, thirty-eighth Victoria, chapter fifty-nine; and whereas the provisional directors of the said Bank have by their petition prayed for a prolongation of the delay fixed by the seventh section of the said Act, for obtaining from the Treasury Board the certificate required by the seventh section of the "*Act relating to Banks and Banking*;" and whereas it is fit that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble. Act 38 V., c. 59, cited.

34 V., c. 5.

1. The delay of twelve months, fixed by section seven of the said Act, thirty-eighth Victoria, chapter fifty-nine, intituled "*An Act to incorporate the Banque Saint Jean-Baptiste*,"

Delay fixed by sec. 7 of 38 V., c. 59, extended to 1st May, 1877.

*Baptiste*," is by this Act extended and prolonged to the first day of May, one thousand eight hundred and seventy-seven : Provided always, that nothing in this Act contained shall be held to change the existing legal liability of any present subscriber to the capital stock of the said Bank.

Proviso.

## CHAP. 42.

### An Act respecting "The Mechanics' Bank."

[Assented to 12th April, 1876.]

Preamble.

WHEREAS the Mechanics' Bank, by its petition, has presented that it has sustained heavy losses in the course of its business, whereby the value of its paid up capital stock has been reduced ; and that in order to enable it advantageously to continue business and to realize the largest possible return for its existing shareholders, it is necessary that it should be re-organized upon a different basis, and be authorized to reduce the nominal value of its present shares, and otherwise to adjust and regulate the same, 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 :—

Nominal value of shares of stock to be reduced to 60 per cent. Directors to make arrangements.

1. The shares of the said Bank shall be reduced as to their nominal value to sixty per cent. of their present nominal value ; and new shares shall be issued to the holders of such shares in the said bank in the proportion of six-tenths of a share to the holder of every paid up share therein ; the board of directors are hereby authorized to make such arrangements as to the details of the conversion of the shares in conformity hereto as shall be found most convenient, and in so doing to provide for the conversion or appropriation of balances forming parts of shares in such manner as to do justice to the holders thereof : Provided always, that nothing herein contained or done hereunder shall in any way affect or diminish the present liability of the shareholders of the Bank to the creditors thereof, under the "*Act relating to Banks and Banking*" or the present liability of holders of shares unpaid, or not paid in full, to pay up in full the amount of such shares to the present nominal value.

Proviso : liability of shareholders under 34 V., c. 5 not affected.

Preferential stock may be issued for five years.

2. The said Bank is hereby authorized to issue preferential stock to the extent of three hundred thousand dollars in three thousand shares of one hundred dollars each, the dividends on which stock shall be preferential, as between the holders thereof and the holders of the ordinary stock, at such rate not exceeding eight per cent. in any one year, as shall

shall be fixed by the board, for a period of five years from the issue of such preferential stock; and during such period dividends shall only be declared or paid on the ordinary stock, out of the balance of profits which shall in any year remain after payment of the dividend on the said preferential stock; but at the end of the said period of five years such preference shall cease, and the said preferential stock shall become ordinary stock: As to dividends in such cases. Provided, that the existing shareholders shall under the terms of issue have a preferential right to subscribe within such time, not less than thirty days, as shall be fixed by the by-law authorizing the issue, for the new issue, in proportion to the number of paid up shares held by each. Proviso, in favor of present shareholders.

3. The board are hereby authorized to cancel any ordinary paid up stock on which the Bank has a lien for debts due to it by customers to an amount exceeding the present nominal value of such stock, and to cancel, on such terms as may be sanctioned by a resolution of the shareholders, any paid up stock surrendered to the Bank by any of its officers toward satisfaction of any debt due to it by such officer, and it is hereby declared that the new stock into which the existing paid up stock of the Bank shall be converted as hereinbefore provided, shall be held to represent its new nominal amount only, in the capital of the Bank; and the difference between the said amount and the total authorized capital of the Bank shall be regarded as unissued, and shall be capable of being subscribed for upon such terms as the board shall order, either as preferential stock to the amount, and upon the conditions hereinbefore provided, or as new ordinary stock: As to shares on which the Bank has a lien. Provided, that notwithstanding anything in this Act contained the total authorized capital of the Bank embracing both ordinary and preferential stock shall not exceed one million of dollars. And as to the new stock.

4. This Act shall not affect any right of action which any individual shareholder may have against any director, or officer of the Bank; nor shall it have any force or effect whatever, until it has been accepted by the shareholders, by a resolution passed at a special general meeting of such shareholders, called for the purpose, which resolution to have effect must be concurred in by at least two-thirds of the holders of paid up stock, present or represented at such meeting, voting as provided by the "*Act relating to Banks and Banking.*" Certain rights of action not affected. Act not to have effect until accepted by shareholders. 34 V., c. 5.



## CHAP. 43.

An Act to further amend the Act to incorporate "The London and Canada Bank," and to amend the Act amending the same.

[Assented to 12th April, 1876.]

Preamble.  
37 Vic., c. 55.  
38 Vic., c. 60.

**W**HEREAS The London and Canada Bank" was duly incorporated by an Act passed in the thirty-seventh year of Her Majesty's reign, chaptered fifty-five; and whereas the said Act was amended by an Act passed in the thirty-eighth year of Her Majesty's reign, chaptered sixty, and the provisional directors thereof have by their petition prayed that the said Acts may be further amended by again changing the name thereof to that of "The London and Canada Bank," and by extending the time for obtaining from the Treasury Board the certificate required by section seven of "*An Act relating to Banks and Banking*," and by making other amendments to the said Acts of incorporation, and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

34 V. c. 5.

37 Vic., c. 55,  
s. 2, repealed.

**1.** Section two of the Act incorporating the said Bank is hereby repealed, and the following substituted in lieu thereof:

New section.  
Capital stock  
and shares.

**"2.** The capital stock of the said Bank shall be one million of pounds sterling, divided into twenty thousand shares of fifty pounds sterling each, or five millions of dollars, divided into fifty thousand shares of one hundred dollars each, which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns."

38 Vic., c. 60,  
s. 1, amending  
37 V., c. 55,  
s. 3, repealed.

**2.** The section substituted for section three of the Act first above cited, by section one of the Act amending the same, secondly cited, is hereby repealed, and the following substituted therefor:

New section  
substituted.

Provisional  
directors and  
their powers.

**"3.** For the purpose of organizing the said Bank and of raising the amount of the said capital stock, the following persons, that is to say, John M. Grover, John Ham Perry, Joseph Gould, Edward Douglas Armour, shall be provisional directors thereof; and they, or a majority of them, may cause stock-books to be opened after giving due notice thereof, upon which stock-books shall and may be received the signatures and subscriptions of such parties or persons as desire to become shareholders in the said Bank; and such stock-books shall be opened at the City of London, England, an

Stock books.

an

and elsewhere, at the discretion of the provisional directors, and shall be kept open as long as they shall deem necessary; and so soon as the whole amount of the capital stock shall have been subscribed upon the stock-books, and two hundred and fifty thousand pounds sterling, or one million one hundred and twenty-five thousand dollars thereof actually paid into some one of the present chartered banks in Canada, and a certificate shall have been obtained from the Treasury Board that it has been proved to their satisfaction that such amounts of the capital have been *bonâ fide* subscribed for and paid up respectively, a public meeting shall be called of the subscribers thereof by notice published for at least two weeks in some newspaper in the said City of London, such meeting to be held in London, aforesaid, at such time and place as such notice shall indicate; and at such meeting the subscribers shall proceed to elect ten directors having the requisite stock qualifications, who shall from thenceforward manage the affairs of the said corporation and take charge of the stock-books hereinbefore referred to, and shall continue in office until the first Wednesday in July which shall be in the year next after the year in which they are so elected; and immediately upon such election being had the functions of the said provisional directors shall cease, and then, and not before, the bank may commence business."

First meeting of shareholders for election of directors.

Their term of office.

Provisional directors superseded.

**3.** The section substituted for section four of the Act first above cited, by section two of the Act amending the same secondly cited, is hereby repealed, and the following substituted therefor :

37 Vic., c. 55, s. 4, repealed.

"**4.** The chief place or seat of business of the said Bank shall be in the City of Toronto, in Canada, and the board of directors may establish a place of business in the City of London, in England, and may appoint local directors; and shares in the capital stock of the said Bank may be made transferable, and the dividends accruing thereon may be made payable in the United Kingdom, in like manner as such shares and dividends are respectively transferable and payable at the chief office of the said Bank in the City of Toronto; and to that end the directors may, from time to time, make such rules and regulations and prescribe such forms and appoint such agents as they may deem necessary."

New section. Head office.

Local directors.

Transfers and payment of dividends in United Kingdom.

**4.** The time limited by the third section of the said amending Act, intituled: "*An Act to amend the Act to incorporate 'The London and Canada Bank,' and to change the name thereof to that of 'The Bank of the United Provinces,'*" is hereby extended for the further period of twelve months.

Duration of corporation extended.

**5.** Section four of the said amending Act is hereby repealed, and the corporate name of the said Bank is hereby changed from "The Bank of the United Provinces" to "The London and

S. 4 of 38 V., c. 60 repealed. Name changed.

and

Rights not  
affected.

and Canada Bank," but the said corporation shall not therefore be deemed a new corporation, and all real or movable property, shares or stock obligations, debts, rights, claims, privileges and powers heretofore vested in, held or contracted by "The Bank of the United Provinces" are hereby transferred to "The London and Canada Bank," which by its said corporate name is hereby substituted to all intents and purposes for the said "The Bank of the United Provinces."

## CHAP. 44.

An Act to confirm the amalgamation of the City Bank and the Royal Canadian Bank, and to incorporate the Consolidated Bank of Canada.

[Assented to 12th April, 1876.]

Preamble.  
Agreement  
for amalga-  
mation  
recited.

WHEREAS on the eighteenth day of September, one thousand eight hundred and seventy-five, the City Bank and the Royal Canadian Bank entered into an agreement of amalgamation, thereby agreeing to form one corporation under the name of "The Consolidated Bank of Canada," which agreement was previously authorized by the shareholders of the said two Banks; And whereas an indenture setting forth the terms thereof was duly executed by the said Banks on the seventeenth and eighteenth days of September last; And whereas the said Banks have by their joint petition represented that it is for the interest of the shareholders and others interested in the said Banks and of the public, that the said agreement should be confirmed, and the amalgamation of the two Banks authorized upon the terms therein set forth, the said amalgamated Banks consolidated, and the provisions hereinafter contained, enacted, for the better conduct and management of the said Consolidated Bank of Canada, and have prayed that under the said circumstances, an Act of the Parliament of Canada should be passed to contain the provisions hereinafter mentioned; And whereas it is expedient that the prayer of the said petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

Agreement  
for amalga-  
mation con-  
firmed.

1. The said agreement is hereby confirmed, and the amalgamation of the said City Bank and of the Royal Canadian Bank is hereby authorized upon the terms and conditions in the said agreement of amalgamation as in the schedule to this Act set forth.

The two  
banks to be

2. And upon, from and after the tenth day of May next the

the said amalgamated Banks, and the shareholders therein, and their assigns, shall be a corporation, body corporate and politic by the name of "The Consolidated Bank of Canada," and shall continue to be such corporation, and shall have perpetual succession, and a corporate seal, with power to alter and change the same at pleasure, and may sue and be sued, implead or be impleaded in all courts of law and equity.

one from 10th  
May, 1876.

New name.

3. The terms and conditions set forth in the said recited deed of amalgamation shall constitute the basis of the union of the two Banks, and it shall be the duty of the board of directors of the corporation by this Act created to pass and maintain in force such by-laws as may from time to time be necessary to carry out and give effect to the said terms and conditions.

Terms and  
conditions  
recited in the  
deed to be  
the basis of  
union.

4. The head office and chief place of business of the said amalgamated Bank shall be in the City of Montreal.

Head office in  
Montreal.

5. The capital stock of the said Bank shall be four million dollars, divided into forty thousand shares of one hundred dollars each.

Capital stock  
and shares.

6. On and from the said tenth day of May next, the present shareholders of the said Banks shall become and be shareholders in the said Consolidated Bank of Canada in the amounts, and according to the relative values of the stock of the said amalgamated Banks, as provided for and set forth in the said indenture of amalgamation, in lieu of and in proportion to the amount of their shares in the said amalgamated Banks, and all the estate and effects, real and personal, rights, property, credits, *choses in action*, claims and demands of whatsoever nature or quality, or wherever situate of the said Banks, shall then become and be vested in the said Consolidated Bank of Canada, its successors or assigns, as and for its own use absolutely, and it may in its own name sue for, collect, and get in all and every part of the said estate, rights and effects; and the said Consolidated Bank shall be bound to redeem and pay all the outstanding bills of both of the said Banks in circulation at the time of such amalgamation; and, so long as it is convenient or expedient so to do, but not longer than for one year from the time when the provisions of this Act shall come into force, may re-issue such bills from time to time, or any part thereof, in the same manner and subject to the same conditions and limitations, and with the same privileges and remedies against the said Consolidated Bank of Canada as would exist in respect of bills issued by itself in its own name. And the said Consolidated Bank of Canada shall thereby become and be subject and liable to pay and discharge all the debts, obligations, bills and promissory notes and other liabilities of each of the said amalgamated

Shareholders  
of both banks  
to become  
shareholders  
of the Con-  
solidated  
Bank in  
which all as-  
sets of both  
banks shall  
vest.

Their notes  
&c., to be  
redeemed by  
it, and may  
be re-issued  
as if its own.

Consolidated  
Bank to pay  
debts, &c., of  
amalgamated  
banks.

Banks,

Pending suits by or against either of them may be continued in its own name, or against it, upon a suggestion or *reprise d'instance*.

Banks, and may be directly sued and proceeded against in respect thereof, as fully and effectually as if the same were originally the debts, obligations, promissory notes or liabilities of the said Consolidated Bank of Canada, and the same shall be taken and construed so to be; and all suits, actions and proceedings pending on the said tenth day of May next in any court of law or equity, or in any court possessing civil jurisdiction in which suits, actions or proceedings the City Bank or the Royal Canadian Bank were plaintiffs or defendants, may be continued to judgment or execution in the name of the Consolidated Bank of Canada, upon a suggestion being entered upon the record by virtue of this Act, at any time before judgment, that the City Bank or the Royal Canadian Bank, as the case may be, became on the tenth day of May, eighteen hundred and seventy-six, the Consolidated Bank of Canada, by virtue of the said agreement of amalgamation and of this Act, or upon a petition *en reprise d'instance* being presented by the Consolidated Bank of Canada, in accordance with the ordinary practice of the courts in the various provinces of the Dominion respectively.

Board of provisional directors; and annual election of board of directors, on first Wednesday in June.

**7.** For the management of the affairs of the said corporation there shall be ten directors, who shall be annually elected by the shareholders of the capital stock of the corporation at a general meeting of them, to be held annually on the first Wednesday in June in each year, the first whereof shall be held on the first Wednesday in June next; and the directors elected by a majority of votes shall be capable of serving as directors for the ensuing twelve months; and until such election shall be held the said Consolidated Bank of Canada shall be managed and conducted by the whole of the directors of the said two Banks as constituting a board of provisional directors of the said Bank, of whom five shall be a quorum.

One vote per share.

**8.** And notwithstanding anything contained in any statute of the Parliament of Canada, or in the by-laws of either of the said Banks, every shareholder in either of the said Banks, who shall on the said tenth day of May next be entitled to one or more shares in the said Consolidated Bank of Canada, shall have a vote for each of such shares, but no vote for any fraction of a share; And the first annual meeting of the said Consolidated Bank, to be so held on the first Wednesday in June next, may be validly called, and notice thereof may be validly given, by either of the said Banks.

First annual meeting may be called, and notice thereof given, by either bank.

What provisions of Act 34 V., c. 5, shall or shall not apply to this bank.

**9.** The Act of the Parliament of Canada, passed in the thirty-fourth year of Her Majesty's reign, chapter five, intitled, "*An Act relating to Banks and Banking*," and all the provisions thereof and the amendments thereof, shall apply to the Consolidated Bank of Canada in the same manner as if

if the same were expressly incorporated in this Act, except in so far as such provisions relate specially to banks in existence before the passing hereof, or to banks *en commandite*, or are inconsistent with this Act.

**10.** This Act shall remain in force until the first day of July in the year of Our Lord one thousand eight hundred and eighty-one. Duration of Act.

**11.** This Act shall be a Public Act.

Public Act.

#### SCHEDULE A.

This agreement, made this eighteenth day of September, in the year of Our Lord one thousand eight hundred and seventy-five—Between the City Bank, a corporation duly incorporated under the statutes in that behalf made, and having its chief place of business at Montreal in Canada, of the first part, and the Royal Canadian Bank, a corporation duly incorporated in like manner, having its chief place of business in Toronto, in the said Dominion, of the second part : Agreement.

Whereas, the said Banks have mutually agreed to amalgamate and unite together upon the terms and subject to the provisions hereinafter mentioned : Now, therefore, these presents witness, and it is hereby declared, covenanted and agreed upon by and between the said Banks as follows :—

1. The said Banks shall be amalgamated from and after the tenth day of May next, up to which day both of the said Banks will cause their accounts and books to be made up and posted.

2. The name of the amalgamated Bank shall be "The Consolidated Bank of Canada."

3. The chief place of business of the said amalgamated Bank shall be in the City of Montreal, and the head office for Ontario shall be in the City of Toronto.

4. The capital stock of the amalgamated Bank shall be four millions of dollars, divided into forty thousand shares of one hundred dollars each.

5. The Bank shall be managed by ten directors, and there shall also be a local board at Toronto, to be composed of a chairman, who shall also be a director of the Bank, and of three local directors, who shall be appointed by the board ; and all the members of the local board shall be shareholders of the Bank, duly qualified to be directors, and resident in Ontario. The local board shall be charged with the supervision

Agreement. vision of all agencies situated north and west of Toronto, subject to the instructions and control of the board.

6. In order to equalize the value of the rest account of the two Banks, parties hereto, the Royal Canadian Bank shall contribute to the amalgamated Bank sixty thousand dollars, or three per cent. upon its capital, and this contribution shall be paid by the shareholders in the Royal Canadian Bank to the amalgamated Bank, on or before the first day of June next. Subject to such payment or deduction, the shares of the Royal Canadian Bank shall be exchanged for shares in the amalgamated Bank at their respective nominal values, and in like manner the shares in the City Bank shall be exchanged for shares in the amalgamated Bank at their nominal or par value.

7. On or after the first day of June next, in the course of exchanging the stock of the Royal Canadian Bank for the stock of the amalgamated Bank, each shareholder in the Royal Canadian Bank holding a share or part of a share insufficient in all to constitute one share in the amalgamated Bank, or above and beyond the shares convertible into shares of the amalgamated Bank at par, may either pay up in cash the amount required to be added to such share or part of a share to form an amount equal to a share in the amalgamated Bank, or may receive the par value of such share or part of a share in cash from the amalgamated Bank at his option, subject to the deduction of three per cent. for the rest, as herein provided. But the option hereby granted to such shareholder must be exercised within three months after the first day of June next; and after such period of three months such option shall cease, and thereafter each holder of such share or part of a share shall only be entitled to receive the value thereof at par, and upon such payment such share or part of a share shall become vested in the amalgamated Bank, and an amount equal to the total amount of shares or parts of shares so paid for, may be re-issued in shares of the amalgamated Bank as part of its authorized capital of four millions of dollars.

8. The amount of shares required to complete the said capital of four millions of dollars shall be subscribed by the shareholders in the City Bank upon such terms and conditions as the directors of that Bank may deem expedient. But if, in consequence of stringency or derangement of the financial condition of the country, the directors of the City Bank shall not fix the conditions of such subscription and cause books of subscription to be opened so that the said subscription is not obtained on or before the tenth day of May next, the provisional board shall then have power to make such order extending the time for fulfilling this condition as it shall deem expedient, and thereafter the board of the amalgamated

amalgamated Bank may deal with the question of such addition to the capital in any manner that may be considered for the interest of the Bank. Agreement.

9. The business of the two Banks shall be carried on as heretofore until the tenth day of May next by the directors thereof in the names of the said Banks respectively, but for the benefit and at the risk of the amalgamated Bank, each of the said Banks, however, declaring in favor of its shareholders such dividends as shall be earned by such Bank, subject to the usual margin for rest and bad and doubtful debts; and the dividends to be so declared payable on the first day of June next shall be paid by the amalgamated Bank. But it is understood that the boards of the two Banks shall consult with each other as to any important matter affecting the welfare of the said Banks or either of them, and as to the amount of dividend to be declared.

10. So far as may be compatible with the interests of the amalgamated Bank and with judicious economy, the claims of all officers of both existing Banks shall be considered in a liberal spirit.

11. From and after the said tenth day of May next the said two Banks shall become and shall henceforth be, continue and constitute one united and amalgamated Bank under the said name, title and style of "The Consolidated Bank of Canada," and from and after the said day the said amalgamated Bank shall be vested with all the assets of the said Banks, parties hereto, and shall be responsible for all their obligations and liabilities.

12. The persons who shall be entitled to vote at the first annual general meeting of the shareholders of the said amalgamated Bank shall be those persons in whose names shares of stock in either of the said Banks shall stand in the books of such Bank on the tenth day of May next; and in voting at the said first general meeting the former shareholders in the City Bank shall be entitled to one vote for every share held by them on the said day in the said Bank, and the shareholders in the Royal Canadian Bank shall have one vote for every one hundred dollars of stock held by them on the said day in the Royal Canadian Bank, but shall not have votes in respect of fractional parts of one hundred dollars.

13. Until the said amalgamated Bank shall have completed the preparation for issuing its own notes to the satisfaction of the board, it shall have power to re-issue the notes of either of the two Banks, parties hereto, that may come into its possession.

14. The parties hereto shall give all the aid in their power respectively



Agreement. respectively towards obtaining legislative sanction for the proposed amalgamation of the said Banks, in conformity with the provisions hereof, and a committee shall be appointed, to be composed of five persons, two of whom shall be selected by the board of each Bank, and the fifth by the four so selected, which committee shall have the power to supervise and arrange for the requisite legislation, and to regulate any minor questions of detail that may arise pending such legislation, or, in the passage of such legislation through Parliament.

15. It shall be an instruction to such committee to endeavor to cause it to be enacted by Parliament that the annual meeting of the amalgamated Bank for the election of directors and for the transaction of all business usual at annual meetings, shall be held on the first Wednesday of June in each year, and that the first of such annual meetings shall take place on the first Wednesday in June next, and also that from and after the said tenth day of May next until the election of directors of the said amalgamated Bank the affairs thereof shall be conducted and managed by a provisional board, composed of the then existing directors of the said two Banks, of whom five shall be a quorum.

In witness whereof, the parties hereto have executed these presents, to wit: The City Bank on the seventeenth day of September, in the year of Our Lord one thousand eight hundred and seventy-five, and the Royal Canadian Bank on the eighteenth day of September, in duplicate. The whole under the authority of resolutions duly made and passed by the shareholders of the said Banks respectively, to wit: At a meeting of the shareholders of the said City Bank duly called and held at Montreal on the sixteenth day of the said September, and by the shareholders of the Royal Canadian Bank at a meeting thereof, duly called and held at the City of Toronto, on the fourteenth day of the said September.

Seal of the } City Bank. }	(Signed.)	R. JAS. REEKIE, <i>Vice-President.</i>
	(Signed.)	J. B. RENNY, <i>Cashier.</i>
Seal of the } Royal Canadian Bank. }	(Signed.)	A. CAMPBELL, <i>President.</i>

We certify that the foregoing is a true copy of the indenture of union executed by us on behalf of the City Bank and the Royal Canadian Bank respectively, with the approval of the respective shareholders of the said Banks.

F. HINCKS,  
*President, City Bank.*  
A. CAMPBELL,  
*President, R. C. Bank.*

## CHAP. 45.

An Act to amend the charter of "The St. Lawrence Bank," and to change the name of the said bank to that of "The Standard Bank of Canada."

[Assented to 12th April, 1876.]

**W**HEREAS the President and Directors of the St. Lawrence Bank have, by their petition, set forth that by the Act of incorporation of the said bank, the nominal value of each of the shares of the said bank is one hundred dollars, and the nominal capital of the said bank is one million dollars, of which eight hundred and thirty-five thousand five hundred dollars have been subscribed, and six hundred and fifty-three thousand one hundred and four dollars and forty cents paid up; but the said capital has been so reduced by losses, that it will be advantageous both to the said bank and the public to have the nominal value coincide and agree with the actual value thereof; and that it will also be advantageous to the said bank and to the public to restore its actual capital to the amount of one million dollars or to such larger amount not exceeding two millions as may be deemed advisable, and to change the name of the said bank to "The Standard Bank of Canada;" and have prayed that in order to carry out and effect such purposes the existing Acts affecting the said bank may be altered, amended and varied as the same are hereinafter altered, amended and varied; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The corporate name of the said "The St. Lawrence Bank" is hereby changed to "The Standard Bank of Canada;" and the said bank shall be and remain a corporation under the said name of "The Standard Bank of Canada;" and all claims and liabilities either in favor of or against the said "The St. Lawrence Bank" under all or any of the Acts affecting the same, shall enure to or against the said "The Standard Bank of Canada" as fully and effectually to all intents and purposes as they would have enured to or against the said "The St. Lawrence Bank" under all or any of the Acts affecting the same.

**2.** Until the said "The Standard Bank of Canada" shall have issued bills or notes in the name of the said corporation, it may issue the bills or notes of the said "The St. Lawrence Bank" as and for the bills or notes of "The Standard Bank of Canada," and shall redeem such notes in all

all respects as if the same had been issued in the name of the said "The Standard Bank of Canada."

Nominal  
value of  
shares  
reduced.

34 V., c. 5.

Capital  
reduced pro-  
portionately.

Proviso: as  
to fractional  
parts of  
shares.

Fractional  
part forfeited  
if not made  
up to one  
share.

Issue of non-  
subscribed  
stock or for-  
feited stock.

Power to  
increase  
capital stock  
to \$2,000,000.

Shares.

**3.** For and notwithstanding anything contained in the charter of the said "The St. Lawrence Bank" (being an Act passed in the thirty-fifth year of Her Majesty's reign and chaptered fifty-two), or in the Act passed in the thirty-fourth year of Her Majesty's reign intituled "*An Act relating to Banks and Banking*," or in any other Act or Acts amending the same, or in any other Act or enactment, each and every now existing share in the capital stock of the said "The St. Lawrence Bank" of one hundred dollars each, shall from and after the passing of this Act represent and be equal to one share of fifty dollars and one half share of twenty-five dollars in the said "The Standard Bank of Canada;" and the total amount of the said paid-up capital stock of the said "The St. Lawrence Bank" shall be and is hereby reduced in proportion, and shall stand and be the paid-up capital of the said "The Standard Bank of Canada:" Provided, that if by such reduction there shall be any fraction of a share held by any shareholder insufficient to constitute a full share of fifty dollars of the capital stock of the said "The Standard Bank of Canada," such shareholder shall, within two months after the passing of this Act, pay an amount sufficient to make, with such fraction of a share, the sum of fifty dollars, and the said "The Standard Bank of Canada" shall register in his name an additional share of fifty dollars, and no more formal transfer shall be required; but if such amount be not paid as aforesaid, within two months after the passing of this Act, such fraction of a share shall belong to and be vested in the said "The Standard Bank of Canada."

**4.** The Directors of the said "The Standard Bank of Canada" shall have power, from time to time, to issue stock to the amount of all or any portion of the capital stock of the said "The St. Lawrence Bank," unsubscribed for and which at any time may be forfeited or surrendered to the said "The Standard Bank of Canada" in such manner, to such amount, and payable in such way as they shall think proper.

**5.** The said Directors may, with the assent of the majority of the shareholders of the said "The Standard Bank of Canada," present at or represented by proxy at any ordinary annual or special general meeting called for that purpose, by by-law or by-laws, increase the capital stock of the said bank, but so that in the whole it shall not exceed two million dollars; and such additional stock shall be subscribed for in shares of fifty dollars each, and such additional stock shall be issued upon the terms set out by the Act of incorporation of the said "The St. Lawrence Bank," and the Act intituled

intituled "*An Act relating to Banks and Banking*" and any amendments thereto: Provided always, that the issuing and subscribing for the additional capital stock authorized by this Act may take place at any time while the charter of the said "*The Standard Bank of Canada*" remains in force. Proviso: as to time of issue.

6. The annual general meeting of the shareholders of the said "*The Standard Bank of Canada*" shall be held on the second Wednesday in July in each and every year, or on such other day as the said shareholders at any annual or special general meeting called for that purpose may by by-law appoint. Time for annual general meeting.

7. This Act shall remain in force until the first day of July, one thousand eight hundred and eighty-one and no longer. Duration of Act.

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## CHAP. 46.

An Act respecting the capital of the Great Western Railway Company, and for the capitalization of certain charges and liabilities.

[Assented to 12th April, 1876.]

**W**HEREAS the net revenue of the Great Western Railway Company has, for some time past, been insufficient to meet the interest on all the bonds and perpetual debenture stock of the Company, and, although their general business and net earnings are now increasing, it may be that the net revenue for the current year ending on the thirty-first day of January, one thousand eight hundred and seventy-seven, will not be sufficient wholly to meet the interest for the same period ; Preamble. State of the Company's affairs recited

And whereas the arrears for the past have been temporarily met, but the indebtedness still remains a charge against future revenue ;

And whereas in the general balance sheet of the Company there appear various items assumed to be assets, but which are without value ;

And whereas on the thirty first day of July, one thousand eight hundred and seventy-five there was a sum of five hundred and twenty-one thousand and forty-six pounds, ten shillings and three pence sterling, standing to the credit of the capital account of the Company ;

And whereas the Company have by their petition represented that their Directors should be authorized (subject to the consent in that behalf hereinafter mentioned) to charge to capital account the said deficiency in net revenue, as well as the further deficiency (if any) up to and inclusive of the thirty-first day of January, one thousand eight hundred and seventy-seven, and such items standing to the credit of the said general balance sheet as may appear to be without value, so however that the total amount so charged to capital account shall not exceed three hundred thousand pounds sterling ;

And whereas the net revenue has also for some time past been insufficient to provide for the dividends upon the preference stock of the Company, and, notwithstanding the improvement in business, may be insufficient to provide for the whole of the preference dividends which will be payable up to and inclusive of the day last aforesaid ; and the Company have also represented by their petition, that their Directors should be authorized (subject to the consents in that behalf hereinafter mentioned) to capitalize the said arrears up to and inclusive of the said date last aforesaid as hereinafter mentioned, and that they should be otherwise empowered as herein provided ;

And it is expedient that the prayer [of the said petition should be granted :

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

Interpretation.

**1.** In this Act except where repugnant to or inconsistent with the context, the word "Company" shall mean the Great Western Railway Company, and the word "Directors" shall mean the Directors of the said Company.

Citation of Acts.

**2.** The Act passed in the thirty-eighth year of Her Majesty's reign, chaptered sixty-four, and intituled "*An Act to amend the Acts of incorporation of the Great Western Railway Company,*" may be cited as "*The Great Western Railway Act, 1875,*" and this Act may be cited as "*The Great Western Railway Act, 1876.*"

Directors may debit capital account with deficiency in net revenue and depreciated assets.

**3.** It shall be lawful for the Directors to charge the capital account of the Company with the sums by which the net revenue of the Company, up to and inclusive of the thirty-first day of January, one thousand eight hundred and seventy-six, was insufficient to meet the interest upon the terminable bonds and perpetual debenture stock of the Company, and with the further sums (if any) by which the net revenue for the year ending on the thirty-first day of January,

January, one thousand eight hundred and seventy-seven, may be insufficient to meet the interest on the said bonds and debenture stock for the same period, and with such sums at the credit of the general balance sheet of the Company as shall appear to the Directors to be represented by assets without value, or by an over-valuation of assets: Provided that the total sum so charged to capital, by virtue of this section, shall not exceed the sum of three hundred thousand pounds sterling; and provided that nothing herein shall be taken to discharge any person or corporation from liability to the Company in respect of any of the sums so charged to the capital account.

Not to exceed  
£300,000.

Proviso.

4. It shall be lawful for the Directors to capitalize the whole or any portion of the dividends now in arrear to the preference stockholders of the Company, and of such further preference dividends (if any) as the net revenue of the Company may be insufficient to provide for up to and inclusive of the thirty-first day of January, one thousand eight hundred and seventy-seven, by the delivery of certificates for one hundred pounds sterling, or fractional parts of one hundred pounds, as the case may be, of preference stock, to the preference stockholders entitled to such dividends,—which additional preference stock shall bear and be entitled to the same rate of dividend, stand upon the same footing, have the same priority, and entitle the holder thereof to the same rights as, but no other than the preference stock in respect of which the dividends so capitalized shall have accrued: and in such capitalization the Directors shall have power to create and give at the rate of not less than one hundred pounds, nor more than one hundred and forty pounds, of such additional preference stock, for one hundred pounds of such arrears of preference dividends; and such capitalization shall be in full discharge and satisfaction of the dividends, or portion of dividends, as the case may be, which the Directors shall have elected to capitalize.

Directors may  
capitalize  
arrears of  
preference  
dividends.

Rank of such  
additional  
preference  
stock.

Rate of allow-  
ance of new  
stock limited.

Dividends  
discharge.

5. And whereas of the borrowing powers of the Company prior to the passing of this Act as declared by "*The Great Western Railway Act, 1874*," there are yet unexercised the power to raise under the fourth section of the said Act, by the issue of either terminable bonds or perpetual debenture stock, the sum of thirty-three thousand nine hundred and four pounds sterling, and to raise under the fifth section of the said Act by the creation and issue of perpetual debenture stock the sum of six hundred and eight thousand three hundred and twenty eight pounds sterling, part of the sum therein mentioned; and whereas it is desirable that the Company should have power to raise the whole of the said two sums, being six hundred and forty-two thousand two hundred and thirty two pounds sterling, by the issue of either class of security, or partly upon one and partly upon the other,

Recital.

Power to borrow £642, 232 on terminable bonds or perpetual debenture stock.

other, therefore it shall be lawful for the Company to borrow the said six hundred and forty-two thousand two hundred and thirty two pounds sterling by the issue and sale of terminable bonds, or by the creation, issue and sale of perpetual debenture stock, or partly upon one class of security and partly upon the other.

Recital of agreements with W. G. & B. Co. and L. H. & B. Co.

6. And whereas the Company have power to enter into traffic arrangements and agreements with the Wellington, Grey, and Bruce Railway Company, and the London, Huron, and Bruce Railway Company, and to guarantee for the loan of their credit to, and to become guarantors for the railway companies with which they may make such arrangements; and whereas pursuant to such powers the Company have entered into arrangements for the working of, and are now working, the railways of the said companies; and have entered into obligations to acquire the bonds of the said two companies, and have already acquired portions thereof, which they now hold; and whereas the said powers were conferred upon the Company in addition to their express borrowing powers; and inasmuch as the Company can obtain money to replace the capital used, and which may be used from time to time in acquiring such bonds, upon more favorable terms by the issue of their own securities than by the sale of the bonds so acquired; and whereas the total bond issue of the Wellington, Grey, and Bruce Railway Company already acquired and to be acquired, is five hundred and thirty-two thousand pounds sterling, and that of the London, Huron, and Bruce Railway Company is one hundred and eighty-seven thousand five hundred and thirty pounds sterling; therefore it shall be lawful for the Company to raise and borrow money from time to time to replace the money heretofore used, and which may be hereafter used, in acquiring the said bonds of the said two companies, by the issue and sale of perpetual debenture stock, or of terminable bonds, or of both—to be treated as part of the regular perpetual debenture and terminable bond debts of the Company, in addition to those already authorized by the Acts relating to the Company; so, however, that the loan capital raised or created of one class or the other, or of both classes, under the authority of this section, shall not at any time exceed the amount expended in acquiring such bonds, nor in the aggregate exceed the sum of seven hundred and nineteen thousand five hundred and thirty pounds sterling: Provided that whenever the Company shall sell or receive the principal money secured by any bond or bonds of either of the said two Companies which have been or may be so acquired and in respect of which terminable bonds or perpetual debenture stock of the Company shall have been issued under the authority of this section, the Company shall apply the proceeds of such sales, or the amounts so received, in or towards the liquidation and reduction of the loan capital of the Company, which shall be reduced accordingly.

Loan capital of W. G. & B. Co., £532,000.

Of L. H. & B. Co., £187,530.

Company may borrow money to replace capital used in acquiring the said bonds.

Not exceeding £719,530.

Proviso: application of proceeds of sale or receipt of principal of bonds.

7. So that the loan capital raised or created by terminable bonds or perpetual debenture stock shall not in the whole exceed the aggregate amount of the loan capital authorized by Acts relating to the Company, the Directors may, from time to time, pay off or satisfy the terminable bonds of the Company by the issue and sale or exchange of other terminable bonds, or by the creation, issue and sale or exchange of perpetual debenture stock.

Directors may pay off existing bond debts by issue of new bonds or debenture stock.

8. The terminable bonds and perpetual debenture stock to be hereafter issued may be issued in such proportions, in such manner, at such rates of interest, (not exceeding, as to the perpetual debenture stock, six per centum per annum) and at such price or prices as to premium or otherwise as may be determined from time to time by the Directors.

Manner and terms of issue of bond and debenture stock.

9. The Company may, by the vote of two-thirds of the shareholders, in terms of the sixth section of "*The Great Western Railway Act, 1875*," at any ordinary or special general meeting of the Company, direct that terminable bonds or perpetual debenture stock shall have an option of conversion into ordinary shares, at such rate and terms of option as the shareholders by such vote may deem advisable when such bonds or debenture stocks are to be issued.

Company by a two-third vote of shareholders may give option of conversion into ordinary stock.

10. The loan capital of the Company, authorized by Acts relating to the Company, and whether terminable bonds or perpetual debenture stock, shall have co-ordinate lien, and shall be a first mortgage upon the Railways, tolls, and lands, and all and every property of the Company.

The whole loan capital to have co-ordinate lien.

11. It shall be lawful for the Company from time to time to create and issue in lieu of the whole or any portion of their borrowing powers so many ordinary shares, in addition to their share capital otherwise authorized, as will realize to the Company a sum of money equal to the amount of loan capital in lieu of which such ordinary shares shall be issued; and the borrowing powers of the Company shall be reduced by the amount realized from the ordinary shares so issued; and such ordinary shares may be issued upon such terms as to premium or otherwise as the Company may deem advisable, and either in lieu of unexercised borrowing powers, or for the purpose of paying off or redeeming bonds or debenture stock already issued.

Company in lieu of any portion of borrowing powers may issue ordinary stock to raise an equivalent amount.

On what terms.

12. No powers shall be exercised under the third, fourth, fifth, sixth, or eleventh sections of this Act, unless consent shall be given to the exercise of such powers respectively by the vote of two-thirds of the shareholders in terms of the sixth section of "*The Great Western Railway Act, 1875*," at any ordinary or special general meeting of the Company.

Consent of shareholders required for exercise of certain powers under this Act.



Consent of preference stockholders to action under s. 4.

Voting at meeting for such purpose.

Who to preside ; certificate of proceedings at such meeting to be filed with Secretary of State.

**13.** No powers shall be exercised under the fourth section of this Act, unless with the consent (in addition to the consent required by the twelfth section of this Act) of two-thirds in number and amount of the preference stockholders of the Company present and voting in person or by proxy at a meeting of such preference stockholders to be held on or before the thirty-first day of January, one thousand eight hundred and seventy-seven, in London, England, after such notice in England and Canada as by the Acts relating to the Company would be sufficient for the calling of a special general meeting of the Company,—the object of such meeting being specially set forth in such notice; and at such meeting preference stockholders may be represented by proxies being preference stockholders or ordinary shareholders, appointed in the form and according to the practice now in use respecting ordinary shareholders; and the President of the Company, or in his absence the Vice-president, shall preside as chairman at such meeting; and the certificate in writing of the chairman of the giving of such consent as aforesaid thereat shall be taken as *prima facie* proof of such consent having been duly given,—such certificate to be filed in the office of the Secretary of State of Canada, and certified copies by the said Secretary shall be taken and considered for all purposes as sufficient *prima facie* evidence of the contents thereof.

## CHAP. 47.

An Act further to amend “The St. Lawrence and Ottawa Railway Act.”

[Assented to 12th April, 1876.]

Preamble.

31 V. c. 20

**W**HEREAS the St. Lawrence and Ottawa Railway Company have, by their petition, represented that by an Act passed in the thirty-first year of Her Majesty's reign known as “*The St. Lawrence and Ottawa Railway Act*” a deed of trust of the eighteenth day of April in the year one thousand eight hundred and sixty-seven, and the certificates thereunder issued were thereby confirmed, and the sum of fifty thousand pounds sterling money of Great Britain thereby secured, and the interest thereon from time to time to become and be payable was thereby declared to be a first security, charge or lien in or upon the said railway, its lands, rights, privileges, franchises and appurtenances, tolls and revenues, rolling stock, plant and machinery, and the lands and premises as particularly in the said deed mentioned; And that by a certain other deed dated the fifteenth day of April in the year one thousand eight hundred and seventy-two a further sum of fifty thousand pounds sterling money of

of Great Britain was made a mortgage charge or lien upon the said railway as therein mentioned; And that by an Act passed in the thirty-fifth year of Her Majesty's reign known as "*The St. Lawrence and Ottawa Railway Company Amendment Act, 1872*" it was provided that nothing therein contained should in any way vary, lessen or diminish or permit or authorize the Company to vary, lessen or diminish the first security, charge or lien of the deed of trust of the eighteenth day of April in the year one thousand eight hundred and sixty-seven for fifty thousand pounds sterling in and upon the railway, its lands, rights, privileges, franchises and appurtenances, tolls and revenues, rolling stock, plant and machinery (being the security mentioned in the Act hereinbefore recited) or the second security, charge or lien of and under a certain deed or mortgage of the fifteenth day of April in the year one thousand eight hundred and seventy-two for fifty thousand pounds sterling, upon the railway and the tolls, revenues and other properties thereof,—which said two charges or incumbrances of fifty thousand pounds sterling each are, with the priority as between themselves therein mentioned, the first securities, charges or liens, mortgages or pledges on the said railway, and prior to the preference stock, and which are the two charges or incumbrances on the said railway hereinbefore recited; And that since the passing of the last recited Act the Railway Company have expended large sums of money in the construction of the Chaudière Extension in the last recited Act mentioned, and have acquired other property in connection with the same; And that it is necessary and expedient for the Company that they should be enabled to borrow a further sum of money for the purpose of further developing the said railway and for further carrying out the objects contemplated by the said Act passed in the year one thousand eight hundred and seventy-two hereinbefore recited; And that it is expedient that such money should be borrowed or raised either by issue of debenture stock or upon mortgage or mortgage bonds, and that the Company may be empowered from the proceeds thereof to pay off and redeem the first and second securities hereinbefore mentioned,—the assent of the holders of securities under the said two deeds of mortgage to the extent of two thirds of each of the said sums of fifty thousand pounds sterling being first obtained thereto; And whereas the Company have prayed that an Act may be passed for the purposes aforesaid, and it is expedient to grant their prayer, subject to the provisions hereinafter made: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. This Act may be cited for all purposes as "*The St. Lawrence and Ottawa Railway Company Amendment Act 1876.*" Short title

Interpretation clause.

2. In this Act the term "the Company" means The St. Lawrence and Ottawa Railway Company; the term "undertaking" means the railway, its lands, rights, privileges, franchises and appurtenances, tolls and revenues, rolling stock, plant and machinery, but subject to any incumbrances or equities affecting the same or any parts thereof.

Company may borrow £200,000 sterling, at what rate and with what security and privilege.

3. It shall be lawful for the Company to raise, in their option either by the issue of debenture stock or by mortgage bonds upon the undertaking, a sum not exceeding two hundred thousand pounds sterling money of Great Britain, and bearing interest at a rate not exceeding seven per centum per annum; and the said debenture stock or the said mortgage bonds (as the case may be) and in either case the interest payable thereon, shall be a charge and lien and security upon the undertaking, and shall rank next after the second mortgage or security of the fifteenth day of April in the year one thousand eight hundred and seventy-two, and prior to the preference stock and any other stock of the Company; and the Company may sell and dispose of the debenture stock or mortgage bonds (as the case may be) at such price or prices as they, from time to time, may be enabled to procure for the same.

Mortgage bonds may be issued with coupons.

4. If the Company determine to raise the sum of two hundred thousand pounds sterling by the issue of mortgage bonds, then the Company may, from time to time, raise all or any part of the amount by the issue of mortgage bonds in the form contained in schedule A to this Act annexed, or to the effect of such form, in such sums as they may deem most desirable, with coupons attached for interest not exceeding seven per centum per annum,—which mortgage bonds and coupons may be made payable at such times and at such places and in the currency of Canada, or in sterling money as the Company may think fit; and the same shall without the necessity of any registration bind the undertaking according to the tenor of the same, and of this Act.

A debenture stock may be created.

5. If the Company determine to raise the said sum of two hundred thousand pounds sterling by the creation and issue of debenture stock, then the Company may, from time to time, raise all or any part of the said amount by the creation and issue at such times, in such amounts and manner, on such terms, subject to such conditions, and with such rights and privileges as the Company thinks fit, of stock to be called debenture stock, and may attach to the stock so created such fixed and perpetual preferential interest not exceeding seven per centum per annum payable half yearly or otherwise, commencing at once or at any future time or times when and as the debenture stock is issued or otherwise, as the Company thinks fit.

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

Stock register to be kept.

7. The Company shall deliver to every holder of debenture stock a certificate stating the amount of debenture stock held by him; and all regulations or provisions for the time being applicable to certificates of shares in the capital of the Company shall apply *mutatis mutandis*, to certificates of debenture stock.

Certificates to be delivered.

8. Debenture stock shall not entitle the holders thereof to be present or vote at any meeting of the Company or confer any qualification, but shall in all respects not otherwise hereby provided for, be considered as entitling the holders to the rights and powers of mortgagees of the undertaking, other than the right to require repayment of the principal money paid up in respect of the debenture stock.

Rights of holders of debenture stock.

9. Debenture stock shall be transmissible and transferable in the same manner and according to the same regulations and provisions as other stock or shares of the Company, and shall in all other respects have the incidents of personal estate.

Transfer of stock.

10. Separate and distinct accounts shall be kept by the Company shewing how much money has been received for or on account of debenture stock, and how much owing on the first and second securities hereinbefore mentioned has been paid off by debenture stock.

Separate accounts to be kept.

11. The interest on any debenture stock, or mortgage bonds (as the case may be), issued under this Act shall have priority of payment over all dividends or interest on any preferential shares or stock of the Company, whether ordinary or preference, and shall rank next to the interest payable on the certificates or bonds of the first and second securities hereinbefore mentioned; but the holders of debenture stock or of mortgage bonds (as the case may be) issued under this Act, shall not, as among themselves, be entitled to any preference or priority.

Priority of interest.

12. If within sixty days after the interest on any such debenture stock or the interest coupon of any such mortgage bonds is payable, the same is not paid, any one or more

Appointment of Receiver in case of non-payment of interest.

more of the holders of the debenture stock, or interest coupons holding individually or collectively the sum of twenty-five thousand pounds sterling of the principal money, may (without prejudice to the right to sue in any court of competent jurisdiction for the interest in arrear) require the appointment by the Court of Chancery of Ontario of a Receiver.

May be appointed by Court of Chancery of Ontario.

**13.** On any such application the Court of Chancery of Ontario may, by order, after hearing the parties, appoint some person to receive the whole or a competent part of the tolls or sums liable for the payment of the interest, until all the arrears of interest then due on the debenture stock or mortgage bonds (as the case may be) issued under this Act, with all costs, including the charges of receiving the tolls or sums, are paid; and upon such appointment being made all such tolls or sums shall be paid to and received by the person so appointed; and all money so received shall be deemed so much money received by or to the use of the several persons interested in the same, according to their several priorities,—due regard being had in such respect to the respective priorities of the first and second securities now existing, as hereinbefore mentioned. The Receiver shall distribute rateably and without priority, among all the proprietors of debenture stock or mortgage bonds (as the case may be) to whom interest is in arrear, the money which so comes to his hands, after applying a sufficient part thereof in or towards satisfaction of the interest on the first and second securities, now existing as hereinbefore mentioned. As soon as the full amount of interest and costs has been so received, the power of the Receiver shall cease, and he shall be bound to account to the Company for his acts or the sums received by him, and to pay over to the Company any balance that may be in his hands.

Duties and powers of Receiver.

Interest in arrear may be recovered.

**14.** If the interest on the debenture stock or mortgage bonds (as the case may be) under this Act is not paid for sixty days next after any of the respective days whereon the same is payable, the holder for the time being thereof, may, (without prejudice to his power in the next preceding section mentioned) recover the arrears with costs by action or suit in any court of competent jurisdiction.

Application of moneys raised.

**15.** The money, whether raised by debenture stock or mortgage bonds (as the case may be) under this Act, shall, to the extent of one hundred thousand pounds and of such further sum of money as shall be requisite for interest, be applied exclusively in paying off, in their respective order of priority, the money secured by the first and second securities hereinbefore mentioned; and the balance or residue of the sum to be raised under this Act, shall be applied to the payment

payment of outstanding debts and obligations and to the general purposes of the Company, as the Company may see fit.

**16.** On not less than thirty days' notice the Company may call upon and require the last registered holder of any certificate or bond issued under either the first or second securities hereinbefore mentioned, to receive payment of the par value of such certificate or bond, and of all interest which may have accrued or be accruing up to the date of such payment; and the Company may by such payment redeem any and every such certificate or bond in respect of the amount thereby secured, and of all interest accrued thereon, and notwithstanding that any such certificate or bond has not become due or payable; and every such certificate or bond shall, upon such payment and redemption by the Company, be thereby cancelled and utterly void.

Redemption of certain loan certificates.

**17.** The notice of any such intended payment and redemption of the certificates or bonds under the first and second securities hereinbefore mentioned, may be given by letter addressed to the last registered holder of each certificate or bond at his last known place of abode or at the bank through which he shall last have received payment of the coupons for interest.

Notice to be given.

**18.** If the Company shall have given such notice of their intention to pay off and redeem the certificates or bonds in the preceding section mentioned, then at the expiration of such notice all further interest shall cease to be payable on such certificates or bonds, unless on demand of payment made pursuant to such notice, or unless at any time thereafter the Company fails to pay the principal and interest due at the expiration of such notice of such certificate or bond.

Interest to cease from date of notice

**19.** When and as soon as the several certificates or bonds issued under the first or second securities hereinbefore mentioned, and the interest thereon accrued due, are paid off, redeemed and cancelled as hereinbefore mentioned, the deed of trust and mortgage respectively hereinbefore mentioned as the first and second mortgages, liens, charges and securities on the said railway shall be absolutely null and void; and the debenture stock or mortgage bonds (as the case may be) for two hundred thousand pounds sterling authorized by this Act, and all principal money and interest thereby secured, shall be and become and thenceforward continue the first lien, charge and security upon the said undertaking, and prior to the preferential or any other stock.

Upon completion of redemption, stock or bonds under this Act to be first charge on railway.

**20.** When and so soon as the two several sums of fifty thousand pounds sterling hereinbefore mentioned, shall have been redeemed and paid off as hereinbefore mentioned the

Application of earnings of the Company.

future

future annual earnings of the Company shall be distributed according to the rank and priority following:—

1. In the payment of working expenses ;
2. In the payment—

(a.) If the sum hereby authorized be raised by mortgage bonds, then of the sum of money secured thereby, as the annual interest thereof, and in the creation and investment of a sinking fund of one per centum per annum on the said sum of two hundred thousand pounds sterling, to meet the principal of the said mortgage bonds at maturity thereof ; or

(b.) If the sum hereby authorized be raised by the issue of debenture stock, then of the annual interest thereon, not exceeding seven per centum per annum ;

3. In payment of a dividend not exceeding eight per centum per annum upon the preference stock and such dividend upon any other stock as the Company may, from time to time, determine ;

4. As the Company may determine.

Sect. 10 of 35  
V. c. 67 as to  
sale of lands  
amended.

**21.** In amendment of the tenth section of "*The St. Lawrence and Ottawa Railway Company Amendment Act 1872*" it is hereby enacted: That any sale and transfer of any lands therein mentioned shall be good and valid to all intents and purposes, and free and discharged from any mortgage, lien or incumbrance heretofore existing or created by or under authority of the Acts hereinbefore recited, or either of them, or by or under the authority of this Act, or in respect of any sum of money secured thereby. But any money or moneys received in respect of such sale and transfer shall (a) if the sum hereby authorized be raised by means of mortgage bonds, be paid to the credit of the sinking fund hereinbefore mentioned, or (b) if the said sum be raised by means of debenture stock the same shall form part of the capital stock of the Company.

Consent of  
holders of  
bonds to be  
obtained and  
registered.

**22.** The foregoing sections of this Act shall not take effect until the Company shall have obtained and registered in the office of the Registrar General of Canada, the written consent of three-fourths of the holders of preferential stock and of the holders of certificates or bonds of at least three-fourths in value of the amount of each of the two sums of fifty thousand pounds sterling secured by the first and second securities hereinbefore mentioned, to the provisions contained in the said sections, and to the exercise by the Company of the powers thereby given them ; and a certificate

Certificate  
thereof.

ificate signed by the said Registrar General or his deputy, of the registering of the same as aforesaid, shall be evidence thereof.

## SCHEDULE A.

### FORM OF MORTGAGE BOND.

*The St. Lawrence and Ottawa Railway Company*

No

£           sterling

The St. Lawrence and Ottawa Railway Company acting by virtue of an Act of the Parliament of Canada known as "*The St. Lawrence and Ottawa Railway Company Amendment Act, 1876,*" are hereby indebted to the bearer hereof in the sum of £            (being part of a loan of £200,000 sterling under the said Act) to bear interest from the date hereof at the rate of            per centum per annum, payable half yearly on the            day of            and on the            day of            . The principal sum thereof shall be payable on the            day of            in the year            and the interest thereon as aforesaid shall be payable on delivery of the coupons therefor according to the terms thereof now forming part hereof.

And for the due payment of the said sum of money and interest, the Company under authority of the said Act of Parliament do hereby bind, as a charge and lien and security thereon, the railway, its lands, rights, privileges, franchises and appurtenances, tolls and revenues, rolling stock, plant and machinery, according to the terms and subject to the provisions of the said Act.

Given under the common seal of the Company at this            day of            in the year of Our Lord

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## CHAP. 48.

An Act to extend the time for the commencement and completion of the Great Western and Lake Ontario Shore Junction Railway; and for other purposes.

[Assented to 12th April, 1876.]

**W**HEREAS the Great Western and Lake Ontario Shore Junction Railway Company have, by their petition, prayed for an extension of the time for the commencement and completion of their Railway, and that their Act of incorporation may be otherwise amended, and it is expedient to

Preamble.  
to



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

Sect. 19 of 36  
V., c. 88,  
amended.

**1.** The nineteenth section of the Act passed in the thirty-sixth year of Her Majesty's reign, chapter eighty-eight, is hereby repealed, and the Railway shall be commenced within four years and be completed within six years from the passing of this Act.

Sections 1  
and 5  
amended, as  
to certain  
names.

**2.** The first and fifth sections of the said Act are hereby amended by striking the words "Joseph Price, of the City of Hamilton, Esquire," and "William Kerr Muir, of the same place, Esquire," out of the said first section, and by striking the names of "Joseph Price" and "William Kerr Muir" out of the said fifth section, and by inserting in each of the said first and fifth sections immediately after the name "Samuel Barker" therein, the names "Frederick Broughton, Charles Percy, Joseph Hobson and Charles Stiff," and the said sections as so amended shall henceforth be respectively read as the first and fifth sections of the said Act.

Section 7  
amended.

**3.** The seventh section of the said Act is hereby amended by striking out the word "nine" from the ninth line thereof and by inserting the word "seven" in lieu thereof.

Number and  
quorum of  
Directors  
may be varied.

**4.** It shall be lawful for the shareholders of the Company, at any annual or special general meeting, from time to time to reduce or to increase the number of the Directors of the Company, so, however, that such number be not less than five, and to determine what number not less than three shall be a quorum at the meetings of such Directors.

Provision in  
case of failure  
of election of  
Directors.

**5.** If for any reason, in any year, no election of Directors shall take place at the annual general meeting, the existing Directors shall continue to act and retain their powers until new Directors are elected at any subsequent annual general meeting or special general meeting called for the purpose.

G. W. R. Co.  
may hold  
stock in the  
Company.

**6.** The Great Western Railway Company, if so lawfully empowered, may hold shares in the capital stock of the said The Great Western and Lake Ontario Shore Junction Railway Company, either in their own name or in the names of trustees, and such trustees, shall have all the rights, powers and privileges of ordinary shareholders.

## CHAP. 49.

An Act to amend the Act intituled "An Act to incorporate the Clifton Suspension Bridge Company."

[Assented to 12th April, 1876.]

**W**HEREAS the Clifton Suspension Bridge Company, incorporated by the Act passed in the thirty-first year of Her Majesty's reign and intituled "*An Act to incorporate the Clifton Suspension Bridge Company*," have, by their petition, represented that they are desirous that their said Act of incorporation should be amended as hereinafter set forth, and have prayed for the passing of an Act for that purpose; and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.  
31 V., c. 82.

1. The fourth section of the Act hereinbefore cited is hereby amended by striking out the words "first Monday of July" in the third line of the said section, and inserting the words "second Tuesday of July" in lieu thereof.

Section 4,  
amended.

2. This Act and the Act hereby amended shall be read and construed as one and the same Act.

Act to be  
one with that  
amended.

## CHAP. 50.

An Act to continue for a limited time therein mentioned the Canada and Detroit River Bridge Company as a Corporation.

[Assented to 12th April, 1876.]

**W**HEREAS the Canada and Detroit River Bridge Company have by their petition prayed for an amendment to their Act of incorporation, and whereas it is expedient to grant certain relief to the said Company: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The corporate existence of the said Company shall, notwithstanding the non-user of its corporate powers, continue until the end of the next ensuing Session of Parliament: Provided always, that nothing in this Act contained shall authorize the said Company to commence the construction of the bridge by the said Act authorized after the period by the said Act fixed for the said commencement.

Corporation  
continued.

Proviso.

## CHAP. 51.

## An Act to incorporate the Canada Fire and Marine Insurance Company.

[Assented to 12th April, 1876.]

Preamble.

**W**HEREAS John Winer, George Roach, David Thompson and others, on behalf of themselves and other Directors and shareholders in the Company hereinafter named, and the Canada Fire and Marine Insurance Company incorporated under the Act chapter sixty-seven of the Statutes of the Province of Ontario passed in the thirty-eighth year of Her present Majesty's reign, have, by their petition, represented that they are desirous of becoming incorporated by an Act of the Parliament of Canada under the name of the Canada Fire and Marine Insurance Company, for the purpose of carrying on the business of fire and marine insurance and doing all things appertaining thereto or connected therewith as well in the Province of Ontario where they are now carrying on such insurance business as in other Provinces of the Dominion and in foreign countries; and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Corporation created and continued.

**1.** The shareholders of the Canada Fire and Marine Insurance Company incorporated by an Act of the Legislature of the Province of Ontario passed in the thirty-eighth year of Her present Majesty's reign and chaptered sixty-seven, together with such other persons as may hereafter become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body politic and corporate in law, in fact and in name, by the style and title of the Canada Fire and Marine Insurance Company, for the purpose of carrying on the business of fire and marine insurance and doing all things appertaining thereto or connected therewith, with all the powers, privileges and rights hereinafter mentioned; and shall and may have perpetual succession and shall be capable in law of contracting and being contracted with, and suing and being sued, pleading and being impleaded in any court of law or equity in their corporate name aforesaid; and they and their successors shall and may have a common seal, and may change the same at their will and pleasure: Provided always that nothing in this Act contained shall be construed in any manner to affect any contract, matter or thing concerning the said company heretofore incorporated otherwise than is herein expressed, or to affect any action, suit or proceeding commenced on behalf of or against the said company heretofore incorporated, at the time of the passing of this Act, but

Corporate rights.

Proviso: existing rights saved.

but every such action, suit or proceeding may, at the option of the claimant, be carried on against the Company hereby incorporated, which is in such case for all the purposes thereof substituted for the said company heretofore incorporated; and that all the shareholders in the said company heretofore incorporated shall be shareholders in the Company hereby incorporated, and liable as such shareholders for so much of their stock subscriptions as are unpaid; and that all such subscriptions, and all other property real and personal, debts, rights, claims and privileges heretofore belonging to or vested in the said company heretofore incorporated, and all their interest in the same, shall be held by and are hereby vested in the said Canada Fire and Marine Insurance Company hereby incorporated, in the same manner and with all such benefits and liabilities attaching to the same as existed at the time of the passing of this Act; and all the policies and other contracts of insurance and other engagements made or entered into by or on behalf of the said company heretofore incorporated, shall continue to be valid and binding under this Act as against the Company hereby incorporated; and any person having any claim or demand against the said company heretofore incorporated, or any shareholder thereof, as such shareholder, shall have the same claim or demand against the Company hereby incorporated and against such shareholder thereof.

Shareholders to continue such.

Policies to remain in force.

And all claims on the company.

2. The capital stock of the said Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each, with the privilege to increase the same from time to time to any amount not exceeding five millions of dollars, by a vote of the shareholders at any annual or special meeting of shareholders called for that purpose,— which said shares shall be and are hereby vested in the several persons who have subscribed or shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act; provided that upon every increase of the capital stock of the Company the sum of at least five per cent. upon the amount of such increased capital shall be paid in on subscribing. Aliens as well as British subjects and whether resident in Canada or elsewhere, may be shareholders in the said Company; and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to hold office as Directors or otherwise in the said Company. But the major part of the Directors of the Company shall, at all times, be persons resident in Canada, and subjects of Her Majesty by birth or naturalization.

Capital stock and shares.

May be increased.

Proviso.

Aliens may hold shares and vote.

Majority of Directors to live in Canada.

3. The shares of capital stock subscribed for shall be paid in and by such instalments and at such times and places as the said Directors shall appoint; no such instalment shall exceed ten per cent. of the sum subscribed; thirty days' notice

Payment of shares by instalments

Proviso.  
General Acts  
to apply.

of each call shall be given, and instalments shall not be made payable more frequently than once in three months: Provided that the said Company shall not be authorized to avail themselves of the privileges of this Act, otherwise than in accordance with the provisions of the several Acts of the Parliament of the Dominion relating to fire and marine insurance companies.

Forfeiture  
and sale of  
shares for  
non-payment  
of calls.

4. If any shareholder shall refuse or neglect to pay the instalments due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold at a public sale by the Directors after such notice as they may direct, and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner; and no more shares shall be sold than what are deemed necessary to pay such arrears, interest and expenses.

Proviso: as  
to surplus  
of price.

On payment  
of calls, &c.,  
share to  
revert to  
owner.  
What only  
need be  
alleged and  
proved on the  
trial in suits  
for calls.

5. If payment of such arrears of calls, interest and expenses be made before any share so declared forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof; and in all actions or suits for the recovery of such arrears or calls it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the said Company in such sum of money as the calls in arrear amount to for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act: and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made, and that notice was given as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such calls, or any matter whatsoever other than what is before mentioned: a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President or one of the Vice-Presidents or the Managing Director, or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Proof of  
by-laws, &c.

Transfers,  
how made.

6. No transfer of any share of the stock of the said Company shall be valid until entered in the books of the said Company according to such form as may, from time to time, be

be fixed by the by-laws; and until the whole of the capital stock of the said Company is paid up it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors; and no transfer of stock shall at any time be made until all calls thereon have been paid in.

Proviso: as to debts to Co. and unpaid calls.

7. Each shareholder shall be individually liable to the creditors of the Company to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities of the Company, but no further.

Liability of shareholders limited.

8. The stock, property, affairs and concerns of the said Company shall be managed and conducted by twenty-five Directors, who shall hold office for one year, and shall be elected (at the expiration of the term during which the Directors hereinafter appointed are to hold office) at the annual meeting of shareholders to be held at the City of Hamilton in the month of July next and yearly thereafter on such day as may be appointed by by-law,—not less than ten days' notice of such meeting being given by letter to the shareholders and also by advertisement in some daily newspaper published in said city: and the said election shall be held and made by such of the shareholders present in person or represented by proxy, as shall have paid all calls made by the Directors and then due; and all such elections shall be by ballot: and the twenty-five persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons have an equal number of votes, in such a manner that a greater number of persons than twenty-five shall appear to be chosen as Directors, then the Directors who shall have the greater number of votes, or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number of twenty-five: and the said Directors (as soon as may be after the said election) shall proceed to elect one of their number to be the President, and two to be Vice-Presidents; and if any vacancy should at any time happen amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or the majority of them, electing in such place or places a shareholder or shareholders eligible for such an office: Provided always, that no person shall be eligible to be or continue as Director, unless he shall hold in his name and for his own use stock in the said Company to the amount of twenty shares, whereof at least ten per centum shall have been paid in, and shall have paid all calls made upon his stock, and all liability actually matured and incurred by him with

Board of Directors.

Term of office, &c.

Election of Directors.

Ties.

President and Vice-President.

Vacancies, how filled.

Proviso: qualification of Directors.

Provisional  
Directors.

with the Company. The first Directors of the Company incorporated under this Act shall be: John Winer, George Roach, David Thompson, Lyman Moore, George Rutherford, John M. Buchan, Thomas Baxter, George Lee, William Harris, C. E. Chadwick, James Reid, F. P. Buckley, H. P. Curn, H. H. Hurd, Charles Goodhue, John McKinnon, McLeod Stewart, T. H. Marsh, William Elliot, A. Macallum, J. A. Bruce, Dr. E. Vernon, George A. Cox, and A. B. Petrie; and they shall hold office until the annual meeting of the shareholders of the Company in July next.

Term of office.

Failure of  
election not  
to dissolve  
Company.

9. In case it should at any time happen that an election of Directors of the said Company shall not be made on any day when, pursuant to this Act, it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election at a special general meeting to be called for that purpose by the Directors, who shall continue in office until a new election is made.

When only  
the company  
may com-  
mence  
business.

10. When and so soon as one million dollars of the capital stock of the Company shall have been *bonâ fide* subscribed for, and one hundred thousand dollars thereof shall have been actually paid in, and not before, the Company may commence business under this Act.

One vote for  
each share.

11. At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due have been paid up; such votes may be given either in person or by proxy, the holder of any such proxy being himself a shareholder; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes,—the chairman presiding at such meeting having the casting vote in case of an equality of votes.

Proxies.  
Majority to  
decide.

Casting vote.

Proceedings  
at annual  
meetings.

12. At the annual meeting of the shareholders, the election of Directors shall be held and all business transacted without the necessity for specifying such business in the notice of such meeting; and at such meeting a general balance sheet and statement of the affairs of the Company, with a list of all the shareholders thereof, and all such further information as may be required by the by-laws, shall be laid before the shareholders: special general meetings of shareholders may be called in such manner as may be provided for by the by-laws; and at all meetings of the shareholders the President or, in his absence, one of the Vice-Presidents, or in the absence of all of them, a Director or shareholder chosen by the shareholders, shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Special  
meetings.

**13.** At all meetings of Directors, five shall be a quorum for the transaction of business; and all questions before them shall be decided by a majority of votes, and in case of an equality of votes the President, Vice-President or presiding Director shall give the casting vote in addition to his vote as a Director.

Quorum of Directors and decision of questions.  
Casting vote.

**14.** The Directors of the Company, at a meeting held for such specified purpose, may declare such annual or semi-annual dividends upon the capital stock as they shall deem justified by its business, so that no part of the capital thereof be appropriated to such dividends.

Dividends.

**15.** The said Company shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire or lightning on any house, store or other building whatsoever, and in like manner on any goods, chattels or personal estate whatsoever, for such time or times and for such premiums or considerations and under such modifications and restrictions, and upon such conditions as may be bargained and agreed upon and set forth by and between the Company and the person or persons agreeing with them for such insurance; and the said Company in like manner shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire, storm or tempest, or other peril of navigation, or from any other cause, of or to ships, boats, vessels or other craft navigating the oceans, lakes, rivers, or high seas, or other navigable waters whatsoever, from any port or ports in Canada to any other port or ports in Canada, or to any foreign port or ports upon the oceans, lakes, rivers or other navigable waters aforesaid, or from one foreign port to another foreign port, or from any foreign port or ports to any port or ports in Canada or elsewhere, upon all or any of the oceans, lakes, rivers and navigable waters aforesaid, and against any loss or damage of or to the cargoes or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due or to grow due in respect thereof, or of or to timber or other property of any description conveyed in any manner upon any of the oceans, seas, lakes, rivers or navigable waters aforesaid, or on any railway, or stored in any warehouse or railway station, and generally to do all matters and things relating to or connected with fire and marine insurances as aforesaid; and to make and to grant all policies therein and thereupon; and to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; and generally to do and perform all other necessary matters and things connected with and proper to promote those objects: and all policies or contracts of insurance issued or entered into by the said Company shall be signed by the President

Business of the company.  
Fire insurance.

Marine Insurance.

Re-insurance of risks.

Execution of policies



President or one of the Vice-Presidents, and countersigned by the Managing Director or Secretary, or otherwise, as may be directed by the by-laws, rules and regulations of the Company, and being so signed and countersigned, shall be deemed valid and binding upon the Company, according to the tenor and meaning thereof.

Power to hold real estate for certain purposes, and in certain cases.

**16.** The Company shall have power to acquire and hold such real estate as may be necessary for the purpose of its business, and to sell or dispose of the same and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bonâ fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof or of the owners thereof; and to retain the same for a period not exceeding ten years: and the Company may invest its funds or any part thereof in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign state or states, when required for the carrying on business in such foreign state,—such investment in securities of foreign states not at any time to exceed fifty per cent. of the funds then invested,—or in the stocks of any chartered banks or building societies, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate, in such manner as the Directors may elect; and may, from time to time, vary or sell the said securities, or mortgage or pledge the same from time to time as occasion may require.

Investment of funds, subject to limitation as to foreign securities.

Directors may make by-laws for certain purposes.

**17.** The Directors shall have full power and authority from time to time to make, and from time to time to alter such by-laws, rules, regulations and ordinances as shall appear to them proper and needful, touching the well-ordering of the Company, the management and disposition of its stock, property, estate and effects, the calling of special general meetings, the regulation of the meetings of the Board of Directors, the increasing or the decreasing of the number of Directors, the increasing of the capital stock, appointment of a Managing Director, and of local boards to facilitate the details of business, and the definition of the duties and powers of such local boards, the making of calls upon the subscribed capital, the issue and allotment of shares, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties, and the remuneration to be paid to them, the regulation of the transfer of stock and the form thereof, the compensation of Directors, the establishment and regulation of agencies, and the determining of rates, rules and conditions, under which

which the Company's policies shall be issued, transferred or re-purchased : Provided that such by-laws, rules, regulations and ordinances, and all alterations therein, shall be submitted by the Directors to the shareholders at a general meeting thereof, and shall have no force or effect unless and until they are approved by a majority of the voters at such meeting.

Proviso : for confirmation by stock-holders.

**18.** The chief place of business of the Company shall be in the City of Hamilton ; and the said Company shall have full power and authority to comply with the laws of any province, state or country wherein it proposes to carry on business, so far as such laws are not inconsistent with the provisions of this Act or with the laws of Canada, and to appoint therein, under the seal of the Company, local managers, agents, or other officers.

Chief place of business and branches.

**19.** The Company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive, to which any share or shares of its stock may be subject ; and the receipt of the person in whose name any share stands, shall be a sufficient discharge to the Company for any money paid in respect of such share or shares, notwithstanding any trust to which they or any of them may be held subject, and whether or not the Company shall have had notice of such trust.

Company not bound to see to trusts.

**20.** 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, the Directors declaring such dividend shall be jointly and severally liable as well to the Company as to the individual shareholders and creditors thereof, for the amount of the dividend or dividends so paid ; 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 able to do so, enter in 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 head office of the Company, such Director may thereby and not otherwise, exonerate himself from such liability.

Dividends not to impair capital stock. Responsibility of Directors.

How a Director may relieve himself.

**21.** The said Company shall be subject to the provisions of the Act passed by the Parliament of Canada, in the thirty-eighth year of Her Majesty's reign, and intituled : "*An Act to amend and consolidate the several Acts respecting Insurance in so far as regards Fire and Inland Marine business.*" and to all other general laws in force or that may hereafter be in force respecting fire and marine insurance companies.

General laws to apply  
38 V., c. 20

## CHAP. 52.

## An Act to incorporate the Empire Fire and Marine Assurance Corporation.

[Assented to 12th April, 1876]

Preamble.

**W**HEREAS D. B. Chisholm, John T. Grange, M.P.P., T. McIlwraith, Robert Duncan, T. C. Livingston, J. T. Middleton, A. Beamer, Geo. A. Clement, Thomas Sutton, S. Frank Wilson, John Stirton, H. Theo. Crawford, George Ennis, A. Neville and others have, by their petition, represented that the establishment of an association for the insurance of fire and marine risks would be greatly beneficial, and have prayed for an Act of incorporation for the purpose of carrying on a business of that nature; and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

**1.** The persons hereinbefore named and all such persons as shall become shareholders of the said Company shall be and are hereby ordained, constituted and declared to be a body corporate and politic, in law, in fact and in name, by the style and title of the "Empire Fire and Marine Assurance Corporation," for the purpose of carrying on the business of fire and marine insurance, and doing all things appertaining thereto, or connected therewith, in the Dominion of Canada and elsewhere, and shall and may have perpetual succession, and shall be capable in law of contracting, and being contracted with, suing and being sued, pleading and being impleaded in any court of law or equity within the Dominion of Canada or elsewhere in their corporate name aforesaid; and they and their successors shall and may have a common seal, and may change the same at their will and pleasure.

Provisional Directors.

**2.** For the purpose of organizing the said Company, D. B. Chisholm, Thos. McIlwraith, Robert Duncan, Alpheus Beamer and J.T. Middleton, all of the City of Hamilton, Esquires, shall be Provisional Directors thereof; and they or a majority of them may cause stock-books to be opened, after giving due public notice thereof by advertisement for two weeks in one or more of the daily papers published in the city of Hamilton, Ontario,—upon which stock-books shall be recorded the subscriptions of such persons as shall desire to become shareholders of the said Company; and such books shall be opened in the said City of Hamilton and elsewhere, at the discretion of the said Provisional Directors, and shall remain open as long as they deem it necessary; and the Provisional Directors are hereby authorized to receive from the share-

Stock-books may be opened

holders

holders a deposit of five per cent. on the amount of stock subscribed by them respectively, and to pay all costs and expenses incurred in the application for and obtaining the passing of this Act.

Five per cent.  
payable on  
subscribing.

**3.** When one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and at least ten per centum of the amount so subscribed paid into one or more chartered banks, to be designated by the Provisional Directors, and not to be withdrawn therefrom except for the purposes of the Company, the said Provisional Directors may call a general meeting of shareholders at some place to be named in the said City of Hamilton,—giving at least ten days' notice thereof in the *Canada Gazette*, and also in some daily newspaper published in the said city; at which meeting the shareholders present in person or represented by proxy, shall elect a board of Directors, composed of twenty-five persons, in the manner and qualified as hereinafter provided, who shall hold office for one year after their election.

First meeting  
of sharehold-  
ers, when to  
be held.

Election of  
Directors.

**4.** The capital stock of the said Company shall be one million of dollars, divided into ten thousand shares of one hundred dollars each, with the privilege to increase the same, from time to time, to any amount not exceeding two millions of dollars, by a vote of the shareholders at any annual or special meeting of shareholders called for that purpose, which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act. Aliens as well as British subjects, and whether resident in Canada or elsewhere, may be shareholders in the said Company; and all such shareholders shall be entitled to vote on their shares equally with British subjects and shall also be eligible to hold office as Directors or otherwise in the said Company; but the major part of the Directors of the Company shall, at all times, be persons resident in Canada, and subjects of Her Majesty by birth or naturalization; and provided also, that upon every increase of the capital stock of the Company the sum of at least five per cent. upon the amount of such increased capital shall be paid in.

Capital stock  
and shares.

Provision for  
increase.

Aliens may  
be share-  
holders.

Proviso: as to  
Directors.

**5.** The shares of capital stock subscribed for shall be paid in and by such instalments and at such times and places as the said Directors shall appoint; no such instalment shall exceed ten per cent. of the sum subscribed; thirty days' notice of each call shall be given, and instalments shall not be made payable more frequently than once in three months: Provided, that the said Company shall not be authorized to avail themselves of the privileges of this Act, otherwise than in accordance with the provisions of the several Acts of the Parliament of the Dominion relating to fire and marine insurance companies.

Payment of  
shares.

Calls.

Proviso:  
Company  
must comply  
with certain  
Acts.

Forfeiture of shares for non-payment of calls.

6. If any shareholder shall refuse or neglect to pay the instalments due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold at a public sale by the Directors after such notice as they may direct; and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner; and no more shares shall be sold than what are deemed necessary to pay such arrears, interest and expenses.

Proviso: Surplus after sale to belong to owner in default.

Payment of calls, &c., to cause share to revert to owner. What must be alleged and proved in suits for calls.

7. If payment of such arrears of calls, interest and expenses be made before any share so declared forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof: and in all actions or suits for the recovery of such arrears or calls it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the said Company in such sum of money as the calls in arrear amount to for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made, and that notice was given as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such calls, or any matter whatsoever other than what is before mentioned: a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President, or one of the Vice-Presidents, or the Managing Director, or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Proof of by-laws, &c.

Transfers, how made.

8. No transfer of any share of the stock of the said Company shall be valid until entered in the books of the said Company according to such form as may, from time to time, be fixed by the by-laws; and until the whole of the capital stock of the said Company is paid up it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors; and no transfer of stock shall, at any time, be made until all calls thereon have been paid in.

Proviso: Debts to Company and calls must be first paid.

**9.** Each shareholder shall be individually liable to the creditors of the Company to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities of the Company, but no further.

Liability of shareholders limited.

**10.** The transmission of any shares of the stock of the Company, in consequence of the marriage, death or insolvency of a shareholder, or by any other means than an ordinary transfer, shall be made, proved and authenticated in such form, by such proof and generally in such manner as the Directors shall, from time to time, require, or by by-law direct, before any persons claiming such shares shall be entitled to vote thereon or to receive any dividends or money payable in respect thereof.

Transmission otherwise than by transfer.

**11.** The stock, property, affairs and concerns of the said Company shall be managed and conducted by twenty-five Directors, who shall hold office for one year, and shall be elected (at the expiration of the term during which the Directors hereinbefore appointed are to hold office) at the annual meeting of shareholders to be held at the City of Hamilton in the month of July next and yearly thereafter on such day as may be appointed by by-law,—not less than ten days' notice of such meeting being given by letter to the shareholders and also by advertisement in some daily newspaper published in the said city; and the said election shall be held and made by such of the shareholders present in person or represented by proxy, as shall have paid all calls made by the Directors and then due; and all such elections shall be by ballot; and the twenty-five persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons have an equal number of votes, in such a manner that a greater number of persons than twenty-five shall appear to be chosen as Directors, then the Directors who shall have the greater number of votes, or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number of twenty-five: and the said Directors (as soon as may be after the said election) shall proceed to elect one of their number to be the President and two to be Vice-Presidents: and if any vacancy should at any time happen amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or the majority of them, electing in such place or places a shareholder or shareholders eligible for such an office: Provided always, that no person shall be eligible to be or continue as Director, unless he shall hold in his name and for his own use stock in the said Company to the amount of twenty shares, whereof at least ten per centum shall have been paid in, and shall have paid all calls made upon his stock

Board of Directors.

Election of Directors.

Proxies. Ballot.

Decision in case of equality of votes.

President and two Vice-Presidents.

Vacancies, how filled.

Proviso: Qualification of Directors.

stock and all liability actually matured and incurred by him with the Company.

Provision in case of failure of election.

**12.** In case it should, at any time, happen that an election of Directors of the said Company should not be made on any day when pursuant to this Act it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election at a special general meeting to be called for that purpose by the Directors, who shall continue in office until a new election is made.

When only the Company may commence business.

**13.** When and so soon as five hundred thousand dollars of the capital stock of the Company shall have been *bonâ fide* subscribed for, and ten per cent. thereon shall have been actually paid in, and not before, the Company may commence business under this Act.

Votes on shares.

**14.** At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due have been paid up; such votes may be given either in person or by proxy,—the holder of any such proxy being himself a shareholder; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote in case of an equality of votes.

Proxies.  
Majority.

Chairman.

Proceedings at annual meetings.

**15.** At the annual meeting of the shareholders, the election of Directors shall be held and all business transacted without the necessity for specifying such business in the notice of such meeting; and at such meeting a general balance sheet and statement of the affairs of the Company, with a list of all the shareholders thereof, and all such further information as may be required by the by-laws, shall be laid before the shareholders: special general meetings of shareholders may be called in such manner as may be provided for by the by-laws; and at all meetings of the shareholders the President or, in his absence, one of the Vice-Presidents, or in the absence of all of them, a Director or shareholder chosen by the shareholders, shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Special general meetings.

Quorum of Directors and decision of questions.

**16.** At all meetings of Directors, five shall be a quorum for the transaction of business; and all questions before them shall be decided by a majority of votes, and in case of an equality of votes the President, Vice-President or presiding Director shall give the casting vote in addition to his vote as a Director.

**17.** The Directors of the Company at a meeting held for such specified purpose may declare such annual or semi-annual dividends upon the capital stock as they shall deem justified by its business, so that no part of the capital thereof be appropriated to such dividends.

Dividends.

Limitation.

**18.** The said Company shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire or lightning on any house, store or other building whatsoever, and in like manner on any goods, chattels or personal estate whatsoever, for such time or times and for such premiums or considerations and under such modifications and restrictions, and upon such conditions as may be bargained and agreed upon or set forth by and between the Company and the person or persons agreeing with them for such insurance; and the said Company in like manner shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire, storm or tempest, or from any other cause, of or to ships, boats, vessels, steamboats or other craft navigating the oceans, lakes, rivers, or high seas, or other navigable waters whatsoever, from any port or ports in Canada, to any other port or ports in Canada or to any foreign port or ports upon the oceans, lakes, rivers, or other navigable waters aforesaid, or from one foreign port to another foreign port, or from any foreign port or ports, to any port or ports in Canada or elsewhere, upon all or any of the oceans, lakes, rivers and navigable waters aforesaid, and against any loss or damage of or to the cargoes or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due or to grow due in respect thereof, or of or to timber or other property of any description conveyed in any manner upon any of the oceans, seas, lakes, rivers or navigable waters aforesaid, or on any railway, or stored in any warehouse or railway station, and generally to do all matters and things relating to or connected with fire and marine insurances as aforesaid, and to make and to grant all policies therein and thereupon; and to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; and generally to do and perform all other necessary matters and things connected with and proper to promote those objects: and all policies or contracts of insurance issued or entered into by the said Company shall be signed by the President or one of the Vice-Presidents, and countersigned by the Managing Director or Secretary, or otherwise, as may be directed by the by-laws, rules and regulations of the Company, and being so signed and countersigned, shall be deemed valid and binding upon the Company, according to the tenor and meaning thereof.

Business of the Company.

Fire.

Marine.

Re-insurance.

Policies and contracts.



Power to hold real estate for certain purposes and subject to certain limitations.

**19.** The Company shall have power to acquire and hold such real estate as may be necessary for the purpose of its business, and to sell or dispose of the same and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bonâ fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof, or of the owners thereof; and to retain the same for a period not exceeding five years; and the Company may invest its funds or any part thereof in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign state or states, when required for the carrying on business in such foreign state, or in the stocks of any chartered banks or building societies, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate, or in such other securities of like character, and in such manner and at such rate of interest as may be agreed upon, not exceeding the rate allowed by law in the Province where the investment is made, as the Directors may elect; and may, from time to time, vary or sell the said securities, or mortgage or pledge the same from time to time as occasion may require; but not more than fifty per cent. of the whole amount of the investments of the corporation at any time shall consist of the public securities of any foreign state or states.

Investment of funds.

Limitation as to securities of foreign States.

Directors may make by-laws for certain purposes.

**20.** The Directors shall have full power and authority, from time to time to make and to alter such by-laws, rules, regulations and ordinances as shall appear to them proper and needful, touching the well-ordering of the Company, the management and disposition of its stock, property, estate and effects, the calling of special general meetings, the regulation of the meetings of the Board of Directors, the increasing or the decreasing of the number of Directors, the increasing of the capital stock, the appointment of a Managing Director, and of local boards to facilitate the details of business, and the definition of the duties and powers of such local boards, the making of calls upon the subscribed capital, the issue and allotment of shares, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties, and the remuneration to be paid to them, the regulation of the transfer of stock and the form thereof, the compensation of Directors, the establishment and regulation of agencies, and the determining of rates, rules, and conditions, under which the Company's policies shall be issued, transferred or re-purchased: Provided always, that all such by-laws, rules, regulations and ordinances

Proviso: not to have effect

made

made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting; and provided further, that such by-laws do not contravene the provisions of this Act.

until approved by shareholders.  
Proviso.

**21.** The chief place of business of the Company shall be in the City of Hamilton; and the said Company shall have full power and authority to comply with the laws of any province, state or country wherein it proposes to carry on business, so far as such laws are not inconsistent with the provisions of this Act or with the laws of Canada, and to appoint therein, under the seal of the Company, local managers, agents, or other officers.

Chief place of business and branches.

**22.** The Company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive, to which any share or shares of its stock may be subject; and the receipt of the person in whose name any share stands, shall be a sufficient discharge to the Company for any money paid in respect of such share or shares, notwithstanding any trust to which they or any of them may be held subject, and whether or not the Company shall have had notice of such trust.

Company not bound to see to trusts.

**23.** 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, the Directors declaring such dividend shall be jointly and severally liable as well to the Company as to the individual shareholders and creditors thereof, for the amount of the dividend or dividends so paid; 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 able to do so, enter in 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 head office of the Company, such Director may thereby and not otherwise, exonerate himself from such liability.

Dividends not to impair capital stock.  
Responsibility of Directors.  
How a Director may avoid it.

**24.** The said Company shall be subject to the provisions of the Act passed by the Parliament of Canada, in the thirty-eighth year of Her Majesty's reign, and intituled: "*An Act to amend and consolidate the several Acts respecting Insurance in so far as regards Fire and Inland Marine business,*" and to all other general laws in force or that may hereafter be in force respecting fire and marine insurance companies.

General laws to apply.  
38 V. c. 20.

**25** The said corporation shall obtain from the Minister of Finance Company must obtain

license under  
38 V. c. 20,  
within two  
years.

Finance within two years from and after the passing of this Act, the license required by Section 5 of the Act passed in the thirty-eighth year of Her Majesty's reign, chapter twenty, in default of which this Act shall become and be null and void, and of no effect, and the charter hereby granted, and all and every the rights and privileges hereby conferred, shall be forfeited.

## CHAP. 53.

An Act to incorporate the Atlantic and Pacific Fire and Marine Insurance Company.

[Assented to 12th April, 1876.]

Preamble.

**W**HEREAS the Honorable John J. C. Abbott, Harrison Stephens, Adolphe Masson, James Crathern, Robert Dalglish, H. A. Nelson and others, have by their petition represented that the establishment of an association for the insurance of fire and marine risks would be greatly beneficial, and have prayed for an Act of incorporation for the purpose of carrying on a business of that nature under the name of the Atlantic and Pacific Fire and Marine Insurance Company; and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain  
persons  
incorporated.

**1.** The persons hereinbefore mentioned, and all such persons as now are or hereafter shall become shareholders of the said Company, shall be and are hereby ordained, constituted and declared to be a body corporate and politic in law, in fact and in name, by the style and title of the Atlantic and Pacific Fire and Marine Insurance Company, for effecting insurance against fire and marine risks.

Corporate  
name and  
purposes.

Capital stock  
and shares.

**2.** The capital stock of the said Company shall be two million dollars, divided into twenty thousand shares, of one hundred dollars each,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act.

Provisional  
Directors.

**3.** For the purpose of organizing the said Company, the said Honorable John J. C. Abbott, Harrison Stephens, Adolphe Masson, James Crathern, Robert Dalglish, and H. A. Nelson shall be provisional directors thereof; and they, or a majority of them, may cause stock books to be opened, after giving due public notice thereof, by advertisement, for two

Stock books  
may be  
opened.

weeks

weeks, in one or more daily papers published in the City of Montreal, upon which stock books shall be recorded the subscriptions of such persons as shall desire to become shareholders in the said Company; and such books shall be opened in the City of Montreal and elsewhere, at the discretion of the said provisional directors, and shall remain open as long as they deem necessary; and the provisional directors are hereby authorized to receive from the shareholders a deposit of five per cent. on the amount of the stock subscribed by them respectively.

Five per cent. to be paid on each share.

4. When and so soon as one million dollars of the said capital stock shall have been subscribed as aforesaid, and ten per cent. of the amount so subscribed paid in, the said provisional directors shall call a general meeting of shareholders at some place to be named, in the City of Montreal, giving at least ten days' notice thereof in two daily newspapers published in the said city, at which meeting the shareholders present in person or represented by proxy shall elect not less than nine nor more than thirteen Directors in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and hold office till the next annual meeting of the Company, which shall be held after six months thereafter.

First meeting of shareholders, when only it may be held.

Election of Directors.

5. The shares of capital stock subscribed for shall be paid in by such instalments, and at such times and places, as the Directors shall appoint; no such instalment shall exceed ten per cent., and thirty days' notice of each call shall be given; and executors, administrators and curators paying instalments upon the shares of deceased shareholders shall be, and they are, respectively indemnified for paying the same: Provided always, that it shall not be lawful for the said Company to commence their business either of fire or marine insurance until a sum of not less than two hundred thousand dollars shall have been actually paid in on account of the subscribed stock; nor both until at least four hundred thousand dollars have been so paid in.

Calls on stock.

Provisc : conditions previous to commencement of business.

6. The stock, property, affairs and concerns of the said Company shall be managed and conducted by not less than nine nor more than thirteen Directors, (one of whom shall be chosen President, and one Vice-President), who shall hold office until the next following general election of Directors; and such Directors shall be shareholders residing in Canada, and be elected at the annual general meeting of shareholders to be holden at Montreal on the second Wednesday of January in each year,—not less than ten days' notice of such meeting being given, as hereinbefore provided. Such election shall be held and made by such of the shareholders present in person, or represented by proxy, as shall have paid all calls

Board of Directors.

Election.

Notice.

Proxies.

made

Ballot. made and then due; and all such elections shall be by ballot; and the required number of persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons have an equal number of votes in such a manner that a greater number of persons than are required shall appear to be chosen as Directors, then the Directors who shall have the greater number of votes, or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number required; and the said Directors (as soon as may be after the said election) shall proceed in like manner to elect by ballot one of their number to be the President, and one to be the Vice-president; but shareholders not residing within the Dominion of Canada shall be ineligible; and if any Director shall move his domicile out of Canada, his office shall be considered as vacant; and if any vacancy should at any time happen amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or the majority of them electing in such place or places a shareholder or shareholders eligible for such office: Provided always, that no person shall be eligible to be or continue as Director, unless he shall hold in his name, and for his own use, stock in the said Company to the amount of forty shares, whereof, after the first election of Directors, at least twenty per cent. shall have been paid in, and shall have paid all calls made upon his stock, and all liabilities actually matured and incurred by him with the Company.

Ties.

President and V.-P.

Vacancies, how to be filled.

Proviso: qualification of Directors.

Provision in case of failure of election. **7.** In case it should, at any time, happen that an election of Directors of the said Company should not be made on any day when, pursuant to this Act, it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election in such manner as may be regulated, directed and appointed by the Directors for the time being; and the Directors in office shall so continue until a new election is made.

Votes on shares. **8.** At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due have been paid up. Such votes may be given either in person or by proxy,—the holder of any such proxy being himself a shareholder; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote in case of an equality of votes: Provided, that no clerk or other

Proxies.

Proviso.

other employee of the said Company shall vote either in person or by proxy at the election of Directors.

9. The said Company shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire, on any houses, stores or other buildings whatsoever; and, in like manner, on any goods, chattels or personal estate whatsoever, for such time or times, and for such premiums or considerations, and under such modifications and restrictions, and upon such conditions as may be bargained and agreed upon, or set forth by and between the Company and the person or persons agreeing with them for such insurance; and also to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage of or to ships, boats, vessels, steamboats or other craft, navigating the seas or inland navigable waters, or both the one and the other; and against any loss or damage of or to the cargoes or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due or to grow due in respect thereof; or of or to timber or other property of any description conveyed in any manner upon all or any seas or inland navigable waters, or on any railway, or stored in any warehouse or railway station; and, generally, to do all matters and things relating to or connected with marine insurances, and to make and grant policies therein and thereupon; and to cause themselves to be insured against any loss or risks they may have incurred in the course of their business; and, generally, to do and perform all other necessary matters and things connected with and proper to promote those objects; and all policies or contracts of insurance issued or entered into by the said Company shall be under the seal of the said Company, and shall be signed by the President or Vice-president, and countersigned by the Managing Director or Secretary (or otherwise, as may be directed by the by-laws, rules and regulations of the said Company, in case of the absence of any of the said parties), and, being so sealed, signed and countersigned, shall be deemed valid and binding upon them, according to the tenor and meaning thereof: and the chief place of business of the Company shall be in the City of Montreal.

Business and  
general  
powers of the  
Company.  
Fire  
Insurance.

Marine.

Re-insurance.

General  
powers.

Policies, &c.,  
how executed.

Chief place  
of business.

10. It shall be lawful for the Atlantic and Pacific Fire and Marine Insurance Company to appoint, under the corporate seal of the Company, resident agents at any port or place within the Dominion of Canada, or elsewhere, for the purpose of effecting at such ports or places marine insurance upon ships, freights and cargoes, and insurance against losses by fire on buildings and other property, real and personal, subject to such conditions, restrictions and provisos as the said Company shall, from time to time, establish and impose; and wherever it shall be found desirable, also to appoint

Agents and  
sub-boards  
may be  
appointed.

point and establish local agencies and local Boards of direction or of supervision upon such conditions, with such qualifications and powers, and for such purposes as the Board of Directors shall fix, or as shall be directed by the by-laws of the company.

Forfeiture of shares for non-payment of calls.

**11.** If any shareholder shall refuse or neglect to pay the instalments due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold at a public sale by the Directors after such notice as they may direct, and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner; and no more shares shall be sold than what shall be deemed necessary to pay such arrears, interest and expenses.

Proviso: surplus to defaulter.

Payment of arrears to annul forfeiture.

**12.** If payment of such arrears of calls, interest and expenses be made before any share so forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof; and in all actions or suits for the recovery of such arrears or calls, it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the said Company in such sums of money as the calls in arrear amount to, for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act, and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made, and that notice was given as directed by this Act, and it shall not be necessary to prove the appointment of the Directors who made such calls, or any other matter whatsoever, other than what is before mentioned: a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President or Vice-president, or the Manager or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry without further proof thereof, and without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Allegations and evidence in suits for calls.

Proof of by-laws, &c.

Quorum and votes at meetings of Directors.

**13.** At all meetings of Directors five shall be a quorum for the transaction of business; and all questions before them shall be decided by a majority of votes, and in case of an equality of votes, the President, Vice-president or presiding director shall give the casting vote in addition to his vote as a Director.

**14.** At the annual meeting of the shareholders the election of Directors shall be held, and all business transacted without the necessity for specifying such business in the notice of such meeting ; and at such meeting a general balance sheet and statement of the affairs of the Company, with a list of all the shareholders thereof, and all such further information as may be required by the by-laws, shall be laid before the shareholders. Special general meetings of shareholders may be called in such manner as may be provided for by the by-laws ; and at all meetings of the shareholders the President, or, in his absence, the Vice-president, or, in the absence of both of them, a Director chosen by the shareholders shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Business at annual meetings.

Special meetings.

Casting vote.

**15.** The Directors shall have full power and authority to make, and, from time to time, to alter such by-laws, rules, regulations and ordinances as shall appear to them proper and needful, touching the well-ordering of the Company, the management and disposition of its stock, property, estate and effects, the calling of special general meetings, the regulation of the meetings of the Board of Directors, the increasing the number of Directors, the appointment of a Managing Director and of sub-boards to facilitate the details of business, and the definition of duties and powers of such sub-boards, the making of calls upon subscribed capital, the issue and allotment of shares, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties and the salaries to be paid to them, the regulation of the transfer of stock and the form thereof, the compensation of Directors, and the establishment and regulations of agencies : Provided always, that all such by-laws, rules, regulations and ordinances made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting ; and provided further, that such by-laws do not contravene the provisions of this Act.

Directors may make by-laws for certain purposes.

Proviso : by-laws must be confirmed.

Proviso.

**16.** The Company shall have power to acquire and hold real estate necessary for the purposes of its business, within the Dominion of Canada, and to sell and dispose of the same and acquire other property in its place, as may be deemed expedient, and to take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bond fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof,

Power to hold real estate, for what purposes, and how long.



- Investment of funds. or of the owners thereof, and to retain the same for a period not exceeding ten years; and the Company may invest its funds, or any part thereof, in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign state or states (such investments in the securities of foreign states not to exceed fifty per cent. of the investments of the Company for the time being), or in the stocks of any chartered banks or building societies, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate; and may, from time to time, vary or sell the said securities or mortgages, or pledge the same from time to time as occasion may require.
- Transfer of shares, when valid. **17.** No transfer of any share of the stock of the said Company shall be valid until entered in the books of the said Company according to such form as may, from time to time, be fixed by the by-laws; and until the whole capital stock of the said Company is paid up, it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors; and no transfer of stock shall, at any time, be made until all calls thereon have been paid in.
- Proviso: debts to Co., must be paid and calls. **18.** Each shareholder shall be individually liable to the creditors of the Company to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities thereof, but no further.
- Liability of shareholders limited. **19.** Suits may be prosecuted or maintained by or against any shareholder by or against the Company; and no shareholder shall be incompetent as a witness in any proceeding by or against the Company.
- Suits by and against the company. Witnesses. **20.** The Directors of the Company, at a meeting held for such specified purpose, may declare such annual or semi-annual dividends upon the capital stock as they shall deem justified by its business, so that no part of the capital thereof be appropriated to such dividends; and also may, by resolution, order that the holders of policies, or other instruments, shall be paid such portion of the actual realized profits, in such proportions, at such times and in such manner as the said directors may think proper, and may enter into obligations so to do either by endorsement on the policies, or otherwise, in such manner and upon such conditions as shall be provided by the by-laws of the Company: Provided always, that the holders of policies or other instruments so participating in the profits, shall not be in any wise answerable or responsible for the debts of the said Company.
- Dividends. **21.**
- Participation of profits by policy holders. **21.**
- Proviso. **21.**

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

Penalty on directors paying dividend out of capital.

How a director may avoid it.

**22.** This Act and the Company hereby incorporated, and the exercise of the powers hereby conferred, shall be subject to the provisions contained in the Act thirty-eighth Victoria, chapter twenty, intituled: "*An Act to amend and consolidate the several Acts respecting Insurance, in so far as regards Fire and Inland Marine Business,*" and to such other legislation on the subject of insurance as may, from time to time, be passed.

General laws to apply.

38 V., c. 20.

**23.** The said Company shall obtain from the Minister of Finance within two years from and after the passing of this Act, the license to carry on business in Canada required by the said Act; in default of which this Act shall become null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Company must obtain license within 2 years.

## CHAP. 54.

An Act to incorporate the Union Life and Accident Assurance Company of Canada.

[Assented to 12th April, 1876.]

**WHEREAS** H. S. Howland, John Turner, the Honorable T. B. Pardee, M. P. P., H. S. Strathy, W. H. Howland, J. Saurin McMurray, T. Richard Fuller, Thomas Hodgins, M. P. P., John Macnab, J. Maughan, Junior, J. D. Edgar, Thomas McGrosson, George Laidlaw, A. J. Cattanach, R. W. Elliott, W. A. Foster, Robert Bell, M. P. P., and others of the City

Preamble.

City

City of Toronto ; R. M. Wanzer, Lyman Moore, the Honorable Archibald McKellar, William Hendrie, John I. Mackenzie, D. B. Chisholm, T. C. Livingston, H. Theo. Crawford and others of the City of Hamilton ; J. H. Fraser, M. P., D. Macmillan, M. P., of the City of London ; George H. Dartnell, Whitby ; John T. Grange, M.P.P., Napanee ; C. F. Ferguson, M. P., Kemptville ; the Honorable R. W. W. Carrall, Senator, Victoria, B.C., and others have, by their petition, represented that the establishment of an association for the insurance of lives would be greatly beneficial, and have prayed for an Act of incorporation for the purpose of carrying on a business of that nature, and it is expedient to grant their prayer : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Certain persons incorporated.

Corporate name and powers.

**1.** The persons hereinbefore named and all such persons as shall become shareholders in the said Company shall be and are hereby ordained, constituted and declared to be a body corporate and politic in law, in fact, and in name, by the style and title of the "Union Life and Accident Assurance Company of Canada," for the purpose of carrying on the business of life insurance and doing all things appertaining thereto, or connected therewith, in the Dominion of Canada and elsewhere, and shall and may have perpetual succession, and shall be capable in law of contracting, and being contracted with, and suing and being sued, pleading and being impleaded in any court of law or equity within the Dominion of Canada or elsewhere ; and they and their successors shall and may have a common seal, and may change the same at their will and pleasure.

Capital stock and shares.

Power to increase.

Proviso :  
Five per cent.  
to be paid in.

**2.** The capital stock of the said Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each ; with the privilege to increase the same from time to time to any amount not exceeding two millions of dollars by a vote of the shareholders at any annual or special meeting of shareholders called for that purpose ; provided, that upon every increase of the capital stock of the Company the sum of at least five per cent. upon the amount of such increased capital shall be paid in,— which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act.

Provisional Directors.

Stock books may be opened.

**3.** For the purpose of organizing the said Company, the Honorable Archibald McKellar and H. S. Strathy, Lyman Moore, J. D. Edgar, D. B. Chisholm, T. C. Livingston, and H. Theo. Crawford, Esquires, shall be provisional Directors thereof ; and they or a majority of them may cause stock-books to be opened, after giving due public notice thereof

by advertisement for two weeks in one or more of the daily papers published in the City of Hamilton, Ontario,—upon which stock-books shall be recorded the subscriptions of such persons as shall desire to become shareholders in the said Company; and such books shall be opened in the said City of Hamilton and elsewhere, at the discretion of the said provisional Directors, and shall remain open as long as they deem it necessary; and the provisional Directors are hereby authorized to receive from the shareholders a deposit of five per cent. on the amount of their stock subscribed by them respectively, and to pay all costs and expenses incurred in the application for and obtaining the passing of this Act.

Five per cent.  
to be paid in.

4. When one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and at least ten per centum of the amount so subscribed paid into one or more chartered banks, to be designated by the provisional Directors, and not to be withdrawn therefrom except for the purposes of the Company, the said provisional Directors may call a general meeting of shareholders at some place to be named in the said City of Hamilton, giving at least ten days' notice thereof in the *Canada Gazette*, and also in some daily newspaper published in the said city,—at which meeting the shareholders present in person or represented by proxy, shall elect a Board of Directors, composed of not less than five persons, in the manner and qualified as by this Act provided, who shall hold office for one year after their election.

First meeting  
of shareholders.

Notice.

5. It shall not be lawful for the said Company to issue any policy of insurance, or take any risk, or receive any premium, or transact any business of insurance in Canada until five hundred thousand dollars of the capital stock thereof has been subscribed for and ten per cent. of that amount has been paid in as aforesaid, nor without first obtaining a license from the Minister of Finance of the Dominion, under the Act of the Parliament of Canada passed in the thirty-first year of the reign of Her Majesty, and intituled "*An Act respecting Insurance Companies*," or such other Act as may then be in force respecting life insurance companies.

Business not  
to be com-  
menced until  
license is  
obtained,  
and \$500,000  
subscribed  
and ten per  
cent. paid in.

31 V. c. 48.

6. The stock, property, affairs and concerns of the said Company shall be managed and conducted by the Board of Directors, who shall hold office until the next annual general meeting of shareholders and election of Directors, to be holden at Hamilton, Ontario, on the anniversary of the first election of Directors or on such other day in each year as may be appointed by law—not less than ten days' notice of such meeting being given, as provided in section four: the said election shall be held and made by such of the shareholders present in person or represented by proxy, as shall have paid all calls made by the

Board of  
Directors,  
term of office.

Election.

Ballot. the Directors and then due; and all such elections shall be by ballot; and the requisite number of persons, as determined under the provisions of section nine, who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter provided; and if two or more persons have an equal number of votes in such a manner that a greater number of persons than the number required (such number to be determined as aforesaid) shall appear to be chosen as Directors, then the Directors who shall have the greater number of votes, or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number required as aforesaid: and the said Directors (as soon as may be after the said election) shall proceed in like manner to elect by ballot one of their number to be President and one to be Vice-President: and if any vacancy should at any time happen amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or a majority of those of them present at any meeting, electing in such place or places a shareholder or shareholders eligible for such office: Provided always, that no person, except as hereinafter provided, shall be eligible to be or continue as a Director unless he shall hold in his own name and for his own use, stock in the said Company to the amount of forty shares, whereof at least ten per centum shall have been paid in, and shall have paid all calls made and due upon his said stock.

Decision in case of equality of votes.

President and Vice-President.

Vacancies how filled.

Proviso: Qualification of Director.

Failure of election not to dissolve Company.

7. In case it should, at any time, happen that an election of Directors of the said Company should not be made on any day when pursuant to this Act it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election at a special general meeting to be called for that purpose by the Directors, who shall continue in office until a new election is made.

Quorum and votes at meeting of Directors.

Casting vote. Who shall preside.

8. At all meetings of Directors five shall be a quorum for the transaction of business; and all questions of business shall be decided by a majority of votes; and in case of an equality of votes, the President, Vice-President, second Vice-President, or presiding Director shall give the casting vote in addition to his vote as a Director. At all such meetings the President or in his absence the Vice-President or in the absence of both the second Vice-President, or in the absence of all of them, a Director, chosen by a majority of the Directors present, shall preside.

Directors may make by-laws for

9. The Directors shall have full power and authority, from time to time, to make and to alter such by-laws, rules, regulations

regulations and ordinances as shall appear to them proper and needful, touching the well ordering of the Company, the management and disposition of its stock, property, estates and effects, the calling of special general meetings, the regulation of the meetings of the Board of Directors, the increasing or the decreasing of the number of Directors, the increasing of the capital stock, the appointment of a second Vice-President, a general Manager and a Secretary, and of local boards to facilitate the details of business, and the definition of the duties and powers of such local boards, the making of calls upon the subscribed capital, the issue and allotment of shares, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties, and the remuneration to be paid to them, the regulation of the transfer of stock and the form thereof, the compensation of Directors, and the establishment and regulation of agencies, the adjusting and paying of all claims against the Company, the determining of rates, rules and conditions, under which the Company's policies shall be issued, transferred or repurchased, and generally to do all other necessary matters and things they may deem expedient in conducting and managing the interests, business and affairs of the Company: Provided always, that all such by-laws, rules, regulations and ordinances made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting; and provided further, that such by-laws do not contravene the provisions of this Act.

certain purposes.

Second Vice-President and officers.

Proviso :} By-laws not valid until approved by shareholders.

Proviso.

**10.** The Directors of the Company, at a meeting held for such specified purpose, may declare such annual or semi-annual or quarterly dividends upon the capital stock as they shall deem justified by its business: Provided always, that no part of the capital shall be appropriated to such dividend, and also, that a reserve or re-insurance fund sufficient to re-insure the Company's outstanding risks, shall be maintained; and such reserve shall be held for the benefit of policy holders exclusively. The Directors may also, by resolution, order that the holders of policies or other instruments shall be paid such proportion of the actual realized profits, in such portions, at such times and in such manner as the said Directors may think proper, and may enter into obligations so to do, either by endorsement on the policies or otherwise: Provided always, that the holders of the policies or other instruments so participating in the profits, shall not be in anywise answerable or responsible for the debts of the said Company. All acts done by any meeting of the Directors, or by any person acting as a Director shall, notwithstanding it may afterwards be discovered that there was some defect or error in the appointment

Dividends.

Participation by policy holders.

Proviso.

Acts of Directors to be valid notwithstanding defects of election, &c.

appointment of any person attending such meeting as a Director, or acting as aforesaid, or that such person was disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Director.

Calls on shares, amount and notice.

**11.** The shares of capital stock subscribed for shall be paid in and by such instalments and at such times and places as the Directors shall appoint: no such instalment shall exceed ten per cent., of which call thirty days' notice shall be given: and executors, administrators and curators paying instalments upon the shares of deceased shareholders shall be and they are hereby respectively indemnified for paying the same.

Forfeiture and sales of shares for non-payment.

**12.** If any instalment upon any share be not paid when due the Directors may declare such share forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share may be sold at a public sale by the Directors after such notice as they may direct; and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner; and no more shares shall be sold than are deemed necessary to pay such arrears, interest and expenses.

Proviso: Surplus to be restored to owner.

Share to revert to owner on payment before sale.

Procedure for recovery of calls by action.

Proof in such case.

Proof of by-laws, &c

**13.** If payment of such arrears of calls, interest and expenses be made before any share so declared forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof: and in all actions or suits for the recovery of such arrears or calls it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the said Company in such sum of money as the calls in arrear amount to for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall be only necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made and that notice was given as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such calls, or any matter whatsoever other than what is before mentioned: a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy under the hand of the President or one of the Vice-Presidents, or the general Manager or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry without further proof thereof, and without proof of the

the official character or signature of the officer signing the same, or of the corporate seal.

**14.** No transfer of any share of the stock of the said Company shall be valid until entered in the books of the said Company, according to such form as may, from time to time, be fixed by the by-laws; and until the whole of the capital stock of the said Company is paid up it shall be necessary to obtain the consent of the Directors to an absolute transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make an absolute transfer of any share or receive a dividend until such debt is paid or secured to the satisfaction of the Directors; and no such transfer of stock shall, at any time, be made until all calls thereon have been paid in.

Transfers not to be valid until registered.

Proviso: Debts to company and calls to be paid before transfer.

**15.** The transmission of any shares of the stock of the Company, in consequence of the marriage, death or insolvency of a shareholder, or by any other means than an ordinary transfer, shall be made, proved and authenticated in such form, by such proof and generally in such manner as the Directors shall, from time to time, require, or by by-law direct, before any persons claiming such shares shall be entitled to vote thereon or to receive any dividends or money payable in respect thereof.

Transmission otherwise than by transfer.

**16.** Aliens, as well as British subjects, and whether resident in Canada or elsewhere, may be shareholders in the said Company; and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall be also eligible to hold office as Directors or otherwise in the said Company; but the major part of the Directors of the Company shall, at all times, be persons resident in Canada and subjects of Her Majesty by birth or naturalization.

All shareholders to have equal rights: aliens may be such.

**17.** Each shareholder shall be individually liable to the creditors of the Company to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities thereof, but no further.

Liability of shareholders limited.

**18.** Every 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.

Representation of shares in trust.

**19.** At the annual meeting of the shareholders, the election of Directors shall be held and all business transacted without the necessity for specifying such business in the notice of such meeting; and at such meeting a general balance-sheet and statement of the affairs of the Company, with a list of all the shareholders thereof, and all such further information as may be required by the by-laws, shall

Business at annual meetings.



Special  
general  
meetings.  
Who to pre-  
side.

shall be laid before the shareholders. Special general meetings of shareholders may be called in such manner as may be provided for by the by-laws; and at all meetings of the shareholders the President, or in his absence, the Vice-President, or in the absence of both of them, a Director or shareholder chosen by the shareholders shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Votes on  
shares.

**20.** At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due have been paid up; such votes may be given either in person or by proxy; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes,—the chairman presiding at such meeting having the casting vote in case of an equality of votes. All persons entitled to vote at any meeting of shareholders may, by writing under their hands (or if such persons be a corporation, then under their common seal) constitute any person their proxy to vote at any such meeting. No person shall be entitled to vote as a proxy unless he shall be a shareholder and unless such appointment shall have been produced to the Secretary and entered in a book to be kept by him for such purpose

Majority to  
decide.

Proxies.

Business of  
the Company.

**21.** The said Company shall have power and authority to carry on the business of insurance on lives, to grant, make and effect contracts of insurance with any person or persons, body politic or corporate upon life or lives, either for a period of life or lives, or other periods in any way dependent upon life or lives, and to buy, sell, grant, acquire and otherwise dispose of the same, or sell annuities either for a life or lives, or otherwise, and on survivorship, and to buy, sell, grant and otherwise acquire, and otherwise dispose of annuities and endowments of every description on the lives of both adults and children, and to purchase contingent rights, whether of reversion, remainder, annuities, life policies or otherwise, and to enter into any transaction depending upon the contingency of life and all other transactions usually entered into by life insurance companies or associations, including re-insurance. The Company shall also have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against all accidents or casualties of whatsoever nature, or from whatsoever cause arising, whereby the insured may suffer loss or injury, or be disabled; or in case of death from any accident, to secure to the representative of the person assured the payment of a certain sum of money, upon such terms and conditions as may be agreed upon, and generally to do and perform all other necessary matters and things

May make  
certain con-  
tracts of  
assurance.

things connected with and proper to promote those objects in the Dominion of Canada and elsewhere; and all contracts or policies of insurance issued or entered into by the said Company shall be signed by the President or one of the Vice-Presidents, and countersigned by the general Manager or Secretary, or otherwise, as may be directed by the by-laws, rules and regulations of the Company, and being so signed and countersigned, shall be deemed valid and binding upon the Company, according to the tenor and meaning thereof.

Policies and contracts how to be executed.

**22.** The Company shall have power to acquire and hold real estate for the purposes of its business, and to sell or dispose of the same and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bonâ fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof, or of the owners thereof; and to retain the same for a period not exceeding five years; and the Company may invest its funds or any part thereof in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign state or states, or in the stocks of any chartered bank or building society, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate, or in such other securities of like character, and in such manner as the Directors may elect; and may, from time to time, vary or sell the said securities, or mortgage or pledge the same as occasion may require; but not more than fifty per cent. of the whole amount of the investments of the Company, at any time shall consist of the public securities of any foreign State or States.

Company may hold real estate for its own purposes and taken in course of its business.

Proviso.

Investment of funds.

Proviso as to foreign public securities.

**23.** The Company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive, in respect of any share; and the receipt of any stockholder, his attorney or agent, 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 dividends or money payable in respect of such share, and whether or not notice of such trust has been given to the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to trusts on shares.

**24.** Any certificate or obligation issued by the Company, agreeing to purchase one of its policies for a fixed sum during a stated period when accompanied by the policy duly assigned or transferred, shall be negotiable, and shall convey title to the policy to the party to whom it may be so assigned or transferred.

Conveyance of title to policy.

Failure to pay premium to void policy.

**25.** If any promissory note, cheque, draft or bill of exchange, received by the Company, or any officer or agent thereof, in payment either in whole or in part of any premium or premiums on any policy or policies made or issued by the Company be dishonored, or if the premiums on any policy be not paid when due to the Company, or to one of its duly authorized agents, such policy or policies shall lapse and be null and void, and the Company shall be discharged from all liabilities under the same or in respect thereof: Provided always, that the Board of Directors in their discretion may subsequently receive such premiums and revive the policies on such terms as they may deem proper.

revivo.

Proof of claims against the company.  
Affidavits.

**26.** Proofs of claims against the Company, under or in respect of any contracts made or policies issued by it, shall be verified by the affidavits, affirmations or declarations of the several persons subscribing thereto. All such affidavits, affirmations or declarations shall be made before the judge of any court of record, or before the mayor of any city or town, or before any notary public; and all such officers are hereby authorized to take the same; and any person who knowingly, wilfully and corruptly makes, in any such affidavits, affirmations or declarations, any false statement of fact, matter or thing in regard to such claims, shall be guilty of wilful and corrupt perjury.

Perjury.

Chief place of business and branches.  
Compliance with foreign laws.

**27.** The chief place of business of the Company shall be in the City of Hamilton, Ontario. The said Company shall have full power and authority to comply with the laws of any province, state or country wherein it proposes to carry on business, so far as such laws are not inconsistent with the provisions of this Act, or of the laws of Canada, and establish therein branch offices and agencies, and appoint under the seal of the Company, local boards, managers, medical advisers and other officers:

Company to be subject to any general Act.

**28.** The said Company shall be subject to the provisions of all general laws now in force or that may be passed in the present or any future session respecting life insurance companies.

License must be obtained from Minister of Finance within two years.

**29.** The said Company shall obtain from the Minister of Finance within two years, from and after the passing of this Act, the license required by section five of this Act, in default of which this Act shall become and be null and void and of no effect, and the charter hereby granted, and all and every the rights and privileges hereby conferred shall be forfeited.

No Director or officer to be a borrower or surety for one, from Company.

**30.** No Director or officer of the Company shall become a borrower of any of its funds, nor become surety for any other person who shall become a borrower from the said Company.

## CHAP. 55.

An Act to amend the Acts respecting the "Citizens' Insurance and Investment Company," and to change the name of the said Company to that of the "Citizens' Insurance Company of Canada."

[Assented to 12th April, 1876.]

**W**HEREAS the Citizens' Insurance and Investment Company by their petition have represented, that it would be for the advantage of the said Company that provision should be made for a separate fund, available only to the holders of life policies in the said Company, and that the name of the said Company should be changed; and whereas it is expedient to grant the prayer of the said petition: Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:--

**1.** The name of the said company is hereby changed to the Citizens' Insurance Company of Canada, by which name in future the said Company shall enjoy all the franchises and privileges, and shall hold all the rights and assets, and shall be subject to all the liabilities heretofore held, enjoyed and possessed, or which have heretofore attached to the Citizens' Insurance and Investment Company: and no suit now pending shall be abated by reason of the said change of name, but may be continued to final judgment in the name under which it shall have been commenced.

Preamble.

Name of Company changed..

Suits not to abate.

**2.** From and after the date of the coming in force of this Act, the sum of twenty-eight thousand nine hundred and nineteen dollars and forty-nine cents, being the amount standing at the credit of the business of life insurance heretofore carried on by the said company, on the thirty-first day of December last; and also, the sum of fifty-three thousand dollars deposited in the hands of the Government of Canada, shall constitute and be a separate fund available only to the holders of life policies in the said Company; and separate books of account shall be kept for all transactions in connection with the business of life insurance. And all moneys received subsequent to the said thirty-first day of December last, as premiums upon policies of life insurance or in anywise in respect of such business shall be added to the said sums, and invested and kept distinct and separate from the remaining funds of the Company, and shall be known as the Life Fund of the said Company; and such life fund shall not be available or applicable to or liable for any losses or claims whatsoever that may

Life insurance fund to be created, and of what to consist.

Life premiums to be kept separate.

For what the fund shall be available.

If found  
insufficient.

may happen or be made upon the said Company in respect of fire, accident or guarantee policies; but on the other hand the remaining funds and assets of the Company are not relieved from responsibility for losses on the life business; and if the life fund should at any time hereafter be found to be insufficient for the payment of losses arising upon life insurance policies, then and in that case, the company shall pay holders of just claims upon life insurance policies issued by the Company out of any or all other funds, stocks or property of the Company from whatever source they may be derived.

## CHAP. 56.

An Act respecting loans by "The British American Land Company."

[Assented to 12th April, 1876.]

Preamble.

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

The said company may take eight per cent. per annum on loans.

10, 11 V., c.  
107.

But shall otherwise remain subject to c. 58, Con. Stat. Can.

1. Notwithstanding anything contained in chapter fifty-eight of the Consolidated Statutes of the late province of Canada, intituled: "*An Act respecting Interest*," or in any other Act, "*The British American Land Company*," a corporation constituted under and by virtue of letters patent of His Majesty King William the Fourth, bearing date the twentieth day of March, one thousand eight hundred and thirty-four, ratified and confirmed by an Act passed by the Parliament of the United Kingdom of Great Britain and Ireland, in the fourth year of the reign of his said late Majesty King William the Fourth, and recognized by an Act of the legislature of the late province of Canada passed in the session held in the tenth and eleventh years of Her Majesty's reign, intituled: "*An Act to facilitate the proof of the charter and Act of incorporation of the British American Land Company*," and authorized to lend money in certain Provinces in British North America, now forming part of the Dominion of Canada, may hereafter stipulate for, take in advance, exact and recover on any contract or agreement whatsoever for the loan or forbearance of money or money's worth, made in Quebec or Ontario, any rate of interest or discount which may be agreed upon, not exceeding eight per cent. per annum; but subject to the right to take such increased rate of interest or discount, the Acts above cited shall continue to apply to the said Company.

CHAP. 57.

An Act to incorporate “The British Canadian Loan and Investment Company (Limited.)”

[Assented to 12th April, 1876.]

**W**HEREAS the persons hereinafter named have, by their Preamble.  
 petition, prayed that they may be incorporated as a Company under the title of “The British Canadian Loan and Investment Company (Limited),” having for its object the borrowing and lending of money on real estate, and the purchase and dealing in public stocks, bonds, debentures and securities, and in stocks, bonds, debentures and other securities ; and it is expedient to grant their prayer : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

**1.** William Thomson, William F. McMaster, the Honorable John McMurrich, David Galbraith, Donald Mackay, James Browne, James K. Kerr and Laurence Buchan, and all other and every person and persons, who shall, from time to time, be possessed of any share or shares in the undertaking hereby authorized to be carried on, shall be and are hereby constituted a company and shall be one body politic and corporate by the name of “The British Canadian Loan and Investment Company (Limited);” and by that name shall have perpetual succession and a common seal, with power to break and alter such seal ; and by that name may sue and be sued, plead and be impleaded in all courts of law or equity whatever.

Certain persons incorporated.  
 Corporate name and general powers.

**2.** The above named persons shall be Provisional Directors of the Company and shall hold office until Directors of the Company are elected as hereinafter provided, and during the said time the said Provisional Directors shall so hold office they shall be vested with the full powers in every respect of ordinary Directors

Provisional Directors to hold office until election of Directors.

**3.** The Company may, from time to time, invest, lend or advance the moneys authorized to be received, raised or borrowed by them in and upon the security of real or leasehold estate, and may purchase mortgages and stocks and debentures of the Dominion or of any of the Provinces of the Dominion, or of any city or county in the Dominion, municipal or other corporations, the stocks of incorporated banks, and other securities of like character, or evidences of debt, and the

Company may lend, invest and advance money, and on what security.

Company may recover interest and at what rate.

May receive interest on loans, in advance : and a sinking fund under by-laws.

Expenses may be added to principal.

Company may receive money on deposit and borrow money on their debentures. Form of debentures, and amounts.

How to be signed.

Proviso : purchaser not bound to make certain inquiries.

Proviso :

the same resell as they may deem advisable ; and for that purpose may execute such assignments or other instruments as may be necessary for carrying the same into effect ; the Company may stipulate for, take, receive and exact any rate of interest or discount not exceeding eight per centum per annum, that may be lawful in the place where the contract for the same shall be made, and be executory ; and they shall have power to do all acts that may be necessary for the advancing of such moneys, for the realizing of such securities and the repayment of the moneys lent or advanced thereon with interest ; and for enforcing all agreements made in relation thereto, as to sale, forfeiture or otherwise ; and may stipulate for and demand, and receive in advance half yearly, the interest from time to time accruing on any loans granted by the Company, and may also receive an annual or semi-annual payment on any loan by way of a sinking fund for the gradual extinction of such loan, upon such terms and in such manner as may be regulated by the by-laws of the Company : and it shall be lawful for the Company, instead of requiring from the borrower the payment of the expenses incidental to any loan at the time the loan is advanced, to give such time for payment of the same as they may be advised, and to add the same to the principal or interest secured by any mortgage or other security securing the loan.

4. It shall be lawful for the Company to receive money on deposit, and the Directors may, from time to time, with the consent of the majority of the shareholders present or represented in the general meeting, borrow money upon the debentures of the Company at such rate of interest and upon such terms as they may think proper ; which debentures and the coupons thereto shall be in the form or to the effect set forth in the Schedule to this Act annexed ; and the Directors may for that purpose make or cause to be made debentures under the common seal of the Company, for sums not less than four hundred dollars or one hundred pounds sterling money, which may be payable at any place, and either to the order or bearer, and may have interest coupons attached ; and such debentures shall be signed by the President or Vice President and the Manager of the Company, and shall be under the common seal of the Company, and shall be payable at such time and place as shall be stated in the said debentures respectively ; and such coupons shall be signed by the Manager only, and need not be under seal, and shall be payable at such times and places as shall be stated in the same respectively : Provided that no purchaser of a debenture or any debentures of the Company shall be bound to inquire into the occasion of any such loan or of the issuing of any such debenture or debentures, or into the validity of any resolution authorizing the same, or the purpose for which the loan is wanted : Provided also that the

the total amount of the sums to be borrowed as aforesaid, together with the aggregate of the sum or sums then held by the Company on deposit shall never at any time exceed the amount of the paid up capital of the Company and thirty-three and one third per cent. added thereto.

Total amount limited.

5. The Company may hold such real estate as may be necessary for the transaction of their business, and such other real property as, being mortgaged or hypothecated to them, may be acquired by them for the protection of their interests; and the Directors shall determine when it is necessary for the purposes of such protection to acquire such real estate; and they may, from time to time, sell, mortgage, hypothecate, lease or otherwise dispose of the same: Provided always, that it shall be incumbent on the Company to sell any real estate so acquired in the prosecution of their business within ten years of the date at which it shall have become the absolute property of the Company.

What real estate the Company may hold.

Proviso: time of holding it if not held for its own use.

6. The head office of the Company shall be in Toronto; but the Company may have offices and agencies to transact business at such other places as may be determined upon by the Directors hereinafter referred to.

Head office to be in Toronto with agencies elsewhere.

7. The capital stock of the Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each, which shall be subscribed for, and ten per centum of the amount subscribed shall be paid in before the Company shall be organized, and twenty per cent. of the amount subscribed shall be paid in before the actual transaction of business is proceeded with; and the remainder shall be called in at such times, and in such portions as the Directors deem advisable: Provided always, that calls on the shareholders shall not be made at periods less than three months apart, and shall, at each call, not exceed ten per cent. of the stock subscribed.

Capital and shares: all to be subscribed and twenty per cent. to be paid before transacting business, and ten per cent. before organizing. Calls. Limitation of calls.

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

Capital may be increased to \$5,000,000

9. No member or shareholder of the Company shall be liable

Limitation of liable



liability of  
shareholders.

liable for, or charged with the payment of any debt or demand due from the Company, beyond the extent of his shares in the capital of the Company not then paid up.

Liability for  
calls.

**10.** Each shareholder shall be liable to pay the amount of any call made upon him in compliance with the conditions in section nine, to such person and at such time and place as the Directors shall appoint.

Notice before  
each call.

**11.** The Directors shall give at least thirty days' notice before the day appointed for each call, by advertisement in one or more Toronto newspapers and by notice sent by mail to each shareholder.

When a call  
shall be con-  
sidered as  
made.

**12.** A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed; and if a shareholder shall fail to pay any call due by him, before or on the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of seven per cent. per annum, from the day appointed for payment to the time of actual payment thereof.

Interest on  
unpaid calls.

Notice to  
shareholders  
in default.

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

That their  
shares will be  
forfeited if  
calls are not  
paid.

In default of  
payment  
Directors may  
declare shares  
forfeited.

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

No more  
shares to be  
sold than will  
pay arrears.

**15.** The Company shall not sell or transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter, on account of any calls, together with interest and the expenses attending such sale and declaration of forfeiture; and if the money produced by the sale of any such forfeited share or shares be more than sufficient to pay all arrears of calls and interest thereon

due

due at the time of such sale, and the expenses aforesaid, the surplus shall, on demand, be paid to the defaulter, or if not so paid, applied in and towards satisfaction of any calls made thereafter, but prior to such demand being made as last aforesaid in respect of the remaining unsold shares of such defaulter.

Surplus how to be dealt with.

**16.** If the payment of such arrears of calls and interest and expenses be made before any share or shares so forfeited and vested in the Company shall have been sold, such share or shares shall revert to the party to whom the same belonged before such forfeiture, in like manner as if such calls had been duly paid.

If arrears be paid before such sale.

**17.** A declaration in writing by the Secretary or other thereto duly authorized officer of the Company that a call was made and notice thereof duly served, and that default in payment of the call was made in respect of any shares, and that the forfeiture of such share was made by a resolution of the Directors to that effect, shall be sufficient evidence of the facts therein stated, as against all persons entitled to such share; and such declaration and the receipt of the Company for such price of such share shall constitute a good title to such share; and the purchaser shall thereupon be deemed the holder of such share, discharged from all calls due prior to such purchase, and shall be entered in the register of shareholders in respect thereof, and shall not be bound to enquire or see to the application of the purchase money, nor shall his title to such share be impeached or affected by any irregularity in the proceedings of such sale.

What shall be sufficient title to purchaser of forfeited shares.

**18.** The Company may institute and carry on suits or actions against any shareholder for the recovery of arrears and calls or for any other debt or engagement; and in such suits or actions it shall not be necessary to set forth the special matter, but it shall be sufficient for the Company to declare that the defendant is a shareholder and is indebted to the Company in respect of one call or more, or other money due, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made or such debt due, that notice was given as directed by this Act; and in all actions or suits by or against the Company, it shall not be necessary to prove the appointment of the Directors or any other matter whatsoever other than what is before mentioned; and a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President, Vice-President, Manager or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence thereof, without further proof, and

Calls may be recovered by suit; what only need be alleged and proved.

Proof of by-laws and other documents.

and without proof of the official character or signature of the officer signing the same, or of the corporate seal.

When a general meeting of shareholders may be called.

Notice.

Directors to be elected.

Term of office.

**19.** When and so soon as the capital stock shall have been subscribed, and ten per cent. of the amount so subscribed paid in, the said Provisional Directors may call a general meeting of shareholders, at some place in the City of Toronto, giving at least four weeks' notice of the time and place for holding such meeting, by publishing the same in the *Canada Gazette*, and also in some daily newspaper published in the said City of Toronto,—at which general meeting the shareholders present or represented by proxy shall elect not fewer than nine nor more than thirteen Directors, who shall constitute a Board of Directors and shall hold office until the first Wednesday in June, in the year following their election.

Who may be Directors—when and where to be elected.

Notice of meeting.

Who may vote.

Voting to be by ballot.

If two or more persons receive an equal number of votes.

Election of President and Vice-President.

Vacancies how filled.

Qualification of Directors.

**20.** The said Directors shall be shareholders and they shall be elected, except as above provided, at the annual general meeting of shareholders to be holden in Toronto, on the first Wednesday in June, in each year, or such other day as may be appointed by by-law,—not less than four weeks' notice of such meeting being given as provided in the next preceding section; and all elections of Directors shall be held and made by such of the shareholders present or represented by proxy as shall have paid the twenty per cent. above prescribed, and all calls made by the Directors and then due; and all such elections shall be by ballot and the persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if there be any doubt or difficulty in such election by reason of two or more persons receiving an equal number of votes, then there shall be a re-ballot, as between such persons, which re-ballot may be repeated as often as deemed advisable by the meeting; or instead of a re-ballot the Directors as to whose election there is no doubt or difficulty may, if deemed advisable by the meeting, determine by ballot which of the persons having an equal number of votes shall be Director or Directors: and the said Directors as soon as may be after their election, shall proceed in like manner to elect by ballot one of their number to be President, and one to be Vice-President: and if any vacancy shall, at any time, happen amongst the said Directors, by death, resignation, disqualification or removal, or otherwise, during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors or a majority of them electing in such place or places a shareholder or shareholders eligible for such office: Provided, that no person shall be eligible to be or continue as Director unless he shall hold in his own name and for his own use, stock in the said Company to the amount of fifty shares, whereof at least twenty per cent. shall have been paid in and shall have paid all calls made upon

upon his stock and all liability incurred by him to the said Company : Provided further, that notwithstanding anything in this Act contained it shall be competent to the shareholders at any special or general meeting to reduce to not fewer than nine, or to increase to not more than thirteen the number of Directors. And in case it should, at any time, happen that an election of Directors of the said Company should not have been made on the day when pursuant to this Act it should have been made, the said Company shall not for that cause be deemed dissolved ; but it shall be lawful on any other day to hold and have an election in such manner as may be regulated, directed and appointed by the Directors for the time being ; and the Directors in office shall so continue until a new election is made.

Number of Directors may be reduced to nine, Or increased to thirteen. Provision if election of Directors be not made on the day appointed.

**21.** At all meetings of Directors, a majority of the whole board shall be a quorum for the transaction of business ; and all questions before them shall be decided by a majority of votes and in case of an equality of votes, the President, Vice President, or presiding Director shall give the casting vote.

Quorum of Directors. Majority to decide.

**22.** The Directors shall have full power and authority to make and, from time to time, alter such by-laws, rules and regulations and ordinances as shall appear to them proper and needful, touching the well ordering of the Company ; they shall also have full power and authority over the management and disposition of its stock, property, estates and effects ; the regulation of the rates, terms and conditions on which all the business of the Company shall be undertaken and conducted ; the calling of special general meetings ; the regulation of meetings of the Board of Directors ; the making of calls upon the subscribed capital subject to the limitation hereinbefore set forth ; the appointment and removal of all officers and agents of the Company, the regulation of their powers and duties, and the salaries to be paid to them ; the regulation of the transfer of stock and the form thereof ; the compensation of Directors ; the establishment and regulation of agencies ; and generally the Directors may, in addition to the powers expressly conferred upon them, exercise all such powers, execute and give all such covenants, make all such engagements and agreements and do all such acts and things as are and shall be necessary and proper for the due management of the affairs of the Company, and for carrying out the provisions of this Act according to its true meaning and spirit : But every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose shall only have force until the next annual meeting of the Company, and in default of confirmation thereat shall, at and from that time only, cease to have force ; and provided further, that such by-laws do not contravene the provisions of this Act.

Power of Directors to make by-laws for certain purposes.

By-laws not in force until confirmed at general meeting.

Proviso :

Acts of Directors to be valid notwithstanding defect in their appointment.

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

Before commencing &c, company must obtain certificate of Treasury Board.

**24.** Notwithstanding anything in this Act to the contrary, the Company shall not be organized nor commence business until they shall have obtained from the Treasury Board a certificate to the effect that it has been proved to the satisfaction of the board that such amounts of capital have been *bonâ fide* subscribed and paid as are by this Act required to be subscribed and paid respectively before organizing and commencing business or proceeding with the actual transaction of business, under the terms of this Act.

Certificate must be obtained within two years.

**25.** The Company shall obtain from the Treasury Board, within two years from and after the passing of this Act, the certificate by this Act required to be obtained by the Company before it can commence business; in default of which this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Dividends and notice thereof.

**26.** It shall be the duty of the Directors of the Company to declare and make quarterly or half-yearly dividends of so much of the profits of the Company as to the majority of them may seem advisable, and to give public notice of the payment of such dividends at least ten days previously.

Lien of Company thereon.

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

Liability of directors paying dividend out of capital or when the Co. is insolvent.

**28.** 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: Provided, that 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 able so to do, enter on the minutes of the Board of Directors his protest against the same, and within eight days thereafter publish such protest in at least one newspaper published at, or as near as may be possible to the place in which the office or chief place of business of the Company

Proviso: how a director may avoid such liability.

Company is situated, such Director may thereby, and not otherwise, exonerate himself from such liability.

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

Directors may  
appoint  
Trustees.

**30.** At all meetings of the Company each shareholder shall be entitled to give one vote for every share held by him, upon which all calls then due have been paid, for not less than fourteen days prior to the time of voting. Such votes may be given either in person or by proxy, the holder of any such proxy being himself a shareholder and qualified to vote. And all questions proposed for the consideration of the shareholders shall be determined by the majority of votes—the chairman presiding at such meeting having the casting vote in case of an equality of votes: Provided, that no salaried officer, except Directors, and no paid clerk or other employee of said Company shall vote either in person or by proxy at the election of Directors.

Shareholders'  
votes.

Proxies.

Majority to  
decide.

Proviso:  
casting vote.

**31.** At every annual meeting of the shareholders the outgoing Directors shall submit a clear and full statement of the affairs of the Company, shewing in detail on the one hand the debts, liabilities and engagements of the Company, and on the other the assets and resources thereof. They shall also exhibit a full statement of the extent and value of the securities held by the Company and such other information as will enable the shareholders to judge of the true position of the Company and its transactions.

Statement of  
affairs at  
annual  
meetings.

**32.** The Company shall keep in a book or books a register of the shareholders of the Company, and therein shall be fairly and distinctly entered from time to time the following particulars:—the names and addresses and the occupations, if any, of the shareholders of the Company, and the number of shares held by each shareholder, distinguishing each share by its number, and the amount paid or agreed to be considered as paid on the shares of each shareholder; and such book or books shall be open to the public at all reasonable times.

Register of  
shareholders  
to be kept.

**33.** The Company shall transmit annually to the Minister of Finance a statement in duplicate, verified by the oath of the President, and Manager or Secretary, setting out the capital stock of the Company, the proportion thereof paid up, the names of the shareholders, with the places of their abode respectively and the number of shares held by each of them, the

Yearly state-  
ment to be  
sent to the  
Minister of  
Finance

the assets and liabilities of the Company, the amount of property held by them and such other details as to the nature and extent of the business of the Company as may, from time to time, be required by the said Minister of Finance, or in pursuance of any general Act of Parliament, passed to regulate trust companies; and such statement shall be made up to the thirty-first day of December in each year; and a copy of each such statement shall be transmitted by the Company to the Clerk of each House of Parliament within the first fifteen days of the first session of Parliament after the day to which it is made up.

Up to 31st  
December,  
then last.

Copies to  
Parliament.

Notice of  
trust on shares  
not to affect  
company.

**34.** Notice of any trust expressed, implied or constructive, shall not be entered on the register, nor shall any such notice in any way affect the Company as to its shares or any transfer or any transmission thereof.

Persons to  
whom shares  
are allotted  
to be deemed  
members.

**35.** When any person makes application in writing, signed by him, for an allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be deemed conclusively to have agreed to become a shareholder of the Company in respect of the shares so allotted, and he shall be entered on the register of shareholders in respect thereof accordingly.

Shares in the  
name of two  
or more  
persons.

**36.** If any share stands in the name of two or more persons, the first named in the register of such persons shall, as regards voting at meetings, receipt of dividends, service of notices, and all other matters connected with the Company (except transfer), be deemed the sole holder thereof; no share in the Company shall be subdivided.

Service on  
the Company.

**37.** Any summons, notice, order or other document, required to be served upon the Company, may be served by leaving the same at the office of the said Company at Toronto.

Authentic-  
ation of notices  
by the  
Company.

**38.** Any summons, notice, order or proceeding, requiring authentication by the Company, may be signed by any Director, Manager, Secretary or other authorized officer of the Company, and need not be under the common seal of the Company; and the same may be in writing or in print, or partly in writing and partly in print.

Service of  
notice by the  
Company on  
members.

**39.** Notices required to be served by the Company upon the shareholders may be served either personally or by leaving the same for, or sending them through the post in pre-paid letters, addressed to the shareholders at their registered places of abode.

Notices to  
members sent  
by post.

**40.** A notice or other document served by post by the Company on a shareholder, shall be taken as served at the time

time when the letter containing it would be delivered in the ordinary course of post; to prove the fact and time of service it shall be sufficient to prove that such letter was properly addressed, and was put into the post office, and the time when it was put in, and the time requisite for its delivery, in the ordinary course of post.

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

Notice to joint shareholders.

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

Notices binding on transferees.

**43.** There shall be a book called the register of transfers provided, and in such book shall be entered the particulars of every transfer of shares in the capital of the Company.

Register for transfers.

**44.** The Directors may decline to register any transfer of shares belonging to any shareholder who is indebted to the Company.

As to transfers by debtors to Company.

**45.** Every instrument of transfer of any share in the Company shall be executed by the transferrer and transferee, and the transferrer shall be deemed to remain the holder of such share and a shareholder of the Company in respect thereof, until the name of the transferee shall be entered in the register of shareholders in respect thereof.

Transfers how to be executed.

**46.** Shares in the Company shall be transferred in the form in the Schedule to this Act annexed, or such other form as the Directors may, from time to time, prescribe.

Form of transfer.

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

Transfer by bankruptcy, marriage of female members, &c.

How proved.

**48.** Any person who has become entitled to a share in consequence of the death, bankruptcy or insolvency of any shareholder, or in consequence of the marriage of any female shareholder

Nominee of representative of deceased, &c.



shareholder, may, instead of being registered himself, elect by declaration of transmission to be made and executed as hereinbefore and hereinafter provided to have some person to be named by him registered as a shareholder in respect of such share.

Transfer to nominee.

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

Evidence of transfer.

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

Transfer by personal representative.

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

Interpretation clause.

**52.** In this Act the following words and expressions have the several meanings hereby assigned to them unless there be something in the subject or context repugnant to such construction, that is to say: the expression "the Company" means the "British Canadian Loan and Investment Company (Limited)" in this Act mentioned and described; the expressions "the Directors" and "the Secretary" mean the Directors and the Secretary respectively for the time being of the said Company.

"Company,"  
"Directors,"  
"Secretary."

Company to be subject to any general Act.

**53.** The Company hereby incorporated shall be subject to such provisions of any general Acts passed by Parliament, during the present or any future session, as may be declared to apply to loan and investment companies or which Parliament may deem necessary for the public interest.

## SCHEDULE.

### INSTRUMENT OF TRANSFER OF SHARE.

I, A. B., of \_\_\_\_\_ do hereby, for value, transfer to C. D., of \_\_\_\_\_, share (or shares) now standing in my name in the books of the \_\_\_\_\_ company, to hold to him, his executors, administrators and assigns, subject to the conditions on which I now hold the same, and I, the said C. D., by this writing, accept the said share (or shares), subject to the conditions aforesaid,

aforsaid, and agree to become a shareholder of the said company, as witness our respective hands, this

day of , in the year of

Our Lord

A. B.

C. D.

Signed by the above named A. B. )  
and C. D., respectively, in the pre- )  
sence of

E. F.

DEBENTURE.

Debenture No. transferable \$ (or £ ),  
under the authority of an Act of the Parliament of the  
Dominion of Canada, Victoria, chapter .

“ The British Canadian Loan and Investment Company  
(Limited) ” promise to pay to the bearer the sum of  
dollars (or pounds sterling) on the day of ,  
in the year of Our Lord, one thousand eight hundred and  
, at the head office of the company in Toronto (or at  
in England) with interest at the rate of  
per centum per annum, to be paid half yearly on presenta-  
tion of the proper coupon for the same hereunto annexed,  
say on the days of and in each year, at the  
head office aforsaid (or at ).

Dated at Toronto (or ) the day of ,  
A. D. 18 .

For the president and directors of “ The British Canadian  
Loan and Investment Company (Limited). ”

(Seal.)

A. B.,

*President (or Vice President.)*

C. D.,

*Manager.*

COUPON.

“ The British Canadian Loan and Investment Company  
(Limited). ”

No. , \$ (or £ ) half yearly dividend due  
day of , 18 , for \$ (or £ )  
at per cent. per annum, payable at the head office, at  
Toronto (or at , England.)

For the president and directors.

C. D.,

*Manager.*

## CHAP. 58.

An Act to incorporate "The England and Canada Mortgage Security Company."

[Assented to 12th April, 1876.]

Preamble.

**W**HEREAS the persons hereinafter named and others, propose to establish a joint stock company, and have petitioned for an Act of incorporation for the said company, 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:—

Certain persons incorporated.

**1.** William Kersteman, Remy Elmsley, Alexander Robertson, James E. Robertson, Samuel George Wood and all other person and persons, as shall, from time to time, be possessed of any share or shares in the undertaking, shall be united into a Company, and shall be one body politic and corporate by the name of "The England and Canada Mortgage Security Company," and by that name shall have perpetual succession and a common seal, with power to break and alter such seal, and by that name shall sue and be sued, plead and be impleaded in all courts whatsoever.

Capital stock and shares.

**2.** The capital stock of the Company shall be five hundred thousand pounds sterling, divided into fifty thousand shares, of ten pounds each, of which twenty per centum shall be paid in before the actual transaction of business is proceeded with; but it shall be lawful for the said Company,

Provision for increase.

by a resolution passed at the first or any other general meeting of the shareholders, to increase the capital stock, from time to time, as may be deemed expedient to any sum not exceeding the sum of one million of pounds sterling, and to raise the amount of the said new stock either by distribution amongst the original shareholders or by the issue of new shares, or partly in one way and partly in the other, and the said new stock shall be subject to all such incidents, both with reference to the payment of calls and forfeiture, and as to the powers of lending and borrowing or otherwise (as hereinafter provided) as the original stock.

Incidents of new stock.

Business of the Company.

**3.** The Company, after paying and discharging all costs, charges and expenses incurred in applying for and obtaining the passing of this Act and all other expenses preparatory or relating thereto, may lend and advance money by way of loan or otherwise, for periods of not less than three months, on the security of real estate, and Government stocks and debentures of the Dominion, or of any of the Provinces of the

the Dominion, or of any of the cities or counties therein, and may buy and sell debts secured by mortgage, or pledge of freehold and leasehold lands, and may advance or loan money on such securities.

4. The Directors may, from time to time, with the consent of the shareholders present or represented in a general meeting, borrow money on the debentures of the Company, at such rates of interest not exceeding eight per centum per annum as may be lawful or may lawfully be taken, received, reserved or exacted either by individuals or by bodies corporate in the place where the contract is made or is executory and upon such terms as they may think proper, and the Directors may, for that purpose, make or cause to be made, debentures under the common seal of the Company for sums of not less than one hundred pounds sterling, which may be made payable at any place either to order or bearer, and may have interest coupons attached: Provided, that no lender shall be bound to enquire into the occasion for any such loan or into the validity of any resolution authorizing the same or the purpose for which such loan is wanted: Provided also, that the total amount of the sums to be borrowed, as aforesaid, shall never exceed the amount of the subscribed capital of the Company, which has *bonâ fide* been paid up, and thirty-three and one-third per cent. added thereto.

Borrowing powers of the Company; and rate of interest not over 8 per cent.

Proviso: in favor of lenders.

Proviso: total amount to be borrowed limited.

5. The Company may hold such real estate, including lands actually required by them for an office in London, England, or in the City of Toronto, as may be acquired by them for the protection of their investments, and may, from time to time, sell, mortgage, lease or otherwise dispose of the same: Provided always, that the Company shall sell any such real estate (the premises occupied by the Company as aforesaid excepted) within ten years after acquiring it.

Power to hold real estate for certain purposes, &c.

Proviso.

6. The head office of the Company shall be in Toronto; but the Company may have offices in such other places as the Directors may appoint, and may appoint agents to manage them, and for such other purposes as the Directors shall determine; and the debentures, coupons or dividends of the Company may be made payable at any place in London, England, or in Toronto, or elsewhere.

Head office and agencies, and payment of debentures, &c.

7. The transmission of the interest in any share of the capital stock, in consequence of the marriage, death or insolvency of a shareholder, or by any other means than an ordinary transfer, shall be authenticated and made in such form, by such proof, and generally in such manner as may be determined by by-law.

Transmission of shares otherwise than by transfer.

8. When any person makes application in writing signed by

Who shall be by

deemed  
members.

by him for any allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be deemed conclusively to have agreed to become a shareholder of the Company in respect of the shares so allotted, and he shall be entered in the register of shareholders in respect thereof accordingly, and every shareholder, on the payment of one shilling, may obtain a certificate of membership, and such certificate shall be *prima facie* evidence of the title of the shareholder therein named to the share or shares therein specified.

Certificate of  
shares.

Joint holders  
of shares.

9. If any shares or share stand in the name of two or more persons, the first named shall be deemed the sole holder thereof in all matters connected with the Company.

Transfers,  
when valid.

10. No share shall be transferred without the consent and approval of the Directors, unless the full amount of such share shall have been paid up, nor shall be held valid until entry thereof has been duly made in the books of the Company.

Enforcement  
of calls.

What only  
need be  
alleged and  
proved in  
suits for calls.

11. 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 the holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear 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 the President, Vice-President or general manager of the Company to the effect that the defendant is a shareholder, that such call or calls have been made, and that so much is due by him and unpaid thereon, shall be received in all courts of law and equity as *prima facie* evidence to that effect.

Interest on  
calls.

12. Interest shall accrue and fall due at the rate of six per centum per annum upon the amount of any unpaid call from the day appointed for payment of such call.

Forfeiture of  
shares for  
non-payment  
of calls.

13. If after such demand or notice as the by-laws of the Company may prescribe, any calls made upon any share or shares be not paid up within such time as by such by-law may be limited in that behalf, the Directors in their discretion, by vote to that effect, reciting the facts, and the same being duly recorded in their minutes, may summarily declare any shares whereon such payment is not made forfeited, and the same shall thereupon become the property of the Company.

**14.** The Company shall not sell nor transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter, on account of any calls, together with interest and the expenses attending such sale and declaration of forfeiture, and if the money produced by the sale of any such forfeited share or shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expenses aforesaid, the surplus shall, on demand, be paid to the defaulter, or if not so paid, applied in and towards satisfaction of any calls made thereafter, but prior to such demand being made as last aforesaid, in respect to the remaining unsold shares of such defaulter.

No more shares to be sold than are required to pay arrears.

**15.** The Directors shall be elected at the annual general meeting of shareholders to be holden on the first Thursday in May, in each year, or such other day as may be appointed by by-law, not less than one month's notice of such meeting being given; and at such meeting a full and detailed statement of the financial affairs of the Company up to the thirty-first day of December, then last past, shall be submitted to the stockholders and shall appear in the books of the Company and be open for the inspection of the shareholders, and also a similar statement to be prepared at the expiration of every month. Such general meeting may be adjourned by a vote of the majority, and all elections of Directors shall be held and made at such meeting by such of the shareholders present or represented by proxy as shall have paid the ten per cent. above prescribed, and all calls made by the Directors and then due, and all such elections shall be by ballot, and the persons who have the greatest number of votes at any such election shall be Directors except as hereinafter directed; and if there is any doubt or difficulty in such election by reason of two or more persons receiving an equal number of votes, then there shall be a re-ballot as between such persons, or the Directors of whose election there is no such doubt, may determine which of the persons having an equal number of votes shall be Director or Directors, and the said Directors shall then proceed in like manner to elect by ballot one of their number to be President and one to be Vice-President. If any vacancy shall at any time happen amongst the Directors by death, resignation, disqualification, removal or otherwise during the current year of office, such vacancy shall be filled for the remainder of the year by a majority of the remaining Directors: Provided, that no person shall be eligible to be or continue a Director unless he shall hold in his name and for his own use, stock in the said Company to the amount of ten shares, whereof, at least ten per cent. shall have been paid in, and shall have paid all calls made upon his stock and all liability incurred by him to the said Company.

Election of Directors.

Statement of affairs.

Proceedings at and with respect to general meetings. Elections.

Ballot.

Ties.

President and Vice-President. Vacancies, how filled.

Proviso: qualification of Director.

Number of Directors and quorum.

**16.** The number of Directors shall be thirteen, and at all meetings of Directors a majority of the whole board shall be a quorum for the transaction of business, and all questions before them shall be decided by a majority of votes; and in case of an equality of votes, the President, or Vice-President or presiding Director shall give the casting vote.

Term of office of Provisional Directors.

**17.** So soon as the Directors shall have been appointed, the powers and functions of the provisional Directors shall cease and determine.

Provision in case of failure of election.

**18.** 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 general meeting of the Company duly called for that purpose.

Directors may make by-laws, and for what purposes.

**19.** Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make by-laws regulating the issue and registration of certificates of stock, the transfer of stock, the calling in of amounts due on subscribed stock, the declaration and payment of dividends, the appointment, 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, if any, of the Directors, the appointment or election of Directors and other officers, and the time and mode of calling and holding ordinary and extraordinary or other meetings of the Company and of the Directors, and where the business of the Company shall be conducted, 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 and business of the Company; and may, from time to time, repeal, amend or re-enact the same.

Confirmation of by-laws by shareholders required.

**20.** Provided always, that all such by-laws, rules, regulations and ordinances made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting.

Copy of by-laws to be evidence.

**21.** A copy of any by-law of the Company under their seal, and purporting to be signed by any of the officers aforesaid, shall be received as *prima facie* evidence of such by-law in all courts of law and equity.

Votes on shares.

**22.** Every shareholder in the Company shall be entitled to one vote for each share he may hold in the capital stock of the Company at least one month prior to the time of voting: Provided, that no shareholder being in arrears in respect

Proviso

respect

respect of any call shall be entitled to vote at any meeting of the Company, and the votes of the shareholders may be given in person or by proxy.

**23.** So soon as the whole of the capital stock shall have been subscribed, and ten per centum thereof paid up and deposited to the credit of the said Company in some chartered bank or agency thereof in Canada, the Directors shall call a general meeting of the shareholders to be held at the head office in Toronto, of which meeting not less than one month's notice shall have been given by public advertisement in the *Canada Gazette*, for the purpose of passing by-laws for the management of the affairs of the Company, the election of Directors, the appointment of officers, and generally for the exercise of the powers conferred on the Company.

First meeting of shareholders, when to be held.

**24.** Annual general meetings and special general meetings of shareholders of the Company shall be called by public notice, advertised for at least one month in the *Canada Gazette*, and in a Toronto newspaper.

Annual and special general meetings.

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

Books to be kept by the manager, &c., and what to contain.

1. A correct copy of the Act incorporating the Company, as also of any and every by-law thereof ;

2. The names, alphabetically arranged, of all persons who are or have been shareholders ;

3. The address of every such person while such shareholder ;

4. The number of shares of stock held by each shareholder ;

5. All transfers of stock in the order as presented to the Company for entry thereof ;

6. The names, addresses and callings of all persons who are or who have been Directors of the Company with the several dates at which each became or ceased to be a Director.

**26.** The Company may stipulate for and demand and receive in advance half yearly, the interest from time to time accruing on any loan granted by the Company, and may also receive an annual or semi-annual payment on any loan by way of a sinking fund for the gradual extinction of such loan.

Interest may be taken in advance.



Stock and transfer books to be open.

**27.** The stock and transfer books shall, during office hours, be kept open for the inspection of shareholders or their representatives, and they may make extracts therefrom; such books shall be *prima facie* evidence of all facts purporting to be therein stated.

Lands may be held in trust for the Company.

**28.** The Directors may, from time to time, appoint one or more members of their board to accept and hold any lands or property in trust for the Company, or remove such person or persons and appoint another or others in their stead.

Responsibility of Directors limited.

**29.** Every Director of the Company, his heirs, executors and administrators and estate and effects respectively, shall be charged only with such money as he shall actually receive, and shall not be answerable for his co-Directors or any of them,—but each of them for his own acts, deeds and defaults only,—nor for the acts or deeds of any officer or officers of the Company, nor for the insufficiency of title to any property which may be acquired by order of the Directors, or upon which any moneys of the Company shall be loaned or invested, nor for any loss or misfortune whatever to the Company unless the same shall happen through his own wilful neglect or default.

Division of profits.

**30.** The profits of the Company, as far as the same shall extend, shall be divided as follows:—

There shall in the first place be set apart for the purposes of forming a reserve fund to meet contingencies and for equalizing dividends, such sum not less in any year than two and a-half per centum upon the net profits of the business of such year as the Directors shall, from time to time, think fit, and the residue of such profit shall be divided amongst the shareholders in such manner as the Directors, with the sanction of the Company in general meeting assembled shall determine.

Investment of reserve fund.

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

Dividends not to reduce capital.

**32.** The Company shall not declare any dividend whereby the capital stock will be in any way reduced.

Penalty on Directors paying dividends out of capital.

**33.** 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

How a direc-

Director

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

tor may avoid such penalty.

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

Deductions from dividends.

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

Notice.

**36.** Notices requiring to be served by the Company upon the members, may be served either personally, or by leaving the same for, or sending them through the post office in prepaid letters addressed to the members at their registered places of abode; the proof of such posting will be evidence of service.

Notices, how served by the Company.

**37.** Any summons, notice, order or proceeding requiring authentication by the Company, may be signed by the Manager or any Director or officer of the Company, and need not be under the common seal of the Company, and the same may be in writing or print, or both.

Signing of notice.

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

Notice binding on transferee.

**39.** Every shareholder, until the whole stock has been paid up, shall be individually liable to the creditors of the Company to an amount equal to that not paid thereon.

Liability of shareholders.

**40.** 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 of their respective shares in the capital stock thereof not paid up.

The same.

Actions by or  
against  
shareholders.

**41.** Any description of action may be prosecuted and maintained between the Company and any shareholder thereof.

Company not  
to do banking  
business.

**42.** Nothing in this Act contained shall authorize the said Company to engage in the business of banking, or to issue any note of a character to be circulated as money or as the note of a bank.

Company  
subject to  
general Acts.

**43.** The Company hereby incorporated shall be subject to such provisions of any general Acts passed by Parliament, during the present or any future session, as may be declared to apply to loan and investment companies, or which Parliament may deem necessary for the public interest.

Statement to  
be furnished  
yearly to the  
Minister of  
Finance, and  
what it must  
contain.

**44.** The Company shall transmit annually, in the month of January, to the Minister of Finance a statement in duplicate made up to the thirty-first day of December, then last, and verified by the affidavits of the President or Vice-President, and of the General Manager of the Company, setting out the capital stock of the Company, the proportion thereof paid up, the names of the shareholders, with their places of abode and the number of shares held by each of them, the assets and liabilities of the Company, and such other details as to the nature and extent of the business of the Company as may from time to time be required by the Minister of Finance; and a copy of each such statement shall be transmitted by the Company to the Clerk of each House of Parliament within the first fifteen days of the first Session of Parliament after the day to which it has been made up.

Company  
must obtain  
certificate  
from Treasury  
Board before  
commencing  
business.

**45.** Notwithstanding anything in this Act to the contrary, the Company shall not be organized nor commence business until they shall have obtained from the Treasury Board a certificate to the effect that it has been proved to the satisfaction of the Board that such amounts of capital have been *bona fide* subscribed and paid up as are by this Act required to be subscribed and paid up respectively before organizing and commencing business under the terms of this Act.

Must obtain  
the same  
within two  
years.

**46.** The Company shall obtain from the Treasury Board within two years from and after the passing of this Act the certificate by this Act required to be obtained by the Company before it can commence business, in default of which this Act shall become and be null and void and of no effect, and the Charter hereby granted and all and every the rights and privileges hereby conferred, shall be forfeited.

## CHAP. 59.

An Act to incorporate "The Scottish Canadian Loan Company."

[Assented to 12th April, 1876.]

**W**HEREAS John Turner, David Galbraith, Thomas Mc-  
Cracken, James David Edgar and others have, by their  
petition, represented that they are desirous of organizing a  
Company under the name of "The Scottish Canadian Loan  
Company," with full powers to lend money and to act as an  
agent for the lending of money in the Dominion of Canada,  
with the right to raise money by the issue of debentures and  
otherwise; and have prayed that they may be incorporated  
for that purpose, and it is expedient to grant the prayer of  
such petition: Therefore Her Majesty, by and with the ad-  
vise and consent of the Senate and House of Commons of  
Canada, enacts as follows:—

**1.** The several persons hereinbefore named, and such other  
persons as may hereafter become shareholders in the Com-  
pany by this Act created, are hereby constituted and declared  
to be a corporation under the name and style of "The  
Scottish Canadian Loan Company," and by that name may  
sue or be sued in all courts.

Preamble.

Incorporation.

Corporate name, &amp;c.

**2.** The said above named persons shall be the Provisional  
Directors of the said Company, with power to add to their  
number, and shall hold office as such until Directors of the  
Company are elected as hereinafter provided.

Provisional Directors.

**3.** The said Company are hereby empowered to lay out  
and invest their capital in the first place in paying and  
discharging all costs, charges and expenses incurred in apply-  
ing for and obtaining the passing of this Act, and all other  
preliminary expenses attending the establishment of the  
said Company; and the remainder of such capital, or so much  
thereof as may, from time to time, be deemed necessary in the  
manner and for the purposes hereinafter mentioned, that is  
to say: the said Company may, from time to time, lend and  
advance money at such rate of interest, not exceeding eight  
per cent. per annum, as shall be lawful or may be lawfully  
taken, received, reserved or enacted, either by individuals or  
by corporate bodies, in the place where the contract for the  
same shall be made or be executory, and in advance or  
otherwise as may be agreed upon, by way of loan or other-  
wise, upon the security of real estate in Canada, or Dominion  
stock or securities; and may purchase mortgages upon real  
estate and Dominion stock or securities, or Provincial  
debentures,

Application of capital and business of the Company.

Rate of interest limited.

Buying mortgages, &amp;c.

debentures, or debentures of cities or counties, and may resell any of such securities, and for that purpose may execute all necessary instruments; and for the foregoing purposes the Company may apply moneys hereinafter authorized to be borrowed by them.

Company may take interest in advance, and payment by instalments.

4. The Company may stipulate for payment of any loan made by them in one sum or in instalments, and may stipulate for and demand and receive in advance, half-yearly, the interest from time to time accruing on any loans granted by the Company, and may add the principal and interest upon any loans together, and make the same payable in instalments, and may also receive an annual, semi-annual or quarterly payment on any loan by way of a sinking fund for the gradual extinction of such loan, and upon such terms and in such manner as may be regulated by the by-laws of the Company; and it shall and may be lawful for the said Company to sell and assign any mortgage or mortgages, or other security made to or held by the said Company.

May add expenses to principal.

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

Company may borrow money; and on what terms and security.

6. The Directors may, from time to time, with the consent of the Company in general meeting assembled, borrow money on behalf of the Company at such rates of interest and upon such terms as they may, from time to time, think proper; and the Directors may for that purpose make and execute any mortgages, bonds or other instruments, under the common seal of the Company, for sums of not less than one hundred dollars each; or assign, transfer or deposit by way of equitable mortgage or otherwise, any of the documents of title, deeds, muniments, securities or property of the Company, and either with or without power of sale, or other special provisions as the Directors may deem expedient: Provided always that the aggregate of the sum or sums so borrowed shall not at any time exceed the amount of the subscribed capital of the Company *bonâ fide* paid up, and thirty-three and one third per cent. added thereto, and no lender shall be bound to enquire into the occasion for any such loan, or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted: Provided also that the Company shall not commence business unless and until at least twenty per cent. of its subscribed capital has been *bonâ fide* paid up, nor unless the amount thereof so paid up shall be at least two hundred thousand dollars; nor shall such Company organize or transact business until they shall have obtained from the Treasury Board a certificate to the effect that

Proviso: amount limited.

Proviso: when only the Company may commence business. Must obtain certificates of Treasury Board.

that it has been proved to the satisfaction of the board that such amounts of capital have been *bonâ fide* subscribed and paid up, as are by this Act required to be subscribed and paid up respectively before organizing and commencing business under the terms of this Act.

7. The capital stock of the said Company shall be one million dollars divided into ten thousand shares of one hundred dollars each: Provided that it shall and may be lawful for the said Company to increase its capital stock to such sum as shall not in the whole exceed two millions of dollars, as a majority of the shareholders present or represented at a general meeting expressly convened for that purpose, or at a regular annual meeting, shall agree upon,—in which case at least six months' notice shall be given of the intention so to increase the capital stock; and the said increased stock may be raised either by distribution among the original shareholders, or by the issue of new shares, or partly in one way and partly in the other, but subject in any case to all the incidents of the original stock.

Capital stock and shares.

Provision for increase to \$2,000,000.

How to be raised.

8. For the purpose of organizing the said Company the Provisional Directors or a majority of them may cause stock books to be opened in which shall be recorded the names and subscriptions of such persons as desire to become shareholders in the said Company; and such stock books shall be opened in such places, and for such length of time as the said Provisional Directors may deem necessary.

Stock books may be opened.

9. When and so soon as one million dollars of the said capital stock shall have been subscribed and at least ten per cent. of the amount so subscribed paid up, the said Provisional Directors may call a general meeting of the shareholders to be held at such place in Canada as they may determine,—giving at least six weeks' notice of the time and place of holding such meeting by publishing the same in some daily newspaper published at the city where such meeting is to be held, and in the *Canada Gazette*; at which meeting the shareholders present or represented by proxy shall elect not less than nine nor more than thirteen shareholders holding each not less than thirty shares to be Directors of the said Company, who shall hold office until they are re-elected or their successors are appointed at the times and in the manner and with such qualifications as may be provided by the by-laws of the said Company; and the said Directors so soon as may be, after their election shall choose one of their number to be President and another to be Vice-President of the said Company.

First meeting of shareholders, when it may be held.

Notice.

Election of Directors.

10. The chief place of business of the said Company shall be at Toronto unless the Board of Directors first elected shall, by resolution, decide to fix the chief place or seat of business at

Chief place of business.

at some other place in Canada, which they shall have full power to do.

Register of securities.

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

Register of shareholders.

**12.** The Company shall keep, in a book or books, a register of the members of the Company, and therein shall be fairly and distinctly entered, from time to time, the following particulars :—The names and addresses, and the occupations (if any) of the members of the Company, and the number of shares held by such members, and the amount paid, on the shares of each member.

Notice of trust.

**13.** Notice of any trust, expressed, implied or constructive, shall not be entered on the register, nor shall any such notice in any way affect the Company as to its shares or any transfer or any transmission thereof.

Who shall be deemed a member of the Company.

**14.** When any person makes application in writing, signed by him or her, for an allotment of shares, and any shares or share are or is allotted to him or her in pursuance of such application, he or she shall be deemed conclusively to have agreed to become a member of the Company in respect of the shares so allotted, and he or she shall be entered on the register of members in respect thereof accordingly.

Directors may reserve issue of capital.

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

Shares, personal estate.

**16.** All shares in the capital of the said Company shall be personal estate and transmissible as such.

Liability of shareholders limited.

**17.** No shareholder shall be liable for or charged with the payment of any debt or demand due from the Company beyond the extent of his shares in the capital of the Company not then paid up.

Calls on shares.

Proviso.

**18.** The Directors may, from time to time, make such calls as they shall think fit upon the shareholders in respect of all moneys unpaid upon their respective shares: Provided that no call shall be made without giving notice to the shareholder

shareholder by mailing the same to his last known address, at least thirty days before the day on which such call shall be payable; but no call shall exceed the amount of ten dollars per share, and a period of three months at least shall intervene between two successive calls. Limitation.

**19.** The said Company may hold such real estate as may be necessary for the transaction of their business, or as being mortgaged to them, may be acquired by them for the protection of their investments, and may, from time to time sell, mortgage, lease or otherwise dispose of the same: Provided always, that it shall be incumbent upon the Company to sell any real estate acquired in satisfaction of any debt, or for the protection of any investment, within ten years after it shall have come into their possession. Power to hold real estate. Proviso.

**20.** The Directors shall have full power, from time to time, to make and to alter such by-laws, rules, regulations and ordinances, not contrary to law or the provisions of this Act, as shall appear to them proper and needful for the well ordering of the Company, the management and disposition of its stock, property, estate and effects, the calling of ordinary and extraordinary or other meetings of the said Company, and of the Directors and other officers, and the proceedings at meetings of the Company and of the Directors, the making of calls upon the subscribed capital, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties and the salaries to be paid to them, the compensation of Directors, and for the conduct in all other particulars of the affairs of the Company; Provided always, that all such by-laws, rules, regulations and ordinances made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting. Directors may make by-laws for certain purposes. Proviso for confirmation.

**21.** If any vacancy should any time occur among the said Directors by death, resignation, removal or disqualification, such vacancy shall be filled for the remainder of the term of office of the Director dying, resigning or being removed or becoming disqualified, by the remaining Directors or the majority of them, electing in such place or places a shareholder or shareholders eligible for such office. Vacancies between elections.

**22.** The Company hereby incorporated shall be subject to such provisions of any general Acts passed by Parliament, during the present or any future session, as may be declared to apply to loan and investment companies, or which Parliament may deem necessary for the public interest. Company to be subject to any general Act.



Certificate to  
be obtained  
from  
Treasury  
Board.

**23.** The said Company shall obtain from the Treasury Board within two years from and after the passing of this Act the certificate by this Act required to be obtained by the said Company before it can commence business, in default of which this Act shall become and be null and void and of no effect, and the Charter hereby granted and all and every the rights and privileges hereby conferred, shall be forfeited.

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## CHAP. 60,

An Act to amend the Act thirty-fifth Victoria, chapter one hundred and eight, intituled: "An Act to amend the Act incorporating the London and Canadian Loan and Agency Company (limited)."

[Assented to 12th April, 1876.]

Preamble

35 V., c. 108.

**W**HEREAS the London and Canadian Loan and Agency Company (limited), have by their petition prayed that the Act amending their Act of incorporation, passed in the thirty-fifth year of Her Majesty's reign, chapter one hundred and eight, may be amended in the manner hereinafter mentioned; 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:—

Sect. 8  
amended. ;

**1.** The eighth section of the said Act is hereby amended by adding thereto at the end thereof the words, "for the time being not paid up."

## CHAP. 61.

An Act to incorporate "The National Investment Company of Canada, (Limited)."

[Assented to 12th April, 1876.]

**W**HEREAS the persons hereinafter named and others, Preamble.  
purpose to establish a joint stock Company, and have petitioned for an Act of incorporation for the said Company; and whereas it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The Honorable M. C. Cameron, Samuel Nordheimer, Edward Gurney, junior, G. W. Torrance, William Alexander, John Stark, William Galbraith, A. V. De Laporte, Benjamin Lyman, Thomas Thomson, Robert Hume, Alfred Hoskin, W. A. Farlane and C. S. Jones, and all or any other person or persons who shall, from time to time, be possessed of any share or shares in the Company, shall be and they are hereby constituted a body corporate and politic under the name and style of "The National Investment Company of Canada, (Limited)," and shall, by that name, have perpetual succession and a common seal, and by the same name be capable of suing and being sued in all courts of justice in Canada. Incorporation.  
Corporate name and powers.

**2.** The said the Honorable M. C. Cameron, Samuel Nordheimer, William Alexander, John Stark, William Galbraith, A. V. De Laporte, Benjamin Lyman, Thomas Thomson, Robert Hume, Alfred Hoskin, Edward Gurney, junior, G. W. Torrance, W. A. Farlane, and C. S. Jones, shall be Provisional Directors of the said Company. Provisional Directors.

**3.** The head office of the said Company shall be in the City of Toronto; but it shall be lawful for the said Company to have agencies in various places in the Dominion of Canada, and to appoint persons to manage the same. Head office and branches.

**4.** The affairs of the said Company shall be managed by a board of not less than nine, nor more than thirteen Directors; and the persons named in section one of this Act shall be Directors of the Company until replaced by others duly elected in their stead. Board of Directors

**Capital stock.** **5.** The capital stock of the said Company shall be two million dollars divided into twenty thousand shares of one hundred dollars each; but it shall be lawful for the said Company by resolution, passed at any general meeting of the shareholders, to increase the capital stock from time to time as may be deemed expedient to any sum not exceeding five million dollars, and to raise the amount of the new stock either by distribution amongst the original shareholders, or by the issue of new shares, or partly in one way and partly in the other; and the said new stock shall be subject to all such incidents, both with reference to the payment of calls and forfeiture, and as to the powers of lending and borrowing or otherwise as the original stock; and all shares in the capital of the said Company shall be personal estate and transmissible as such.

**Provision for increase.**

**How to be raised and incidents.**

**Stock books may be opened.**

**6.** For the purpose of organizing the Company, the Provisional Directors, or a majority of them, may cause stock-books to be opened after giving due public notice thereof in some one or more newspapers published in the City of Toronto, in which stock-books shall be recorded the names and subscriptions of such persons as desire to become shareholders in the Company; and such books shall be opened in the City of Toronto and elsewhere at the discretion of the said Provisional Directors or a majority of them, and shall remain open so long as they may deem necessary: Provided, that no person shall hold more than one thousand shares in the Company; and provided that each subscriber of stock shall pay ten per centum upon the amount of the stock subscribed by him within thirty days after his subscription; and in default the said Provisional Directors, in the name of the said Company, or the said Company after its organization, shall be entitled to sue the defaulter for the amount unpaid in respect of such stock.

**Proviso: limitation of shares held by one person.**

**Ten per cent. to be paid in thirty days.**

**Meeting for election of Directors, &c., when it may be held.**

**Notice.**

**7.** So soon as one million dollars of the capital stock shall have been subscribed, and ten per centum thereof paid up, the said Provisional Directors shall call a general meeting of the shareholders, to be held in the City of Toronto,—of which meeting not less than four weeks' notice shall have been given by public advertisement by four insertions in the *Canada Gazette*, and four weekly insertions in one of the daily newspapers published in the City of Toronto,—for the purpose of passing by-laws for the management of the affairs of the Company, the election of Directors, the appointment of officers, and generally for the exercise of the powers conferred on the shareholders by this Act: Provided always, that no one shall be eligible for the office of Director unless he shall be a shareholder, at all times, whilst holding office, to the amount of thirty shares, and shall have paid up all calls: Provided also, that at least twenty

**Qualification of Directors.**

**When only**

twenty per cent. of the capital stock subscribed shall be paid up before the Company shall commence business, and that the said general meeting shall not be held nor shall the Company commence business until the Company shall have obtained from the Treasury Board a certificate to the effect that it has been proved, to the satisfaction of the board, that such amounts of capital have been *bonâ fide* subscribed and paid up as are, by this Act, required to be subscribed and paid up, respectively, before organizing or commencing business under the terms of this Act.

the Company may commence business.

8. So soon as Directors shall have been appointed under the next preceding section, the power and functions of the Provisional Directors shall cease and determine.

Term of office of Provisional Directors.

9. It shall be lawful for the said Company to lay out and invest their capital, moneys borrowed on debentures, moneys deposited, and the rest or reserve fund, in the first place in paying or discharging all costs, charges and expenses of and incidental to the obtaining of this Act, and of the formation and establishment of the said Company, and the remainder, or so much thereof as may, from time to time, be necessary, for and towards carrying out the objects of their undertaking as hereinafter mentioned, that is to say:— from time to time and at all times to lend and advance money, by way of loan or otherwise, on real and leasehold estates in the Dominion of Canada, to be secured by such real security, by mortgage or otherwise, for such period and upon such terms, and at such rates of interest as may be agreed upon, and shall be lawful or may lawfully be taken, received, reserved or exacted, either by individuals or by bodies corporate in the place where the contract is made or is executory, but not exceeding eight per centum per annum to buy, acquire, hold and dispose of mortgages upon real and leasehold estates and the debentures and other securities of the Dominion of Canada and of the several Provinces of the Dominion, and to buy and sell evidences of debt secured by mortgage or pledge of freehold or leasehold lands; and the said Company may do all acts that may be necessary for advancing such money and for the recovery and repayment thereof, and for enforcing payment of all interest accruing therefrom, or any conditions annexed to such advance or any forfeiture consequent on the non-payment thereof, and give all necessary and proper receipts, acquittances and discharges for the same, and do, authorize and exercise all acts and powers whatsoever requisite or expedient to be done or exercised in relation to the said purposes.

Investment of capital, and business of the Company

Rate of interest to be taken.

May buy debentures, &c.

General powers.

10. The Directors may, from time to time, with the consent of the majority of the shareholders present or represented

Power to issue debentures

Form of debentures ; coupons to be attached.

sented in a general meeting, borrow money upon the debentures of the Company, at such rate of interest and upon such terms as they may think proper,—which debentures and the coupons thereto shall be in the form or to the effect set forth in Schedule A to this Act annexed ; and the Directors may, for that purpose, make or cause to be made debentures under the common seal of the Company, for sums not less than four hundred dollars, or one hundred pounds sterling money, which may be made payable at any place, and either to order or bearer, and may have interest coupons attached ; and such debentures shall be signed by the President or Vice-President and the Manager of the said Company, and shall be under the common seal of the said Company, and the coupons shall be signed by the Manager, and such debentures shall be payable at such time and place as the said debentures and coupons shall therein respectively state : Provided, that no purchaser of a debenture or debentures of the said Company shall be bound to enquire into the occasion of any such loan, or the issuing of any such debenture or debentures, or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted : Provided also that the total amount of the sums to be borrowed, as aforesaid, together with the deposits held by the Company, (if any) shall never exceed a sum equal to the amount of the paid up capital and thirty-three and one-third per cent. added thereto.

Proviso : no enquiry by purchaser necessary.

Proviso : total amount of debentures limited.

Acquiring lands by the Company.

**11.** The Company may hold such real estate, as may be necessary for the transaction of their business, or, as being mortgaged or hypothecated to them may be acquired by them for the protection of their investments, and may, from time to time, sell, mortgage, lease or otherwise dispose of the same : Provided always, that it shall be incumbent upon the Company to sell such real estate, acquired in satisfaction of any debt, the premises occupied by the Company aforesaid excepted, within ten years after so acquiring it.

Proviso : to be sold within a certain time.

Payments of loans, how they may be made.

**12.** The Company may stipulate for payment of any loan made by them in one sum or in instalments, and may stipulate for and demand and receive in advance, half-yearly, the interest from time to time accruing on any loans granted by the Company, and may add the principal and interest upon any loans together, and make the same payable in instalments, and may also receive an annual, semi-annual or quarterly payment on any loans by way of a sinking fund for the gradual extinction of such loan, upon such terms and in such manner as may be regulated by the by-laws of the Company : and it shall and may be lawful for the said Company to sell and assign any mortgage or mortgages, or other security made to or held by the said Company.

Expenses in-

**13.** It shall be lawful for the said Company, instead of requiring

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

**14.** The general annual meeting of the Company shall be held on the second Wednesday of the month of January in each year, or such other day as may be appointed by the Directors,—of which not less than four weeks' notice shall have been given in the *Canada Gazette*, and one of the daily newspapers published in the city of Toronto; and all elections of Directors shall be held and made by such of the shareholders present, or represented by proxy, as shall have paid the twenty per cent. above prescribed, and all call made by the Directors and then due; and all such elections shall be by ballot; and the persons who shall have the greatest number of votes at any such election shall be Directors except as hereinafter directed; and if there is any doubt or difficulty in such election, by reason of two or more persons receiving an equal number of votes, then there shall be a re-ballot as between such persons, which re-ballot may be repeated as often as deemed advisable by the meeting; or instead of a re-ballot, the Directors as to whose election there is no such doubt or difficulty, may, if deemed advisable by the meeting, determine which of the persons having an equal number of votes shall be Director or Directors: and the said Directors, so soon as may be after their election, shall proceed to elect one of their number to be President and another Vice-President: and if any vacancy shall at any time happen amongst the said Directors by death, resignation, disqualification, incapacity, or removal, or otherwise, during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or a majority of them, electing in such place or places a shareholder or shareholders eligible for such office: Provided always, that the Directors, including the President and Vice-President, shall not exceed seven in number.

Annual meetings.

Election of Directors.

Ties at election.

Election of President, &amp;c.

Vacancies, how filled.

Proviso.

**15.** At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which share all calls then due have been paid; such votes may be given either in person or by proxy; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, in person or by proxy,—the Chairman presiding at such meeting having the casting vote in case of an equality of votes; but no person shall, in right of any debenture, be deemed a shareholder, or be capable of acting or voting as such at any meeting of the Company.

Scale of votes.

Proxies.

Casting vote. Proviso.

Votes of joint  
shareholders  
at meetings.

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

Provision in  
case of failure  
to elect  
Directors.

**17.** 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 general meeting of the Company duly called for that purpose by the Directors for the time being; and the Directors in office shall so continue until a new election is made.

Quorum of  
Directors.

Casting vote.

**18.** At all meetings of Directors five shall be a quorum for the transaction of business; and all questions before them shall be decided by a majority of votes; and in case of an equality of votes, the President, Vice-President or presiding Director shall give the casting vote.

Powers of  
Directors, as  
to by-law  
for certain  
purposes.

**19.** The Directors shall have full power and authority, from time to time, to make and alter such by-laws, rules, regulations and ordinances as shall appear to them proper and needful touching the well ordering of the said Company; and such by-laws shall be reduced to writing, and shall have affixed thereto the common seal of the Company; and any copy thereof or extract therefrom certified under the hand of the President, Vice-President or Manager of the said Company shall be evidence in all courts of justice in Canada of such by-laws or extract from them, and that the same were duly made and are in force; the said Directors shall also have full power and authority over the management of its stock, property, estate and effects, the declaring of dividends and bonuses, and the amount of the same respectively, and the dates and mode of payment thereof; the share of the profits to be set aside as a rest or reserve fund; and the calling of special general meetings; the regulation of the meetings of the Board of Directors; the establishment, appointment and removal of agents and branch offices, and the definition of the duties and powers of such agents and branch offices; the making of calls upon the subscribed capital and the issuing of stock; the appointment and removal of all agents, officers and clerks of the Company; the regulation of their powers and duties, and the salaries to be paid to them; the compensation of Directors: and generally the Directors may, in addition to the powers expressly conferred upon them, exercise all such powers, give all such covenants, make all such engagements and agreements, and

General  
powers.

Officers,  
clerks, &c.

do all such acts and things as are and shall be necessary and proper for the due management of the affairs of the Company, and for carrying out the provisions of this Act according to its true meaning and spirit: Provided that the Directors shall not make any dividend or bonus whereby the capital stock shall be diminished. Provido.

**20.** Provided always, that all by-laws, rules, regulations and ordinances may be varied, altered or cancelled at the next annual general meeting, held after the passing of the same, and shall be presumed to have been approved of by such meeting, except in so far as they shall be varied, altered or cancelled, and shall thereafter have force and effect as if approved: Provided further, that no such variation, alteration or cancellation shall invalidate anything done in pursuance or by virtue of such by-laws, rules, regulations and ordinances, or injuriously affect the position or rights of any person: And provided further, that such by-laws do not contravene the provisions of this Act. By-laws may be amended or cancelled at a general meeting. Provido. Provido.

**21.** The acts of the Directors, or of any quorum thereof, or of any committee appointed by the Directors, or by any quorum thereof, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Directors or of any member of any such committee, or that they or any of them were or was disqualified, be as valid as if such person or persons had been duly appointed, and was qualified to be a Director or Directors. Defect of election not to vitiate action of Directors or Committee.

**22.** Every Director of the Company, and his heirs, executors and administrators, and estates and effects respectively, shall be charged and chargeable only with so much money as he shall actually receive, and shall not be answerable or accountable for his co-directors or any or either of them, but each of them for his own acts, deeds and defaults only; nor shall the Directors or any of them respectively be answerable or accountable for any person or persons who may be appointed under or by virtue of this Act, or of the by-laws of the Company as aforesaid, or otherwise under and by virtue of the rules and regulations of the Company for the time being in force, to collect or receive any moneys payable to the Company, or in whose hands any money or properties of the Company shall or may be deposited or lodged for safe custody; nor for the insufficiency or deficiency of any title to any property which may, from time to time, be purchased, taken or leased, acquired by order of the Directors, or otherwise, for or on behalf of the Company; nor for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested; nor shall any Director be answerable for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of the office of such Director, or in relation thereto, Responsibility of Directors limited.



thereto, unless the same shall happen through his own wilful neglect or default.

Stock may be reserved.

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

Issue of such stock.

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

Calls on shares.

**25.** The Directors may, from time to time, make calls upon the shareholders of the Company not exceeding ten per centum per annum on each share held by them.

No payment in advance.

**26.** No shareholder shall be entitled to pay on the shares held by him more than the calls made thereon by the Directors.

Notice of call.

**27.** No call shall be made without giving notice to the shareholder by mailing the same to his last known address at least thirty days before the day on which such call shall be payable; nor shall such calls be made at intervals of less than thirty days.

Certificate to be delivered on demand.

**28.** On demand of the holder of any share, the Company shall cause a certificate of proprietorship of such share to be delivered to such shareholder, and such certificate shall have the common seal of the Company affixed thereto, and shall be signed by the President, Vice-President or Manager: such certificate shall specify the share or number of shares in the undertaking to which such shareholder is entitled and the amount paid thereon; and such certificate, if lost or destroyed, may be renewed.

Payment of calls.

**29.** Each shareholder shall be liable to pay the amount of any call lawfully made upon him to such person and at such time and place as the Directors shall appoint.

Interest on unpaid calls.

**30.** A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed; and if a shareholder shall fail to pay all calls

calls due from him before or on the day appointed for payment, he shall pay interest for the same at the rate of six per centum per annum from the day appointed for payment to the time of actual payment, and may be sued for the amount thereof in any court of law or equity having competent jurisdiction; and in any action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is the holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear shall amount in respect of one call or more upon one share or more, stating the number and amount of each of such calls, whereby an action hath accrued to the said Company by virtue of this Act.

Suits for calls and allegations therein.

**31.** On the trial of such action, it shall be sufficient to prove that the defendant, at the time of making such call, was a holder of one share or more in the Company, and that such call was in fact made, and such notice thereof given as is directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon the Company shall be entitled to recover what shall be due upon such call, with interest at six per centum per annum, unless it shall be shown that such call or calls was or were not made in conformity with the provisions of this Act. The production of the register book of shareholders of the Company, or a certified extract therefrom, under the signature of the President or Vice-President or Manager of the Company, shall be *prima facie* evidence of such defendant being a shareholder, and of the number and amount of his shares and of the sums paid in respect thereof.

Evidence in actions for calls.

Proof of by-laws, &c.

**32.** If the holder of any share fail to pay a call payable by him in respect thereof, together with the interest which shall have accrued thereon, the Directors, at any time after the expiration of one month from the day appointed for payment of such call, may declare such share forfeited, and that whether the Company have sued for the amount of such call or not. No advantage shall be taken of such forfeiture unless the share shall be declared to be forfeited at a meeting of the Directors to be held after the expiration of three months at least from the day on which notice in writing shall be sent by post to the last known address of the shareholder in default, of the intention to make such declaration of forfeiture; and it shall be lawful for the Directors to confirm such forfeiture at any such meeting, and at any subsequent meeting to direct the share so forfeited to be sold by public auction, private sale or tender, or otherwise be disposed of, and after such confirmation the Directors may sell in manner aforesaid the forfeited shares, and either separately or together in lots, as to them may seem meet.

Forfeiture of shares for non-payment of calls.

Sale of forfeited shares.

Evidence of forfeiture of share.

**33.** A declaration in writing by an officer or servant of the Company, or by some credible person (not interested in the matter), made before a notary public under his hand and seal, or before a commissioner for taking affidavits in the Superior Courts of the Province of Ontario, or before a notary public, under his hand and seal, or before a commissioner authorized to take affidavits for use in any of the courts of law or equity in the Province of Quebec, in England, Ireland or Scotland, or before a notary public in the United States of America,—all of whom are hereby authorized to take such declaration,—that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore required, shall be sufficient evidence of the facts therein stated; and such declaration and the receipt of the Manager, or President or Vice-President of the Company, for the price of such share, shall constitute a good title to such share, and thereupon the purchaser shall be deemed the proprietor of such share discharged from all calls made prior to such purchase; and a certificate of proprietorship shall be delivered to such purchaser upon his signing an undertaking to hold the said shares so purchased by him as aforesaid, subject to the provisions of this Act; and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to any such sale.

Certificate to purchaser.

No more shares to be sold than sufficient to meet claim.

**34.** The Company shall not sell nor transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter, on account of any calls, together with interest and the expenses attending such sale and declaration of forfeiture; and if the money produced by the sale of any such forfeited share or shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expenses aforesaid, the surplus shall, on demand, be paid to the defaulter, or if not so paid, applied in and towards satisfaction of any calls made thereafter, but prior to such demand being made as last aforesaid in respect of the remaining unsold shares of such defaulter.

Surplus to defaulter.

Redemption of forfeited shares.

**35.** If the payment of such arrears of calls and interest and expenses be made before any share or shares so forfeited and vested in the Company shall have been sold, such share or shares shall revert to the party to whom the same belonged before such forfeiture, in such manner as if such calls had been duly paid.

Transfer of shares.

**36.** Subject to the regulations herein contained, any shareholder may sell or transfer his shares or any of them; but

but no transfer of any share or shares of the stock of the said Company shall be valid until entered in the books of the Company according to such form as may, from time to time, be fixed by by-law : Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors, and no transfer of stock shall, at any time, be made until all calls thereon shall have been paid, or without the consent of the Directors of the Company, unless the entire amount of such share shall have been paid up.

Calls must have been paid ; consent of Directors.

**37.** The shareholders of the Company shall not as such be held responsible for any debt, 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 extent of their respective shares in the capital stock thereof not then paid up, and no action shall be brought against any shareholder therefor until an execution against the Company has been returned unsatisfied in whole or in part.

Liability of shareholders limited.

**38.** It shall be the duty of the Directors to declare and make half-yearly dividends of so much of the profits of the Company, as to them or a quorum of them may seem advisable, and to give public notice of the payment of such dividend, at least ten days previously; but no dividend shall bear interest against the Company : and no dividend shall be paid in respect of any share or shares, until all calls then due in respect of that or any other share held by the person to whom such dividend may be payable shall have been paid ; and the Directors of the said Company shall be at liberty to apply the dividends, or such portion thereof as may be necessary, in or towards payment of any overdue and unpaid calls or call due by the shareholder entitled to such dividends.

Dividends, when payable

Notice. On what conditions payable.

**39.** Before declaring any dividend, the Directors may, if they think fit, from time to time, set apart from and out of the profits of the said Company such sum as they may think advisable for the purpose of forming a rest or reserved fund to meet contingencies, or for enlarging or improving the estate of the Company, or promoting the objects and purposes for which they are incorporated.

Reserve fund before declaring dividend.

**40.** At every annual meeting of the shareholders the outgoing Directors shall submit a clear and full statement of the affairs of the Company for the year preceding, showing in detail, on the one hand, the debts, liabilities and engagements of the Company, and on the other the assets and resources thereof ; but such statement shall not disclose the names or private

Annual statement of Directors to Company.

private affairs of any person doing business with the said Company.

Register  
book of share-  
holders.

**41.** The Company shall keep a book to be called "The Register Book of Shareholders," and in such book shall be fairly and distinctly entered, from time to time, the names, addresses and additions of the several persons being shareholders of the Company, and the amount of the subscriptions paid on the shares of each member; and such book shall, at all convenient times, be open to the inspection of every shareholder or creditor of the Company, or the agent of such shareholder or creditor, who may demand written extracts therefrom,—which shall be furnished to him on payment of a fee of twenty cents for every one hundred words.

As to shares  
transmitted  
in conse-  
quence of  
death, &c., or  
otherwise  
than by  
regular trans-  
fer.

**42.** If the interest in any shares shall become transmitted, in consequence of the death, bankruptcy or insolvency of any shareholder, or by any other legal means than by a transfer according to the provisions of this Act, the same shall be authenticated by a declaration in writing as hereinafter mentioned, or in such other manner as the Directors shall require; and every such declaration shall distinctly state the manner in which and the party to whom such share or shares shall have been so transmitted, and shall be made and signed, and shall be by such party acknowledged before a notary public, under his hand and seal, or a commissioner for taking affidavits in the superior courts of any of the Provinces of the Dominion of Canada, who are hereby authorized to take such acknowledgments, or before a notary public, under his hand and seal, or a commissioner duly authorized to take affidavits to be used in any of the superior courts of England, Ireland or Scotland, or the United States of America, if such acknowledgment be taken in Great Britain or Ireland or the United States of America; and such acknowledgment shall be left with the Manager, and thereupon the Manager shall enter the name of the person entitled under such transmission in the register book of transfers, whereby such person shall be and become a shareholder in the said Company; and until such transmission shall have been so authenticated, no person or party claiming, by virtue of such transmission, shall be entitled to receive any share of the profits of the Company, nor to vote in respect of any such shares as the holder thereof.

What proof  
required of  
declaration.

Notices to  
joint share-  
holders.

**43.** With respect to any share or shares to which several persons may be jointly entitled, all notices directed to be given to the shareholders shall be given to such of the said persons whose name shall stand first in the register book of shareholders; and notice so given shall be sufficient notice to all the proprietors of such share or shares, unless any of such joint proprietors shall, by writing under his hand, request such notice to be given to him.

**44.** The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, to which any of the said shares may be subject; and the receipt of the party in whose name any such share or shares shall stand in the books of the Company shall, from time to time, be a sufficient discharge to the Company for any dividends or other sum of money payable in respect of such share or shares, notwithstanding any trusts to which such share or shares may be subject, and whether or not the Company have had notice of such trusts; and the Company shall not be bound to see to the application of the money paid upon such receipt; and the said Company shall not be affected by any trust, expressed, implied or constructive, whether the same shall or shall not be entered on their books.

Company not bound to see to the execution of trusts.

**45.** The Directors shall cause notices, minutes or copies, as the case may require, of all appointments made, or contracts entered into by the Directors to be duly entered in books to be, from time to time, provided for the purpose, which shall be kept under the superintendence of the Directors; and every such entry shall be signed by the Chairman of the meeting at which the matter, in respect of which such entry is made, was moved or discussed at or previously to the next meeting of the Company or Directors as the case may be; and a copy of such entry, certified by the President, Vice-President or Manager shall be received as evidence in all courts, and before all judges, justices and others, without proof of such respective meetings having been duly convened, or of the persons making or entering such orders or proceedings being shareholders or Directors respectively, or of the signature of the President, Vice-President or Manager.—all which last mentioned matters will be presumed; and all such books shall, at any reasonable time, be open to the inspection of any of the shareholders.

Minutes of appointments and contracts to be kept.

Effect of certified copies.

**46.** Any summons, notice, order or other document required to be served upon the Company shall be served by leaving the same at the head office in Toronto with any grown person in the employ of the Company, and who at the time of such service shall be present in the office of the Company, but not otherwise.

Service of process on the Company.

**47.** Any summons, notice, order or proceeding requiring authentication by the Company may be signed by the President, Vice-President, Secretary or other authorized officer of the Company and need not be under the common seal of the Company; and the same may be in writing or in print, or partly in writing and partly in print.

Authentication of documents of the Company.

**48.** Notices requiring to be served by the Company upon the members, may be served either personally or by leaving the same for, or sending them through the post in prepaid letters

Service of notices on members by the Company.

letters addressed to the members at their registered places of abode.

Evidence of service by post on members by the Company.

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

Effect of notice on members.

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

Annual statement to the Government, and its extent.

**51.** The said Company shall furnish annually, within the first fifteen days of each session to the Parliament, a statement made up to the thirty-first day of December preceding, in duplicate, verified by the affidavit of the President, or Vice-President and the Manager setting out the capital stock of the Company and the proportion thereof paid up, the names of the shareholders, with their places of abode, and the number of shares held by each, the assets and liabilities of the Company, and such other details as to the nature and extent of the business of the Company as may, from time to time, be required by any Act of the Parliament of Canada.

Seal of Company.

**52.** The said Company shall have a corporate seal, which shall be kept at the head office in the City of Toronto, and the President, Vice-President or Manager shall have full power to execute, sign and deliver and affix the seal of the said Company to all deeds, discharges, releases, leases, transfers, assignments, bonds, indemnities, warrants, agreements, papers, writings and all other instruments and documents which shall or may be necessary or be required to be signed or executed on behalf of or in the conducting of the business of the said Company: Provided always, that the same shall in all cases be signed by the Manager or other duly authorized officer of the said Company. All cheques, drafts, bills of exchange or letters of credit which shall be made or drawn on behalf of or upon the said Company shall be signed or accepted by the President, Vice-President or a Director of the Company, and countersigned by the Manager or other duly authorized officer of the said Company.

Cheques, bills, &c.





at the head office of the said Company in the (*state either the head office at Toronto, or their agents in London, England*), with interest at the rate of \_\_\_\_\_ per centum per annum, to be paid half-yearly on presentation of the proper coupon for the same as hereunto annexed, say on the days of \_\_\_\_\_ in each year, at the office or the agents aforesaid.

Dated at Toronto (*or* \_\_\_\_\_) the \_\_\_\_\_ day of  
A.D. 18 \_\_\_\_\_

For the President and Directors of the National Investment Company of Canada, (Limited).

A. B.,  
*President (or  
Vice-President.)*

C. D.,  
*Manager.*

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### COUPON.

THE NATIONAL INVESTMENT COMPANY OF CANADA (LIMITED)

No. \_\_\_\_\_, \$ \_\_\_\_\_ (*or* £ \_\_\_\_\_), half-yearly dividend due \_\_\_\_\_ day of \_\_\_\_\_ 18 \_\_\_\_\_ on Debenture No. \_\_\_\_\_ issued by this Company on the \_\_\_\_\_ day of \_\_\_\_\_, 18 \_\_\_\_\_ for \$ \_\_\_\_\_ (*or* £ \_\_\_\_\_) at \_\_\_\_\_ per cent. per annum, payable at the head office at Toronto (*or at their agents in London, England*).

For the President and Directors,

A. B.,  
*President (or  
Vice-President)*

C. D.,  
*Manager*

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## CHAP. 62.

An Act to incorporate the London and Ontario Investment Company, (Limited.)

[Assented to 12th April, 1876.]

**W**HEREAS the Honorable Frank Smith, of the city of Preamble.  
 Toronto, Senator, William Buchanan Hamilton, of  
 the same place, merchant, David Fisher, of the same place,  
 banker, James Gooderham Worts, of the same place,  
 Esquire, George Gooderham, of the same place, distiller,  
 William Henry Beatty, of the same place, Esquire, John  
 Gillespie, of the same place, merchant, William Ramsay, of  
 the same place, merchant, Alexander Fisher, of the same  
 place, banker, Robert Carrie, of the same place, merchant,  
 Harvey Prentice Dwight, of the same place, telegraph  
 superintendent, John Craven Chadwick, of the town of  
 Guelph, in the County of Wellington, Esquire, and Arthur  
 Brindley Lee, of the said city of Toronto, merchant, have  
 petitioned for an Act to incorporate a company for carrying  
 on the business of investing moneys on mortgages of real  
 estate and leaseholds, or in Dominion or Provincial securi-  
 ties, municipal debentures or other securities, with power to  
 borrow moneys and invest the same; and it is expedient  
 to grant the prayer of their petition: Therefore Her Majesty,  
 by and with the advice and consent of the Senate and  
 House of Commons of Canada, enacts as follows:—

1. The said several persons, and such other persons and Certain persons incor-  
 porated.  
 corporations as may become shareholders in the Company  
 hereby created, are hereby constituted and declared to be a  
 corporation and body politic and corporate by the name of  
 "The London and Ontario Investment Company, (Limited)"; Corporate  
 name and  
 powers.  
 and by that name shall have perpetual succession and a  
 common seal, with power to break and alter such seal, and  
 by that name may sue and be sued, plead and be impleaded,  
 in all courts whether of law or equity whatsoever; and may  
 acquire, hold and sell such real estate as may be requisite,  
 from time to time, for the purposes of the Company.

2. The Company shall at all times have an office in Chief place  
 of business.  
 Toronto, which shall be their head office; and they may  
 establish such other offices and agencies elsewhere as they  
 may deem expedient.

3. The capital of the Company shall be two millions Capital stock  
 and shares.  
 of dollars, in shares of one hundred dollars each,—of which,  
 at least, one million dollars shall be subscribed, and twenty  
 per cent. on the amount subscribed paid in, (the sum so  
 8 paid

Sum to be paid up before commencing business. Provision for increase of capital to \$5,000,000.  
 How to be raised, &c.  
 Incidents of new stock.

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

Employment of capital.

4. The Company are hereby empowered to lay out and invest their capital, in the first place, in paying and discharging all costs, charges and expenses incurred in applying for and obtaining the passing of this Act, and all other expenses preparatory or relating thereto, and of the organization of the Company, and prior to the commencement of their business, and the remainder of such capital, or so much thereof as may, from time to time, be deemed necessary, in the manner, and for the purposes hereinafter mentioned, that is to say:—The Company may, from time to time, lend and advance money by way of loan, or otherwise, on the security of mortgages on real estate, or freehold or leasehold, or on the security of the public securities of the Dominion of Canada or of any of the Provinces thereof, or of the debentures of any city or county in Canada, and may purchase mortgages on real estate, freehold or leasehold, and such public securities or debentures, making such loans and purchases upon such terms and conditions and at such rates of interest, not exceeding eight per centum per annum, as shall be lawful, or may be lawfully taken, received, reserved, or exacted, either by individuals or by corporate bodies in the place where the contract for the same shall be made and be executory as to the Company may seem satisfactory or expedient, with power to do all acts that may be necessary for the advancing or laying out such sums of money, and for receiving and obtaining repayment thereof, or selling or getting in invested moneys, and for compelling the payment of all interest, dividends and income accruing from such sums so advanced or invested, and for the observance and fulfilment of any conditions attached to such advances or investments, and to give receipts and acquittances and discharges for the same either absolutely and wholly, or partially; and for all and every and any of the foregoing purposes, and for every and any other purpose in this Act mentioned or referred to, the Company may lay out and apply the capital and property for the time being of the Company, or any part thereof, or any of the

Business of the Company. Loans.

Rate of interest limited.

Powers for collection.

the moneys authorized to be hereafter raised by the Company in addition to their capital for the time being, with power to authorize and exercise all acts and powers whatsoever in the opinion of the Directors of the Company requisite or expedient to be done or exercised in relation thereto.

General powers.

5. The Company may, from time to time, borrow money at such rates of interest and upon such terms as they may, from time to time, think proper; and may, for that purpose, make and execute any mortgages, debentures, bonds or other instruments under the common seal of the Company for sums of not less than one hundred dollars each, and may assign, transfer, or deposit by way of equitable mortgage or otherwise, any of the documents of title, deeds, muniments, securities or property of the Company, and either with or without power of sale or other special provisions, as the Directors shall deem expedient; and no lender shall be bound to enquire into the occasion for any such loan or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted: Provided that the total amount of sums to be borrowed as aforesaid shall never exceed the amount of the subscribed capital paid up and thirty-three and one-third per cent. added thereto.

Company may borrow money and grant securities.

Proviso: lender not bound to see to application.

Proviso: amount to be borrowed limited.

6. It shall be lawful for the Company to acquire by purchase, or otherwise, mortgages upon real estate, and to resell the same at such time and in such manner as to them may seem expedient.

May purchase mortgages, &c.

7. In the exercise of any of the powers conferred by this Act, the Company may advance all moneys authorized to be loaned by them for such periods as they may deem expedient,—being not less than six months.

Period of loan.

8. The Company may stipulate for, and may demand and receive in advance half-yearly, the interest from time to time accruing on any loans granted by the Company, and may also receive an annual payment on any loan by way of a sinking fund for the gradual extinction of such loan, and may also impose fines for default in payment of principal or interest, upon such terms and in such manner as may be regulated by the by-laws of the Company and agreed to by the party or parties to be so charged.

Payment of interest and sinking fund in advance.

9. The Company may hold such real estate as may be necessary for the transaction of their business, and also may hold for a period not exceeding ten years such real estate as may be acquired by them for the protection of, or for realizing any investment, and may, from time to time, sell, mortgage, lease or otherwise dispose of the same.

Limitation of power to hold real estate.

10. The business of the Company in Canada shall be managed

Board of Directors;

qualification  
and powers.

managed by not less than nine nor more than thirteen Directors, each of whom shall be the holder of at least one hundred shares of the stock of the Company absolutely in his own right, who, in addition to the powers and authorities given by this Act or by any other Act or law in force in Canada expressly conferred upon them, may exercise all such powers, give all such consents, make all such arrangements and agreements, and generally do all such acts and things as are or shall be by any rule or by-law of the Company directed to be authorized, given, made or done by the Company, and are not thereby expressly directed to be exercised, given, made or done by the Company in general meeting assembled, but subject nevertheless to the provisions of such Act, law, rule or by-law as the case may be.

Provisional  
Directors;  
period of  
office and  
powers.

**11.** The said the Honorable Frank Smith, William Buchanan Hamilton, David Fisher, James Gooderham Worts, William Henry Beatty, John Gillespie, William Ramsay, Alexander Fisher and Arthur Brindley Lee, together with such other persons as they may choose to fill vacancies in their number (if any) occurring from time to time, shall be the provisional Directors of the Company and shall hold office as such until other Directors of the Company are elected as hereinafter provided, and shall have power to fill vacancies in their number as aforesaid, and to open stock-books, and to make a call upon subscribers for stock, and generally so soon as ten per cent. on the amount subscribed for has been paid in, (the sum so paid in amounting to at least one hundred thousand dollars,) to do what may be necessary to organize the said Company and provide for commencing the business thereof; but the said Company shall not be organized nor commence business until they shall have obtained from the Treasury Board a certificate to the effect that it has been proved to the satisfaction of the board that such amounts of capital have been *bonâ fide* subscribed and paid in as are by this Act required to be subscribed and paid in respectively before organizing and commencing business under the terms of this Act

To open  
stock books.

When the  
Company  
may be organ-  
ized and  
when they  
may com-  
mence  
business.

Certain  
matters to be  
regulated by  
by-law.

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

**13.** The said Company may have an agency or agencies in any city or town, cities or towns in England, Scotland or Ireland, and any by-law passed for such purpose shall not be altered or repealed excepting by a vote of two-thirds of the votes of the members present, or represented by proxy, at any special meeting to be called for such purpose, nor unless the notice calling such meeting be published the requisite number of times, namely, once a week for four weeks in a daily newspaper published in each city or town in England, Scotland and Ireland, where the Company shall have an agency.

Branch offices and Directors in the United Kingdom under by-laws.

**14.** The Directors may regulate by rules and by-laws the issuing of scrip or stock certificates and the transfer of shares.

Scrip certificates and transfer.

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

One vote on each share.

Calls must be paid.

**16.** No share shall be subdivided ; and if any share stands in the name of two or more persons, the first named in the register of members shall, as regards voting at meetings, payment of dividends, service of notices and all other matters connected with the Company (except transfer) be deemed the sole holder thereof,—excepting there be any memorandum or agreement in writing signed by all the joint holders of any share, and accepted and agreed to by the Company, naming one of such persons to be deemed sole holder ; and in such case such person shall be deemed such sole holder so long as he be living ; and also that excepting as regards voting at meetings, if the person deemed to be sole holder of any such share be absent, the person named next or first (as the case may be) in the register of members shall be permitted to vote.

Shares held by more than one person, how represented and administered.

**17.** All shares in the capital of the Company shall be personal estate and transferable as such.

Stock to be personal estate.

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

Payment of shares in advance.

And allowance of interest.

Shares may  
be reserved.

**19.** The Directors may reserve the issue of any portion of the shares constituting the present capital of the Company over and above the amount to be subscribed before commencing business until such future time as they shall think expedient, and may issue any portion of them from time to time, as and when they shall think proper.

Issue of such  
reserved  
shares.

**20.** The shares which may be so reserved by the Directors shall (subject to the exception mentioned below) be offered to the members in as fair a proportion as may be practicable to the existing shares held by them; and such offer shall be made by the notice specifying the number of shares to which the member is entitled, and limiting a time within which such offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given, that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they may think most beneficial to the Company; excepting and provided, that no person shall hold more than five hundred shares of the capital stock of the Company.

Proviso.

Register to be  
kept; its  
contents.

**21.** The Company shall keep, in a book or books, a register of shares and of the members of the Company, in which shall be entered, from time to time, the names and addresses and the occupations (so far as known) of the shareholders of the Company and the number of shares held by each and the amount thereof paid up.

To be  
evidence.

**22.** The register of the members shall be *prima facie* evidence of any matters by this Act directed or authorized to be inserted therein.

Liabilities of  
shareholders  
to be limited.

**23.** No member of the Company shall be liable for or charged with the payment of any debt or demand due from the Company beyond the extent of his shares in the capital of the Company not then paid up.

Applicant for  
shares when  
accepted to  
be a share-  
holder.

**24.** When any person makes application in writing, signed by him, for an allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be deemed conclusively to have become a member of the Company in respect of the shares so allotted, and he shall be entered on the register of members in respect thereof, accordingly.

Represent-  
atives of  
shareholders.

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

Transmission  
of shares

**26.** Any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member,

member, or otherwise than by ordinary transfer, may be registered as a member upon such evidence being produced as shall, from time to time, be required by the Directors, and on production of a request in writing in that behalf, signed by him (his signature being attested by at least one witness), which shall be conclusive evidence of his having become a member.

otherwise than by transfer.

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

Notice before transfer to avail as to transferee.

**28.** No transfer of share shall be made without the consent and approval of the Directors.

Consent of directors to transfer.

**29.** Every instrument of transfer of any share in the Company shall be executed by the transferrer and transferee; and the transferrer shall be deemed to remain the holder of such share, and a member of the Company in respect thereof, until the name of the transferee shall be entered in the register of members in respect thereof.

Execution of transfer.

**30.** The Company shall not be bound by or responsible for any trust, expressed, implied or constructive, for or upon which shares shall be held.

Company not liable for trusts.

**31.** The Directors may, from time to time, make such calls upon the members in respect of all moneys unpaid upon their respective shares as they shall think fit; but no call, except the first or allotment call, shall exceed the amount of ten per cent. per share, and no calls shall be payable less than two months after the date of the resolution of the Directors making the same; and a period of three months, at the least, shall intervene between the dates fixed for payment of two successive calls.

Calls on stock.

Amount and intervals limited.

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

Payment of calls.

**33.** Upon a call being made, at least four weeks' notice thereof shall be given in the *Canada Gazette*, and once a week in a daily paper published in the City of Toronto, and once a week in a daily paper published in any city or town in England, Scotland or Ireland, where the Company shall have an office; and if a shareholder shall fail to pay any call due from him, before or on the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of ten per cent. per annum, or at such other less rate as the

Notice of calls and interest on arrears.



the Directors shall determine, from the day appointed for payment to the time of actual payment thereof.

Proof in  
action for  
recovery.

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

Proceedings  
in case of  
non-payment.

Notice to  
defaulter.

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

Forfeiture of  
shares.

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

Defaulter  
liable not-  
withstanding  
forfeiture.

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

Disposal of  
forfeited  
shares.

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

Title of  
purchaser of  
forfeited  
shares.

**39.** A declaration in writing by a Director or the Secretary of the Company, that a call was made and notice thereof duly served, and that default in payment of the call was made in respect of any share, and that the forfeiture of such share was made by a resolution of the Directors to that effect

effect, shall be sufficient evidence of the facts therein stated, as against all persons entitled to such share; and such declaration and the receipt of the Company, for such price of such share, shall constitute a good title to such share, and the purchaser shall thereupon be deemed the holder of such share, discharged from all calls due prior to such purchase, and shall be entered upon the register of members in respect thereof; and he shall not be bound to enquire or see to the application of the purchase money, nor shall his title to such share be impeached or affected by any irregularity in the proceedings of such sale.

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

Dividend not to reduce capital.

**41.** Notice of any dividend that may have been declared, shall be given in such manner as the rules or by-laws of the Company may direct, and shall be payable at such place as the Directors shall name; and no dividend shall bear interest against the Company.

Notice of dividend.

**42.** The Directors may deduct from the dividends payable to any member, or retain any such dividends in, or towards payment of all such sums of money as may be due from such member to the Company on account of calls or otherwise howsoever.

Dividends liable for debts.

**43.** The acts of the Directors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of such Directors or any of them, or that they or any of them were or was disqualified, be as valid as if they or he had been qualified and duly appointed.

Defect in election not to invalidate acts of directors.

**44.** Notices requiring to be served by the Company upon the members may be served in such manner as shall be, from time to time, provided by the by-laws of the Company.

Notices how served.

**45.** The Company shall, if required, transmit annually to the Minister of Finance a statement in duplicate made up to the thirty-first day of December preceding and verified by the oath of the President and Manager or Secretary, setting out the capital stock of the Company and the proportion thereof paid up, the names of the shareholders with their places of abode, and the number of shares held by each, the assets and liabilities of the Company, the amount and nature of the investments made by the Company, both on their own behalf and on behalf of others, and the average rate of interest derived therefrom, distinguishing the classes of securities and the extent and value of the lands held by them, and the said Company shall transmit a copy of each such statement to the Clerk of each House of Parliament within the first fifteen days of the first session

Yearly statement to Minister of Finance, and what it must contain.

session after the date to which it has been made up :  
**Provided** always, that in no case shall the Company be bound to disclose the names or private affairs of any persons who may have dealings with them.

Acts of agents to be valid.

**46.** Notwithstanding any law to the contrary, every deed which any person, lawfully empowered in that behalf by the Company as their attorney, signs on behalf of the Company and seals with his seal, shall be binding on the Company, and have the same effect as if it were under the common seal of the Company.

Company to be subject to general Acts.

**47.** The Company availing themselves of any of the provisions of this Act shall be subject to such provisions of any general Acts passed by Parliament, during the present or any future session, as may be declared to apply to loan and investment companies, or which Parliament may deem necessary for the public interest.

Act to be void unless company commence business within two years. Exception.

**48.** In case the Company incorporated by this Act shall not *bonâ fide* commence business under its provisions within two years from and after the passing of this Act, then this Act shall become and be utterly null and void and of no effect, save and except so much of it as provides or may be construed to provide that the provisional or other Directors may pay or reimburse themselves, or others, all costs and expenses incurred in applying for and obtaining this Act and organizing or proceeding to organize the said Company out of any deposit or shares subscribed for; and the charter hereby granted, and all and every the rights and privileges hereby conferred, shall be forfeited.

## CHAP. 63.

An Act to authorize the Shareholders of the "Union Permanent Building and Savings Society" to change the name of the said Society to that of the "Union Loan and Savings Company."

[Assented to 12th April, 1876.]

Preamble.

Act of Province of Canada, 9 V., c. 90.

**WHEREAS** the Union Permanent Building and Savings Society by their petition have represented that they were incorporated under the authority of the Act passed by the legislature of the late Province of Canada, in the ninth year of Her Majesty's reign and intituled "*An Act to encourage the establishment of certain Societies, commonly called, Building Societies, in that part of the Province of Canada formerly constituting Upper Canada,*" and of the Acts amending the

the same; and that by reason of the great extension of their business, the increase in the number of their shareholders, and the extended character of their financial transactions, it is necessary that they should seek from Parliament power to change the name of the said Society; and whereas it would be for the public advantage as well as for the convenience of the corporation, that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. It shall be lawful for the said Society by by-law to change the name of the "Union Permanent Building and Savings Society" to that of the "Union Loan and Savings Company," which change shall take effect and shall be held to be effectual to all intents and purposes from and after a day to be therein specified: Provided, that the Directors of the said Society shall advertise the change of name once a week for one month previous to the change taking effect, in the *Canada Gazette* and in a newspaper published in the City of Toronto.

Name of society may be changed.  
New name.

Proviso:  
Notice to be given.

2. Upon the said change taking effect, the said Society and all its then members, their successors and assigns forever, shall therefrom be, and be thereby held to be constituted, and shall continue to be a body politic and corporate, under the name last aforesaid, having its principal place of business in the City of Toronto: and under that name shall be capable of suing and being sued, pleading and being impleaded in all courts and places whatsoever.

Company continued under new name.

3. The said Society, under its new name, shall not be deemed to be a new corporation; but it shall have, hold, and continue to exercise all the rights, powers and privileges that shall, previously to such change, have been held, exercised and enjoyed by the said "Union Permanent Building and Savings Society" in as full and ample a manner as if the said Society had continued to exist under its original name; and all statutory provisions applicable to the said Society, shall continue applicable to the said "Union Loan and Savings Company."

Not to be deemed a new corporation.  
Rights continued.

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

Property vested in the company substituted for the society.

Officers  
continued.

5. The then existing President, Vice-President, Directors and officers of the said "Union Permanent Building and Savings Society," shall continue in office as such in the said Society under its new name, until replaced in conformity with the by-laws of the corporation.

By-laws con-  
tinued until  
altered.

6. All the then existing by-laws and rules of the said "Union Permanent Building and Savings Society" shall continue to have the full force and effect they now possess, as regards the said Society under its new name, its Directors, officers, shareholders and borrowers, until modified, amended or repealed in accordance with the provisions of this Act.

## CHAP. 64.

An Act to authorize the shareholders of "The Security Permanent Building and Savings Society of St. Catharines," to change the name of the said Society to that of the "Security Loan and Savings Company."

[Assented to 12th April, 1876.]

Preamble.

WHEREAS "The Security Permanent Building and Savings Society of St. Catharines," by their petition, have represented that they were incorporated under the authority of the Act passed by the legislature of the late Province of Canada, in the ninth year of Her Majesty's reign, intituled "*An Act to encourage the establishment of certain societies, commonly called Building Societies, in that part of the Province of Canada formerly constituting Upper Canada,*" and of the Acts amending the same; and that by reason of the great extension of their business, the increase in the number of their shareholders and the extended character of their financial transactions, it is necessary that they should seek from Parliament powers to change the name of the said society; and whereas it would be for the public advantage, as well as for the convenience of the corporation, that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Act of Pro-  
vince of  
Canada, 9 V.,  
c. 90.

Corporate  
name may be  
changed, and  
how.  
New name.

1. It shall be lawful for the said Society by by-law to change the name of "The Security Permanent Building and Savings Society of St. Catharines" to that of the "Security Loan and Savings Company," which change shall take effect, and shall be held to be effectual to all intents and purposes

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

Notice to be given.

2. Upon the said change taking effect, the said Society, and all its then members, their successors and assigns for ever, shall therefrom be and be thereby held to be constituted, and shall continue to be a body politic and corporate under the name last aforesaid, having its principal place of business in the Town of St. Catharines; and under that name shall be capable of suing and being sued, pleading and being impleaded in all courts and places whatsoever.

Effect of such change.

3. The said Society, under its new name, shall not be deemed to be a new corporation; but it shall have, hold and continue to exercise all the rights, powers and privileges that shall, previously to such change, have been held, exercised and enjoyed by the said "The Security Permanent Building and Savings Society of St. Catharines" in as full and ample a manner as if the said Society had continued to exist under its original name; and all statutory provisions applicable to the said Society shall continue applicable to the said "Security Loan and Savings Company."

Not to be a new corporation. Rights, &c., continued.

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

Property and liabilities vested in society under new name.

5. The then existing President, Vice-President, Directors and officers of the said "The Security Permanent Building and Savings Society of St. Catharines" shall continue in office as such in the said Society under its new name, until replaced in conformity with the by-laws of the corporation.

Officers continued.

6. All the then existing by-laws and rules of the said "The Security Permanent Building and Savings Society of St. Catharines" shall have the same force and effect as prior to the passing of this Act, and shall be binding in law as regards the said Society under its new name, its Directors, officers, shareholders and borrowers, until modified, amended or repealed in conformity with the provisions of this Act.

By-laws continued until altered.

## CHAP. 65.

An Act to authorize the Shareholders of "The Provincial Permanent Building and Savings Society" to change the name of the said Society to that of "The Provincial Loan and Savings Company."

[Assented to 12th April, 1876.]

Preamble.

Act of Province of Canada, 9 V., c. 90.

**W**HEREAS "The Provincial Permanent Building and Savings Society" by their petition have represented that they were incorporated under the authority of the Act passed by the legislature of the late Province of Canada, in the ninth year of Her Majesty's reign, intituled "*An Act to encourage the establishment of certain Societies commonly called Building Societies in that part of the Province of Canada, formerly constituting Upper Canada,*" and of the Acts amending the same, and that by reason of the extension of their business, the increase in the number of their shareholders and the character of their financial transactions, it would be for the public advantage as well as for the convenience of the corporation, that the name of the said corporation should be changed; and whereas, it would be for such advantage and convenience that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Power to change the name of society.

**1.** It shall be lawful for the said Society by by-law, to change the name of "The Provincial Permanent Building and Savings Society," to that of "The Provincial Loan and Savings Company," which change shall take effect, and shall be held to be effectual to all intents and purposes from and after a day to be specified in such by-law: Provided, that the Directors of the Society shall advertise the change of name once a week for one month previous to the change taking effect, in the *Canada Gazette*, and in a newspaper published in the City of Toronto.

Proviso: Directors to advertise the change of name.

Society to continue as a corporation under its new name.

**2.** Upon the said change taking effect the said Society and all its then members, their successors and assigns forever, shall therefrom be and be thereby held to be constituted, and shall continue to be a body politic and corporate under the name last aforesaid, having its principal place of business in the City of Toronto; and under that name shall be capable of suing and being sued, pleading and being impleaded in all courts and places whatsoever.

Not to be deemed a new corporation,

**3.** The said Society under its new name shall not be deemed to be a new corporation; but it shall have, hold and

and continue to exercise all the rights, powers and privileges that shall previously to such change have been held, exercised and enjoyed by the said Provincial Permanent Building and Savings Society, in as full and ample a manner as if the said Society had continued to exist under its original name; and all statutory provisions applicable to the said Society shall continue applicable to the said Provincial Loan and Savings Company.

but to continue to have all its present rights and powers.

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

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

5. The then existing President, Vice-President, Directors and officers of the said Provincial Permanent Building and Savings Society shall continue in office as such in the said Society, under its new name, until replaced in conformity with the by-laws of the corporation.

Officers to continue in office.

6. All the then existing by-laws and rules of the said Provincial Permanent Building and Savings Society shall continue to have the full force and effect they now possess as regards the said Society under its new name, its Directors, officers, shareholders and borrowers, until modified, amended or repealed in conformity with the provisions of this Act.

By-laws to continue in force until altered.

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## CHAP. 66.

An Act to incorporate "The Maritime Savings and Loan Society."

[Assented to 12th April, 1876.]

**W**HEREAS Caleb W. Wetmore, William King Crawford, William Hayward, James H. McAvity, Abijah Eaton and Alfred A. Stockton, all of the City of Saint John, in the Province of New Brunswick, propose to establish a joint stock company, and have petitioned for an Act of incorporation for the said company; and whereas it is expedient to grant the prayer of their petition: Therefore Her

Preamble.

Her



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

Petitioners  
and others  
incorporated.

**1.** Caleb W. Wetmore, William King Crawford, William Hayward, James H. McAvity, Abijah H. Eaton and Alfred A. Stockton, and all and every other person and persons, who shall, from time to time, be possessed of any share or shares in the undertaking hereby authorized to be carried on, shall be united into a Company according to the powers and authorities, rules, orders and regulations hereinafter set forth or referred to, and shall be one body politic and corporate, by the name of "The Maritime Savings and Loan Society," and by that name shall have perpetual succession and a common seal, with power to break and alter such seal, and by that name may sue and be sued, plead and be impleaded in all courts whatsoever, whether at law or in equity.

Corporate  
name and  
powers.

Provisional  
Directors.

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

Powers and  
business of  
the corpora-  
tion.

**3.** The Company are hereby empowered to lay out and invest their capital, in the first place, in paying and discharging all costs, charges and expenses incurred in applying for and obtaining the passing of this Act, and all other expenses preparatory or relating thereto; and the remainder of such capital, or so much thereof as may, from time to time, be deemed necessary, in the manner and for the purposes hereinafter mentioned, that is to say:—The Company may, from time to time, lend and advance money by way of loan or otherwise, for such periods as they may deem expedient, on any real security, or on the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any city or county therein, or on the public securities of the Province of Newfoundland, and upon such terms and conditions as to the Company shall seem satisfactory or expedient; and may acquire, by purchase or otherwise, in addition to the foregoing securities, mortgages on real estate, and real securities; and may re-sell the same as they may deem advisable: with power to do all acts that may be necessary for advancing such sums of money, and for receiving and obtaining repayment thereof, and for compelling the payment of all interest (if any) accruing from such sums so advanced; and the observance and fulfilment of any conditions annexed to such advance, and the forfeiture of any term or property consequent on the non-fulfilment of such conditions, or for the delay of payment; and to give receipts, acquittances and discharges for the same, either absolutely and wholly, or partially, and to execute such deeds, assignments or other instruments

May lend and  
advance  
money out of  
their capital  
and on what  
securities.

Mortgages.

May do all  
things neces-  
sary for the  
recovery of  
loans.

instruments as may be necessary for carrying such purchase or re-sale into effect ; and for all and every and any of the foregoing purposes, and for every and any other purpose in this Act mentioned or referred to, the Company may lay out and apply the capital and property for the time being of the Company, or any part thereof, or any of the moneys authorized to be hereafter raised or received by the Company in addition to their capital for the time being ; with power to do, authorize and exercise all acts and powers whatsoever, in the opinion of the Directors of the Company requisite or expedient to be done or exercised in relation thereto.

4. The Directors may, from time to time, borrow money on behalf of the Company, at such rates of interest and upon such terms as they may, from time to time, think proper, and the Directors may for that purpose execute any mortgages, bonds, debentures with or without interest coupons attached thereto, or other instruments under the common or corporate seal of the Company for sums of not less than one hundred dollars each : Provided, that the total amount of the sums to be borrowed as aforesaid shall never exceed the amount of the subscribed capital of the Company which has been *bonâ fide* paid up : Provided also, that the Company shall not commence business unless and until at least twenty per cent. of its capital has been *bonâ fide* paid up, nor unless the amount thereof so paid up shall be at least two hundred thousand dollars.

Company may borrow money, and execute mortgages, &c., for that purpose.

Proviso : Total amount limited.

Proviso : Conditions preliminary to commencing business.

5. The Company may stipulate for, take, reserve and exact any rate of interest or discount not exceeding eight per centum per annum or such lower rate of interest as shall be lawful or may be lawfully taken, received, reserved, or exacted either by individuals or by bodies corporate in the place where the contract shall be made, or be executory, and may also receive an annual payment on any loan by way of a sinking fund for the gradual extinction of such loan, upon such terms and in such manner as may be regulated by the by-laws of the Company.

Company may exact interest, or discount, and at what rate, or payment as a sinking fund.

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

Register of securities.

7. The capital of the Company shall be one million dollars in shares of one hundred dollars each, but it shall be lawful for the said Company by a resolution passed at the first or any other general meeting of the shareholders to increase the capital stock, from time to time, as may be deemed expedient, to any sum not exceeding the sum of two million dollars,

Capital and shares. Provision for increase.

Incidents of new stock. and to raise the amount of the said new stock, either by distribution amongst the original shareholders, or by the issue of new shares, or partly in one way and partly in the other ; and the said new stock shall be subject to all such incidents both with reference to the payment of calls and forfeitures, and as to the power of lending and borrowing or otherwise as the original stock.

Liability of shareholders limited. **8.** No member of the Company as such shall be liable for or charged with the payment of any debt or obligation of or demand due from the Company beyond the amount unpaid on any shares in the capital of the Company held by him.

Stock register and entries therein. **9.** The Company shall keep in a book or books a stock register, and therein shall be fairly and distinctly entered, from time to time, the following particulars ; the names and addresses and the occupations (if any) of the members of the Company, and the number of shares held by each member, and the amount paid or agreed to be considered as paid on the shares of each member.

Who deemed members. **10.** Every person who agrees in writing to become a member of the Company, and whose name is entered on the stock register shall be deemed to be a member of the Company.

Trusts not to affect company. **11.** Notice of any trust expressed, implied or constructive, shall not be entered on the register nor shall any such notice in any way affect the Company as to its shares or any transfer or any transmission thereof.

Allotment of shares. **12.** When any person makes application in writing, signed by him, for an allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be deemed conclusively to have agreed to become a member of the Company in respect of the shares so allotted, and he shall be entered on the stock register in respect thereof accordingly.

Share certificate and renewal thereof. **13.** Every member of the Company shall be entitled to receive a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon ; and on evidence to the satisfaction of the Directors being given, that any such certificate is worn out, destroyed or lost, it may be renewed on such terms as the Directors may appoint : such certificate shall be *prima facie* evidence of the title of the member therein named to the share or shares therein specified.

No share to be sub-divided ; **14.** If any share stands in the name of two or more persons, the first named in the register of such persons shall, as regards

regards voting at meetings, receipt of dividends, service of notices and all other matters connected with the Company (except transfer), be deemed the sole holder thereof; no share in the Company shall be subdivided.

person first named regarded as sole holder.

**15.** The Directors may, from time to time, make such calls upon the members in respect of all moneys unpaid upon their respective shares as they shall think fit: Provided, that thirty days at least before the day appointed for each call, notice thereof shall be mailed to each shareholder and published for that period in a newspaper published in the City of Saint John; but no call shall exceed the amount of ten dollars per share, and a period of three months at least shall intervene between two successive calls.

Calls on stock.

Proviso: Notice and amount of and interval between calls.

**16.** Each member shall be liable to pay the amount of any call so made upon him to such person or persons and at such times and places as the Directors shall appoint.

Liability for calls.

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

Call deemed made when authorized. Interest after day appointed.

**18.** The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the amounts due on the shares held by such member beyond the sums then actually called for; and upon the moneys so paid in advance, or so much thereof as shall, from time to time, exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay dividends as upon paid up capital.

Dividends on shares and on moneys paid in advance.

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

Register of transfers.

**20.** No transfer of shares shall be made without the consent and approval of the Directors, unless the full amount of such shares shall have been paid up.

Proviso as to transfer of shares.

**21.** Every instrument of transfer of any share in the Company shall be executed by the transferrer and transferee, and the transferrer shall be deemed to remain the holder of such share and a member of the Company in respect thereof until the name of the transferee shall be entered in the stock register in respect thereof.

Transfers,—how to be executed.

Form of transfer.

**22.** The Directors of the Company shall have power to prescribe the form of the transfer of shares.

As to transfers by debtors to company.

**23.** The Directors may decline to register any transfer of shares belonging to any member who is indebted to the Company.

Transfer by death, bankruptcy, insolvency of members, &c.

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

Notice to shareholders in default of payment of calls.

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

That their shares will be forfeited if calls are not paid.

In default of payment, Directors may declare shares forfeited.

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

Forfeited shares to be the property of the company.

Proviso: no more shares to be sold than will pay arrears.

**27.** Every share which shall be so declared forfeited, shall be deemed the property of the Company, and may be sold, re-allotted or otherwise disposed of upon such terms, in such manner and to such person or persons as the Company shall think fit: Provided, that the Company shall not sell nor transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter on account of any calls, together with interest and the expenses attending such sale and declaration of forfeiture: and if the money produced by the sale of any such forfeited share or shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale and the expenses aforesaid, the surplus shall on demand be paid to the defaulter,

defaulter, or if not so paid, applied in and towards satisfaction of any calls made thereafter, but prior to such demand being made as last aforesaid, in respect of the remaining unsold shares of such defaulter.

**28.** Any member, whose shares shall have been declared forfeited, shall, notwithstanding such forfeiture, be liable to pay to the Company the balance due upon all calls, interest and expenses owing upon such shares at the time of the forfeiture, after deducting any sum that may have been realized by the Company from the sale or other disposition of such forfeited shares.

Dues on forfeited shares to be paid.

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

Directors may reserve the issue of stock.

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

Reserved shares; how disposed of.

**31.** It shall be lawful for the Company to receive money on deposit for such periods and at such rates of interest as may be agreed upon: Provided, that the total amount of money so received on deposit, shall not at any time exceed the then paid up capital of the Company and thirty-three and one third per cent. added thereto.

Company may receive deposits of money.  
Proviso: Total amount limited.

**32.** For the purpose of organizing the said Company, the provisional Directors, or a majority of them, may cause stock books to be opened after giving public notice thereof by advertisement in one or more newspapers published in the said City of Saint John,—in which stock books shall be recorded the names and subscriptions of such persons as desire to become shareholders in the Company; and such books may be opened in the City of Saint John, in the Province of New Brunswick, and elsewhere, at the discretion of the said provisional Directors, and shall remain open as long as they deem necessary.

Provisional Directors may open stock books.

**33.** When and so soon as the capital stock shall have been subscribed, and at least ten per cent. of the amount so subscribed

When the first general meeting of

shareholders  
may be held.

Notice.

Election of  
Directors.

subscribed paid in, the said provisional Directors may call a general meeting of the shareholders, to be held in the said City of Saint John,—giving at least thirty days' notice of the time and place for holding such meeting, by publishing the same at least twice a week in some newspaper published in the said City of Saint John, and also, by serving such notice on each shareholder, either personally or by sending the same through the post as hereinafter provided; at which general meeting the shareholders present or represented by proxy, shall elect seven Directors who shall constitute the Board of Directors, and shall hold office until they are re-elected or their successors are appointed at such time and in such manner as may be provided for by the by-laws of the Company.

Number and  
qualification  
of Directors.

**34.** The business of the Company shall be managed by not fewer than nine nor more than thirteen Directors, each of whom shall be the holder of at least forty shares of the stock of the Company.

Number of  
Directors may  
be increased.

**35.** The number of Directors by whom the business of the Company shall be managed may, at the first or at any other general meeting of the Company, be increased to any number not exceeding thirteen.

How the  
profits of the  
company  
shall be  
disposed of.  
Reserve fund.

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

No dividend  
to impair  
capital.

**37.** The Company shall not declare any dividend whereby their capital stock will, in any way or degree, be reduced.

Penalty on  
directors pay-  
ing dividend  
out of capital,  
&c.

**38.** 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 able to do so, enter on the minutes of the Board of Directors his protest against the same, and within eight days thereafter publish.

How a direc-  
tor may  
relieve him-  
self from  
such penalty.

lish such protest in at least one newspaper published at, or as near as may be possible, to the place in which the office or chief place of business of the Company is situated, such Director may thereby, and not otherwise, exonerate himself from such liability.

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

Lien of company thereon

**40.** Notice of any dividends that may have been declared shall be given to each member either personally or through the post office, and no dividend shall bear interest against the Company.

Notice of dividends. Dividends not to bear interest.

**41.** The chief place of business of the said Company shall be at the City of Saint John, in the Province of New Brunswick, which shall be the legal domicile of the Company; but the said Company shall have power, from time to time, and at all times hereafter, to establish such and so many offices and agencies in any part of the Dominion of Canada and elsewhere, and under such regulations for the conduct and management thereof, and to remove and discontinue the same as the Directors of the Company may deem expedient

Chief place of business of the company; branch offices and agencies.

**42.** Notices requiring to be served by the Company upon the members may be served personally or by leaving the same for, or sending them through the post office in pre-paid letters addressed to the members at their registered place of abode.

Service of notice by company on members.

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

Notice to joint shareholders.

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

Election of directors, meetings of the company, &c.; how regulated.

Powers of meetings of shareholders or directors.

**45.** At all meetings of the Company, each shareholder shall be entitled to give one vote for each share then held by him and so held for not less than twenty days prior to the time of voting; such votes may be given in person or by

Shareholder's votes.

Proxies.

proxy,



proxy, the holder of any such proxy being himself a shareholder, but no shareholder shall be entitled, either in person or by proxy, to vote at any meeting unless he shall have paid all the calls upon all the shares held by him; all questions proposed for the consideration of the shareholders shall be determined by the majority of votes,—the Chairman presiding at such meeting having the casting vote in case of an equality of votes.

Majority to decide.

Casting vote.

Yearly statement to be sent to the Minister of Finance, and what it must contain.

**46.** The Company shall transmit annually to the Minister of Finance, a statement in duplicate made up to the thirty-first day of December then last and verified by the oath of the President and Managing Director or Manager, setting out the capital stock of the Company, and the proportion thereof paid up, the names of the shareholders with their places of abode and the number of shares held by each, the assets and liabilities of the Company, the amount and nature of the investments made by the Company, and the rates of interest derived therefrom, distinguishing the classes of securities, the extent and value of the lands held by them, and such other details as to the nature and extent of the business of the Company as may be required by the Minister of Finance; and a copy of each such statement shall be transmitted by the Company to the Clerk of each House of Parliament within the first fifteen days of the first session after the day to which it is made up: Provided always, that in no case shall the Company be bound to disclose the names or private affairs of any person who may have dealings with them.

Interpretation clause.

Manager.

Secretary.  
Land and real estate.  
Company.  
Directors.  
Manager.

**47.** In this Act the following words and expressions have the several meanings hereby assigned to them, unless there be something in the subject or context repugnant to such construction, that is to say:—The word “manager” includes the words “cashier” and “secretary;” the expression “The Company” means “The Maritime Savings and Loan Society” in this Act mentioned and described; the expressions “the Directors” and “manager” mean the Directors and the manager respectively, for the time being, of the said Company.

Company to be subject to any general Acts.

**48.** The Company hereby incorporated shall be subject to such provisions of any general Acts passed by Parliament during the present or any future session as may be declared to apply to loan and investment companies, or which Parliament may deem necessary for the public interest.

Company not to organize or commence without certificate of Treasury Board.

**49.** Notwithstanding anything in this Act to the contrary, the Company shall not be organized nor commence business until they shall have obtained from the Treasury Board a certificate to the effect that it has been proved to the satisfaction of the Board that such amounts of capital have been

*bonâ*

*bonâ fide* subscribed and paid in as are, by this Act, required to be subscribed and paid in respectively before organizing and commencing business under the terms of this Act.

50. The Company shall obtain from the Treasury Board, within two years from and after the passing of this Act, the certificate by this Act required to be obtained by the Company before it can commence business, in default of which this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Certificate must be obtained within two years.

## CHAP. 67.

An Act to incorporate "The National Exchange Company."

[Assented to 12th April, 1876.]

**W**HEREAS John Francis Mahon, James Adolphus Mahon, Alexander Johnston, Loftus Cuddy, William Ralph Meredith, John Taylor, Daniel Regan, and Samuel Crawford, propose to establish a joint stock Company, and have, by petition, prayed for the passing of an Act of incorporation for the said Company, 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 :—

Preamble.

1. John Francis Mahon, James Adolphus Mahon, Alexander Johnston, Loftus Cuddy, William Ralph Meredith, John Taylor, Daniel Regan, and Samuel Crawford, and all and every other person and persons, body and bodies politic, who shall, from time to time, be possessed of any share or shares in the undertaking hereby authorized to be carried on, shall be united into a Company, according to the powers and authorities, rules, orders and regulations hereinafter set forth or referred to, and shall be one body politic and corporate by the name of "The National Exchange Company," and by that name shall have perpetual succession and a common seal, with power to break and alter such seal ; and by that name may sue and be sued, plead and be impleaded in all courts of law or equity whatsoever.

Certain persons and their associates incorporated.

Corporate name and general powers.

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

Provisional Directors.

3.

Powers and  
business of  
the Company.

May make  
loans of  
money and on  
what secur-  
ity, &c., &c.

Rate of  
interest  
limited.

Powers for  
collecting,  
&c.

Application  
of capital for  
such pur-  
poses.

Incidental  
and necessary  
powers.

Borrowing  
powers of the  
Company.

Securities to  
be given by  
them.

**3.** The Company are hereby empowered to lay out and invest their capital in the first place in paying and discharging all costs, charges and expenses incurred in applying for and obtaining the passing of this Act, and all other expenses preparatory or relating thereto ; and the remainder of such capital, or so much thereof as may, from time to time, be deemed necessary, in the manner and for the purposes hereinafter mentioned, that is to say:—The Company may, from time to time, lend and advance money by way of loan or otherwise, for such periods as they may deem expedient, on any real security, or on the public securities of the Dominion, or of any of the Provinces thereof, and upon such terms and conditions and at such rate of interest, not exceeding eight per cent. per annum, as shall be lawful or may be lawfully taken, received, reserved or exacted either by individuals or by corporate bodies in the place where the contract for the same shall be made or be executory, as to the Company shall seem satisfactory or expedient ; and may acquire by purchase or otherwise mortgages on real estate, and real securities and may re-sell the same, as they may deem advisable ;—with power to do all acts that may be necessary for advancing such sums of money and for receiving and obtaining re-payment thereof, and for compelling the payment of all interest (if any) accruing from such sums so advanced, and the observance and fulfilment of any conditions annexed to such advance, and the forfeiture of any term or property consequent on the non-fulfilment of such conditions or for the delay of payment, and to give receipts, acquittances and discharges for the same either absolutely and wholly or partially ; and to execute such deeds, assignments or other instruments as may be necessary for carrying any such purchase or re-sale into effect : and for all and every and any of the foregoing purposes, and for every and any other purpose in this Act mentioned or referred to, the Company may lay out and apply the capital and property, for the time being, of the Company, or any part thereof, or any of the moneys authorized to be hereafter raised or received by the Company in addition to their capital for the time being, with power to do, authorize and exercise all acts and powers whatsoever in the opinion of the Directors of the Company requisite or expedient to be done or exercised in relation thereto.

**4.** The Directors may, from time to time, with the consent of the Company in general meeting assembled, borrow money on behalf of the Company at such rates of interest and upon such terms as they may, from time to time, think proper ; and the Directors may for that purpose make and execute any mortgages, bonds or other instruments, under the common seal of the Company, for sums of not less than one hundred dollars each ; or assign, transfer or deposit by way of equitable

able mortgage or otherwise, any of the documents of title, deeds, muniments, securities or property of the Company, and either with or without power of sale, or other special provisions as the Directors may deem expedient; and no lender shall be bound to enquire into the occasion for any such loan, or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted: and it shall be lawful for the Company to receive money on deposit, without giving any such security as aforesaid, for such periods and at such rate of interest as may be agreed upon: Provided that the total amount of money so received on deposit, together with the aggregate of the sum or sums so borrowed, shall not at any time exceed the then paid up capital of the Company, and thirty-three and one third per cent. added thereto.

Lenders not bound to make certain inquiries.  
Money on deposit.

Total amount borrowed or deposited limited.

5. Provided further that the Company shall not borrow any money or receive any money on deposit unless and until at least twenty per cent. of its subscribed capital has been *boná fide* paid up, nor unless the amount thereof so paid up shall be at least two hundred thousand dollars.

Proviso: Company not to borrow until certain requirements are complied with.

6. The Company may hold such real estate as may be necessary for the transaction of their business, or as being mortgaged or hypothecated to them, may be acquired by them for the protection of their investments, and may, from time to time, sell, mortgage, lease or otherwise dispose of the same: Provided always, that it shall be incumbent upon the Company to sell any real estate acquired in satisfaction of any debt within ten years thereafter.

Power to hold land for the transaction of their business, or taken in satisfaction of debt.

Proviso—the latter to be sold within a certain time.

7. The Company may stipulate for, and may demand and receive in advance, the interest from time to time accruing on any loans granted by the Company, and may also receive payments on any loans by way of sinking fund, for the gradual extinction of such loan upon such terms and in such manner as may be regulated by the by-laws of the Company; and may require from the borrower the payment of the expenses incidental to any such loan, either at the time the loan is advanced or may give such time for payment of the same as they may be advised, and may add the same to the principal or interest secured by any mortgage or other security securing the loan.

Company may demand and receive interest in advance with sinking fund.

Expenses may be added to principal.

8. The Company may stipulate for, take, reserve and exact any rate of interest or discount that may be lawful or may be lawfully taken, received, reserved or exacted either by individuals or by corporate bodies in the place where the contract for the same shall be made or be executory, but not exceeding eight per centum per annum, and shall not in respect thereof be liable for any loss, penalty or forfeiture on any account whatever; and may also receive an

What interest or discount the Company may take.

And for a sinking fund.

an annual payment on any loan by way of a sinking fund for the gradual extinction of such loan, upon such terms and in such manner as may be regulated by the by-laws of the Company.

Register of securities what to show.

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

Capital and number of shares. Power to increase stock to \$1,000,000.

10. The capital of the Company shall be one million dollars, in shares of one hundred dollars each; but it shall be lawful for the said Company, by a resolution passed at any general meeting of the shareholders, to increase the capital stock at any time, or from time to time as may be deemed expedient, to any sum not exceeding one million dollars, and to raise the amount of the said new stock either by distribution amongst the original shareholders or by the issue of new shares, or partly in one way and partly in the other; and the said new stock shall be subject to all such incidents, both with reference to the payment of calls and forfeiture, and as to the powers of lending and borrowing or otherwise as the original stock.

Incidents of new stock.

Shares to be personal estate.

11. All shares in the capital of the Company shall be personal estate, and transmissible as such.

Extent of liability of shareholders.

12. No member of the Company shall be liable for or charged with the payment of any debt or demand due from the Company beyond the extent of his shares in the capital of the Company not then paid up.

Register of shareholders.

13. The Company shall keep, in a book or books, a register of the members of the Company, and therein shall be fairly and distinctly entered from time to time the following particulars:—The names and addresses, and the occupations (if any) of the members of the Company, and the number of shares held by such members, and the amount paid or agreed to be considered as paid on the shares of each member; and every person who agrees in writing to become a member of the Company, and whose name is entered on the register of members, shall be deemed to be a member of the Company.

Who to be deemed members.

Register to be deemed evidence.

14. The register of members shall be *prima facie* evidence of any matters by this Act directed or authorized to be inserted therein.

Company not bound to regard trusts on stock.

15. Notice of any trust, expressed, implied or constructive shall not be entered on the register, nor shall any such notice in any way affect the Company as to its shares or any transfer or any transmission thereof.

**16.** When any person makes application in writing signed by him for an allotment of shares, and any shares or share are or is allotted to him in pursuance of such application, he shall be deemed *prima facie* to have agreed to become a member of the Company in respect of the shares so allotted, and he shall be entered on the register of members in respect thereof accordingly.

Allotment of shares and its effect.

**17.** Every member of the Company shall, on payment of twenty-five cents, or such less sum as the Directors shall prescribe, be entitled to receive a certificate under the common seal of the Company, specifying the share or shares held by him, and the amount paid up thereon; and on evidence to the satisfaction of the Directors being given that any such certificate is worn out, destroyed or lost, it may be renewed on payment of the sum of twenty-five cents, or such less sum as the Directors shall prescribe: such certificate shall be *prima facie* evidence of the title of the member therein named to the share or shares therein specified.

Certificates of shares.

Renewal of certificates.

**18.** If any share stands in the name of two or more persons, the first named in the register of such persons, shall, as regards voting at meetings, receipt of dividends, service of notices, and all other matters connected with the Company (except transfer) be deemed the sole holder thereof. No share in the Company shall be subdivided.

Joint shareholders.

No share to be divided.

**19.** The Directors may, from time to time, make such calls upon the members in respect of all moneys unpaid upon their respective shares as they shall think fit: Provided, that twenty-one days at the least before the day appointed for each call, notice thereof shall be served on each member liable to pay the same; but no call shall exceed the amount of ten dollars per share and a period of three months shall at the least intervene between two successive calls.

Power to make calls.

Notice—calls limited.

Interval between.

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

Liability to pay calls.

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

Interest on calls due and unpaid.

**22.** The Directors may, if they think fit, receive from any member willing to advance the same, all, or any part of the amounts due on shares held by such member, beyond the sums then

Payment in advance.

Interest may  
be allowed.

then actually called for ; and upon the moneys so paid in advance, or so much thereof as from time to time shall exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay interest at such rate per annum as the member paying such sum in advance and the Directors shall agree upon.

Transfer  
Register.

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

Consent of  
Directors  
requisite.

**24.** No share shall be transferred without the consent and approval of the Directors, unless the full amount of such share shall have been paid up.

Execution  
transfer.

**25** Every instrument of transfer of any share in the Company shall be executed by the transferrer and the transferee, and the transferrer shall be deemed to remain the holder of such share, and a member of the Company in respect thereof, until the name of the transferee shall be entered in the register of members in respect thereof.

Arrears must  
be first paid.

**26.** The Directors may decline to register any transfer of shares belonging to any member who is indebted to the Company.

Transmission  
of shares by  
bankruptcy,  
marriage of  
female mem-  
bers, &c.

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

Liability to  
forfeiture for  
non-payment  
of calls.

Notice of  
forfeiture.

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

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

Forfeiture of share.

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

Disposal of forfeited shares.

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

Liability to payment of arrears.

**32.** There shall be paid in respect of every transfer or transmission of shares, such a fee not exceeding fifty cents, as the Directors shall, from time to time, prescribe.

Fee on transfers.

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

\* Reservation of shares.

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

Offer of reserved shares to members in proportion to their stock.

**35.** So soon as one million dollars of the capital stock shall have been subscribed, and one hundred thousand dollars shall have been paid up, the provisional Directors of the said Company may call a meeting of the shareholders, at some place to be named in the City of London, giving at least ten days' notice by circular, and also in some daily newspaper published in the said city,—at which meeting the shareholders present in person or represented by proxy shall elect seven Directors in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and shall hold office until they are re-elected or their successors appointed at such time as may be provided for in the by-laws of the Company.

Amount of capital stock to be subscribed and paid before transaction of business and election of Directors.

Term of office.



Number of  
Directors.

**36.** The business of the Company shall be managed by a Board of not less than nine nor more than thirteen Directors, a majority of whom shall constitute a quorum for the transaction of business.

Directors shall fix salaries of president and employees. Power to make by-laws, &c. Proviso.

**37.** The Board of Directors shall fix and determine the salaries or compensation for services to be allowed and paid to the President, Cashier, and other employees, and may make and adopt such by-laws, rules or regulations for the internal management of the affairs of the Company, as they may deem expedient and proper: Provided such by-laws shall not be at variance with any of the provisions of this Act, and shall only remain in force until the next general meeting of the shareholders, unless then ratified.

Qualification of Directors.

**38.** No person shall be eligible for Directorship in the said Company who does not hold in his own name and for his own use at least ten shares of its capital stock.

Annual election of Directors.

**39.** There shall be an annual election of Directors for the Company, to be held at the City of London, on a day and at a place to be fixed by by-law, and notices of such election shall be mailed to the stockholders or published in one daily and one weekly paper printed at the said City of London, during the ten days preceding the day of election.

President and vice-president, election of and how made.

**40.** The Directors and their successors at their first meeting, or as soon thereafter as practicable, shall elect by ballot one of their number to the office of President, and another to the office of Vice-President; and the President so elected shall be acknowledged the official head of the Company.

Vacancies how filled.

**41.** If any vacancy should any time occur amongst the said Directors by death, resignation, removal or disqualification, such vacancy shall be filled for the remainder of the term of office of the Director dying, resigning or being removed or becoming disqualified by the remaining Directors, or the majority of them, electing in such place or places a shareholder or shareholders eligible for such office.

If election not held on day appointed may be held on another day named by Directors.

**42.** In case it should happen that an election of Directors of the said Company should not be made on any day when pursuant to this Act and in accordance with the provisions of the by-law made in that respect, it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election in such manner as may be regulated, directed and appointed by the Directors for the time being; and the Directors in office shall so continue until a new election is made.

**43.** At all meetings of the Company each shareholder shall be entitled to give one vote for each share then held by him and so held for not less than twenty days prior to the time of voting. Such votes may be given in person or by proxy—the holder of any such proxy being himself a shareholder ; but no shareholder shall be entitled, either in person or by proxy, to vote at any meeting unless he shall have paid all the calls then due upon all the shares held by him : all questions proposed for the consideration of the shareholders shall be determined by a majority of votes, which votes, in all cases, shall be cast by ballot,—the chairman presiding at such meeting having the casting vote in case of an equality of votes ; and at all meetings of the Directors the President or Vice-President or presiding Director shall give the casting vote in case of an equality of votes, in addition to his own vote as a Director.

Votes and proxies.

All calls to be paid before voting. Majority to decide.

Votes by ballot.

Casting vote.

**44.** The Directors shall appoint a person to the office of Cashier or Manager, whose duty it shall be to keep the minutes of the Board of Directors, to direct the employees of the Company, to examine accounts and give directions for carrying into effect the general business of the Company, and report to the Directors at their meetings the state and condition of the Company.

Directors to appoint a cashier or manager ; duties of.

**45.** The Cashier and all other employees of the Company appointed by the Board of Directors shall, before entering upon their several duties, give bonds with sureties satisfactory to the President for the faithful performance of the various trusts reposed in them : Provided always that no Director of the Company shall, at any time, become a surety for any employee of the Company.

Cashier and employees to give bonds.

Proviso.

**46.** The Cashier for the time being shall give to subscribers to the capital stock of the Company, receipts for instalments paid by them, countersigned by the President for the time being, and no certificate of stock shall be issued to a subscriber until the total amount of his or her subscriptions shall have been paid.

Cashier to give receipts for instalments

**47.** All certificates of stock in the Company shall be signed by the Cashier and President, and countersigned by one of the Directors for the time being, appointed by the Board for that purpose, and such Director shall keep a duplicate stock ledger.

Certificates of stock how signed and countersigned.

**48.** The profits of the Company, so far as the same shall extend, shall be divided and disposed of in manner following, that is to say ; there shall, in the first place, be set apart for the purpose of forming a reserve fund, to meet contingencies or for equalizing dividends, such sum, not less in any one year than two and a half per centum upon the net profits

Division of profits of Company.

profits of the business of such year, as the Directors shall, from time to time, think fit; and the residue of such profits shall be divided amongst the members, in such manner as the Directors with the sanction of the Company in general meeting assembled shall determine.

Dividends not to reduce capital.

**49.** The Company shall not make any dividend whereby the capital stock shall be reduced.

Deductions from dividends.

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

Notices of dividends.

**51.** Notice of any dividend that may have been declared shall be given to each member—and no dividend shall bear interest against the Company.

Chief office in London.

**52.** The Company shall have its chief office in the City of London, and may establish such other offices or agencies elsewhere in the Dominion of Canada as they may deem expedient.

Service of notices by the Company.

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

Notices to members sent by post.

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

Notices to joint shareholders.

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

Notice binding on transferees.

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

Certified copies of by-laws, &c., to

**57.** A copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be

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

be received as *prima facie* evidence without further proof.

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

Certain matters may be regulated by by-law.

Meetings.

**59.** The Company shall transmit annually to the Minister of Finance a statement in duplicate, made up to the thirty-first day of December and verified by oath of the President and Cashier, setting out the capital stock of the Company and the proportion thereof paid up, the names of all the shareholders with their places of abode and the number of shares held by each, the assets and liabilities of the Company, the amount and nature of the investments made by the Company, both on their own behalf and on behalf of others, and the average rate of interest derived therefrom,—distinguishing the classes of securities, the extent and value of the lands held by them, and such other details as to the nature and extent of the business of the Company as may be required by the Minister of Finance; and the Company shall transmit a copy of each such statement to the Clerk of each House of Parliament within the first fifteen days of the first session after the date to which it has been made up: Provided always, that in no case shall the Company be bound to disclose the name or private affairs of any person who may have dealings with them.

Annual statement to Finance Minister and what it must show.

Proviso.

**60.** In this Act the following words and expressions have the several meanings hereby assigned to them, unless there be something in the subject or context repugnant to such construction, that is to say:—the word “Cashier” includes the words Manager, Secretary and clerk; the expression “The Company,” means the National Exchange Company; “The Directors and the Cashier” mean the Directors and Cashier respectively for the time being of the said Company.

Interpretation.

**61.** The Company hereby incorporated shall be subject to such provisions of any general Acts passed by Parliament

Company to be subject to any general Act. during

during the present or any future session as may be declared to apply to loan and investment companies, or which Parliament may deem necessary for the public interest.

To obtain certificate from Treasury Board before organizing or commencing.

**62.** Notwithstanding anything in this Act to the contrary, the Company shall not be organized nor commence business until they shall have obtained from the Treasury Board a certificate to the effect that it has been proved to the satisfaction of the Board that such amounts of capital have been *bonâ fide* subscribed and paid up as are by this Act required to be subscribed and paid up respectively before organizing and commencing business under the terms of this Act.

Certificate must be obtained within two years.

**63.** The Company shall obtain from the Treasury Board, within two years from and after the passing of this Act, the certificate by this Act required to be obtained by the Company before it can commence business, in default of which this Act shall become and be null and void and of no effect, and the Charter hereby granted and all and every the rights and privileges hereby conferred, shall be forfeited.

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## CHAP. 68.

An Act to amend the Act to incorporate "The Commercial Travellers' Association of Canada."

[Assented to 12th April, 1876.]

Preamble.

**W**HEREAS by the Act to incorporate "The Commercial Travellers' Association of Canada" it was declared that the said Association had for its objects the moral, intellectual and financial improvement, advancement and welfare of its members; and whereas one purpose of the said Association was to insure its members against accidents, and doubts have been expressed whether such purpose falls by legal construction within the objects so defined: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, declares and enacts as follows:—

Association may make contracts for Accident Insurance.

**1.** The said Association shall have and has power and authority, with and out of the funds thereof, to make contracts of insurance with any Accident Insurance Company, against accidents or casualties arising to the members of the said Association whereby they may suffer loss or injury, or be disabled or die, and also to apply its funds from time to time in benefits or bonuses to members thereof during sickness or disability from accident, casualty, or otherwise, or at death to the families or personal representatives of such members,

members, and to make and from time to time to alter such by-laws, rules and regulations as may be necessary for any such purpose.

**2.** And it is hereby declared, that the Association has power and authority to grant any sum of money to the family or representatives of any of the members of the Association, who have died by reason of any accident since the incorporation of the said Association, or to grant any sum of money to any of the members of the said Association who are living, but have suffered loss or injury or have been disabled since the incorporation of the said Association.

And may grant relief to certain of its members.

**3.** At any annual meeting of the Association members may vote by proxy in the election of officers in such manner as shall be provided by by-law.

Votes by proxy.

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## CHAP. 69.

An Act to amend the Act to incorporate "The Canada Shipping Company."

[Assented to 12th April, 1876.]

**W**HEREAS "The Canada Shipping Company" have petitioned for amendments to their Act of Incorporation, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

**1.** The said Company are hereby authorized, from time to time, as occasion may require, and by such amounts as may, from time to time, be deemed advisable, to increase their capital stock to an extent not exceeding in all five millions of dollars currency, either by the allotment of new shares to the persons who may be holders of the stock of the Company at the time of the increase, or by the admission of new subscribers, or by any other equitable means the said Company, acting by its shareholders or Directors, may decide upon.

Capital stock may be increased to \$5,000,000, and by what means.

**2.** All the provisions of the Statute of Canada, thirty-first Victoria, chapter eighty-eight, in regard to the making and the recovery of calls, as well as in regard to by-laws, and generally all the powers granted by the said cited Statute in so far as they are applicable, shall apply to the increase of stock authorized by the present Act, save and except as hereinafter provided.

Act of incorporation 31 V., c. 88, to apply.

Shares to be  
\$100 each.

**3.** The capital stock of the said Company, old and new, shall be divided into shares of one hundred dollars, currency, each, and the present shares being each for one thousand dollars, shall be divided each into ten shares of one hundred dollars; and the Directors may, by resolutions, rules, orders or by-laws, require the surrender of such scrip certificates or vouchers for shares as may exist or may have been granted in respect of the present existing shares, and grant such new certificates in accordance with the amendments herein contained as they may judge advisable.

New certifi-  
cates for  
existing  
shares.

Company  
may purchase  
cargo, to be  
carried ex-  
clusively by  
their vessels.

**4.** The Company are hereby empowered, by themselves or their agents, when they find it necessary or advisable so to do, to purchase, and afterwards sell, cargoes or parts thereof to be carried exclusively by the vessels of the said Company.

Company  
may purchase  
vessels, &c.

**5.** The Company are hereby empowered to purchase, acquire and sell all kinds of ships, steamers, steamships, boats, vessels and craft generally, as well as appurtenances, ships' stores and furnishings, either from individuals or companies, and may pay for the same in money or other value, or in shares in the capital stock of the said Canada Shipping Company, provided the number of shares issued for all purposes shall not exceed the number authorized by the present Act.

Proviso.

Name of  
Company  
changed.

**6.** The Company, for and notwithstanding anything in the said recited Act contained, shall hereafter be known and designated as "The Canada Shipping Company (Limited)."

## CHAP. 70

An Act to amend the Act thirty-eighth Victoria, chapter ninety-three, intituled, "An Act to incorporate the Canadian Gas Lighting Company."

[Assented to 12th April, 1876.]

Preamble.  
33 V., c. 93.

**W**HEREAS the "Canadian Gas Lighting Company" has petitioned for certain amendments to its Act of Incorporation; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 1  
amended.

**1.** Section one of the said Act of incorporation is amended to read as follows:

“1. The said petitioners and all such other persons as shall be shareholders in the corporation hereby created, shall be, and they are hereby made, a body corporate and politic, by the name of the “Canadian Gas Lighting Company,” and shall have the power to work the said inventions and processes, and also the Patent known as Rigby’s Excelsior Patent for the manufacture and sale of illuminating gas, and the apparatus to produce the same, in any part of the Dominion of Canada, and may hold, use, or dispose of the same for the benefit of the business of the said Company. Moreover, the said Company may acquire and hold by purchase or otherwise immovable property, for the efficient and convenient carrying on and development of the business of the said Company, and may sell or otherwise dispose of the same, and in place thereof acquire other immovable property for the same purpose.”

Certain persons incorporated.

Corporate name and powers.

May hold real estate for their own use.

## CHAP. 71.

An Act to amend the Act incorporating “The Ottawa Gas Company,” to confirm a resolution of their Shareholders placing preferential and ordinary stock on the same footing, and to confirm, amend and extend their corporate powers.

[Assented to 12th April, 1876.]

WHEREAS under the provisions of a certain Act of the Parliament of the late Province of Canada passed in the twenty-ninth year of the reign of Her Majesty Queen Victoria, intituled: “An Act to change the name of the Bytown “Consumers’ Gas Company and to confirm, amend and extend “their corporate powers under the name of The Ottawa Gas “Company,” the capital stock of the said the Ottawa Gas Company was increased from ten thousand pounds to fifty thousand pounds, and the said Company were empowered at a general meeting of the holders of the then present subscribed stock by a resolution to be ratified by the President and Directors under the seal of the Company, to declare and make any number of the shares of such stock preferential stock, upon such terms and conditions and with such advantages to the subscribers and holders of such preferential stock, over the residue of such stock as they should see fit: And whereas at a general meeting of the said holders of the then present subscribed stock duly held on the twenty-third day of August in the year of Our Lord one thousand eight hundred and sixty-nine they, by resolution ratified by the President and Directors under the seal of the Company, declared

Preamble. Act of Province of Canada, 29 V., c. 88, recited in part.



clared and made thirteen hundred and twenty-two of the shares of such capital stock, preferential stock, upon the terms and conditions and with certain advantages in the said resolution set forth; And whereas at another general meeting of the said stockholders duly held on the twenty-first day of April in the year of Our Lord one thousand eight hundred and seventy-three they, by resolution ratified by the President and Directors under the seal of the Company, declared and made thirteen hundred and twenty-two of the shares of the unsubscribed capital stock of the Company "preferential stock second issue" upon the terms and conditions and with certain advantages therein set forth; And whereas at another general meeting of the said shareholders and of the first and second preferential stockholders duly held on the first day of June in the year of Our Lord one thousand eight hundred and seventy-five they, by resolution ratified by the President and Directors under the seal of the Company, and with the unanimous consent of all the preferential stockholders, allotted three thousand nine hundred and sixty-six shares of the said unsubscribed capital stock of the Company amongst the then holders of preferential stock, in the proportion of two shares for each share of preferential stock, first issue, held, and of one share for each share of preferential stock, second issue, held, in consideration that from thenceforth the said preferential stockholders, both of first and second issue, should cease to be preferential stockholders, and that all shares should be held on the same footing, with the same rights and powers as if the said preferential stock had never been created; And whereas to meet the requirements of the rapidly increasing population of the City of Ottawa, the City of Hull, and the villages of New Edinburgh and Rochesterville, it is necessary that the capital stock of the said Company should be increased; And whereas the said the Ottawa Gas Company have by their petition prayed that the said resolution of the first day of June in the year of Our Lord one thousand eight hundred and seventy-five, may be confirmed by Act of Parliament, their capital increased, and their corporate powers confirmed, amended, and extended, 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:—

A certain resolution of the Company declared legal.

1. The said resolution of the stockholders of the said Company passed at a general meeting held on the first day of June one thousand eight hundred and seventy-five, allotting certain unsubscribed capital stock to the holders of preferential stock, both first and second issue, and with the consent of all such preferential stockholders, declaring that thenceforth all preferential stock should cease to be preferential, and that all shares of the capital stock of the said Company should be non-preferential and on the same footing.

footing as if no preferential stock had ever been created, is hereby declared to have been legally passed, and to be legally operative and binding, and all shares of the capital stock of the said Company now held by subscribers are and shall be non-preferential.

**2.** It shall and may be lawful to and for the said Company to add to their present capital stock any sum not exceeding three hundred thousand dollars, divided into shares of twenty dollars each; provided that such increase of the capital stock shall be agreed upon by a majority of the votes of the shareholders present at any annual general meeting or meetings, or at any special meeting or meetings called from time to time for that purpose.

Increase of capital stock provided for.

Proviso.

**3.** Any new stock of the said Company to be issued on any such increase of the capital stock shall be allotted to the then shareholders of the said Company *pro rata* at par: Provided always, that any of such increased stock which shall not be taken up and subscribed for by any shareholder within one month from the time when notice of the allotment thereof shall have been mailed, prepaid, in the post office at the City of Ottawa, to his address, may be opened for subscription to the public in such manner and on such terms as the Directors of the said Company may determine.

Issue of new stock.

Proviso, as to allotment.

**4.** The shares of such stock subscribed for shall be paid in by such instalments, and at such times and places and under such regulations as the Directors of the said Company may, from time to time, appoint; and executors, administrators, trustees or curators paying instalments on the shares of deceased shareholders, shall be and they are hereby respectively indemnified for paying the same.

Calls on shares.

Payment by executors, &c.

**5.** It shall not be obligatory upon the said Company to open books of subscription, or to sell or allot the whole amount of stock authorized by this Act; but the said Company may, from time to time, limit the number of shares for which books of subscription shall be opened, or which shall be allotted, offered for sale, or otherwise disposed of, to such amount as may be, from time to time, agreed and decided upon by a majority of the votes of shareholders present at any general or special meeting of the shareholders as aforesaid, called for that purpose.

Stock may be issued from time to time.

**6.** The notice of any special meeting or meetings of the stockholders of the said Company called by the Directors or stockholders thereof, in pursuance of the Act of incorporation thereof or of this Act, shall be given by inserting a notice specifying the time, place, and object of such meeting in at least

Notice of special meetings.

least two daily newspapers published in the city of Ottawa in each issue thereof, during the two weeks next preceding the day fixed for such meeting.

Existing enactments to apply.

7. All the provisions of the Act incorporating the said Company, and the Acts amendatory thereof, which were or now are applicable to the present stock of the said Company, not inconsistent with the provisions of this Act, shall apply to the new stock subscribed or allotted under this Act.

## CHAP. 72.

An Act to extend the provisions of "An Act relating to the Upper Ottawa Improvement Company."

[Assented to 12th April, 1876.]

Preamble.

**W**HEREAS the Upper Ottawa Improvement Company have petitioned to have their charter extended and certain additional powers conferred on them, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain works authorized, and confirmed.

1. Those works which have been recently constructed on the Upper Ottawa, known as "Melons Chenail Boom" and "Allumette Boom," are hereby authorized and confirmed, subject always to compulsory removal after notice as is provided in section two of the Act passed in the thirty-eighth year of Her Majesty's reign, intitled, "*An Act relating to the Upper Ottawa Improvement Company.*"

38 V., c. 77.

Land selection privilege extended.

2. The privilege of selecting and acquiring ten separate and distinct parcels of land as provided in the said second section is hereby extended to the first day of May, one thousand eight hundred and eighty-one, and the same shall not be taken to have been reduced or impaired by the construction of the said works in the first section of this Act mentioned.

Dues for boom working expenses.

3. The said Company shall have a further power to levy and collect tolls, dues and charges for boom working expenses, the same having been first approved by the Governor in Council and published in the *Canada Gazette* pursuant to the provisions of section nine of the said cited Act, which section shall apply thereto; and the Order in Council to be adopted thereunder shall be deemed the only authority required for the tolls, dues and charges, and also for the works of the Company.

4. The Company may become parties to bills of exchange and promissory notes either as makers, endorsers, drawers, acceptors or holders, and may sue and be sued thereon, provided the same are made, drawn, endorsed, accepted or taken in accordance with a by-law or by-laws to be passed by the shareholders.

Company may be parties to promissory notes, &c.

5. The by-laws of the Company shall not require publication in any newspaper, but the same shall be printed and posted in the office of the Company and be open to inspection at all reasonable hours: Provided always, that copies of all such by-laws shall be appended to the Company's annual report made to the Minister of Public Works.

No publication of by-laws required.

Proviso.

## CHAP. 73.

An Act to amend the Act thirty-fifth Victoria, Chapter one hundred and eleven, intituled: "An Act to incorporate The Mail Printing and Publishing Company (Limited.)"

[Assented to 12th April, 1876.]

WHEREAS The Mail Printing and Publishing Company (Limited), duly incorporated as such by Act of Parliament, thirty-fifth Victoria, chapter one hundred and eleven, have by their petition prayed to be permitted to increase their capital stock by the issue of five hundred preferential shares, representing fifty thousand dollars, current money of Canada, and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Immediately after the coming into force of this Act, the said Company shall have power to increase their capital stock by the issue of five hundred preferential shares, of one hundred dollars currency each, for which purpose a stock-book shall be opened in the office of the said Company.

Preferential shares may be issued.

2. Of the opening of such stock-book, notice shall be given to each shareholder by the Secretary of the said Company, by circular bearing the ordinary last known address of such shareholder, or, in case of his absence, of his duly authorized agent, deposited and registered in the post office in the City of Toronto, and by advertisement, during fourteen consecutive days in The Mail newspaper.

Notice to be given.

Shareholders to have preference, during one month.

**3.** During a period of one month from the opening of the said stock-book, each shareholder of the said Company shall be entitled to subscribe for such preferential shares to the extent of one preferential share for every two shares held by him in the original capital stock of the said Company; at the expiration of that month any preference stock not then taken up may be divided *pro rata* among the shareholders who have already subscribed to the preference stock, one month being allowed them for decision.

Disposal of remainder of shares.

**4.** After the expiration of such second month, it shall be competent for anybody approved of by the Directors of the Company to subscribe for any portion of the said preferential shares which may not then have been taken up under the provisions of the next preceding section by the shareholders of the said Company.

To bear interest from payment. Calls.

**5.** The said preferential shares shall be called preference stock, and shall bear interest on all such portions thereof as shall be actually paid up, from the date of payment; and calls on such preference stock may be made by the Directors of the said Company from time to time, in their discretion.

Transfer of preference shares.

**6.** Shares of preference stock shall be transferable only in the manner and on the conditions provided by the by-laws of the said Company, with respect to the transfer of shares of the original stock of the Company, and they shall confer voting power in the same ratio.

To be first charge on net earnings for interest at 10 per cent.

**7.** The net earnings of the said Company, after the payment of all their outstanding liabilities, shall be applied towards the payment of interest at the rate of ten per centum per annum on the preferential stock, and any surplus remaining shall be applied as a dividend on the original capital stock of the Company.

Rights of preference shareholders.

**8.** In case it should become necessary, or be determined by a vote of the shareholders to wind up the affairs of the said Company, the shareholders of the preferential stock shall be paid in preference to the shareholders of the original capital stock.

Act not to affect right of action; and to be accepted by shareholders before taking effect.

**9.** This Act shall not affect any right of action which any individual shareholder may have against any Director, or officer of the Company, nor shall it have any force or effect whatever, until it has been accepted by the shareholders, by a resolution passed at a special general meeting of such shareholders, called for the purpose, which resolution to have effect must be concurred in by at least two-thirds of the votes of holders of paid up stock present, or represented by proxy, at such meeting, voting as provided by the original Act of incorporation.

## CHAP. 74.

An Act to enable The Welland Vale Manufacturing Company to obtain an extension of a Patent known as "Rodden's Improved Capped Ferrule or Socket."

[Assented to 12th April, 1876.]

**W**HEREAS the Welland Vale Manufacturing Company, having their chief place of business at St. Catharines, in the County of Lincoln and Province of Ontario, and being a Company incorporated by letters patent under the Great Seal of the Province of Ontario, dated the twenty-third day of October, in the year of Our Lord one thousand eight hundred and seventy-three, have by their petition represented that on and prior to the twenty-second day of September, in the year of Our Lord one thousand eight hundred and seventy-five, they were the holders of letters patent under the Great Seal of the Dominion of Canada, dated the twenty-second day of September, one thousand eight hundred and seventy, for improvements in sockets for forks, hoes, chisels, and other articles, known as "Rodden's Improved Capped Ferrule or Socket;" the said letters patent having on the day last aforesaid been granted to one William H. Rodden, who in or about the month of March, in the year of Our Lord one thousand eight hundred and seventy-three, being insolvent, made an assignment under the Insolvency laws of Canada of all his estate and effects—amongst which were the letters patent referred to—to one William T. Mason, an Official Assignee duly appointed; That on or about the ninth day of September, in the year of Our Lord one thousand eight hundred and seventy-three, the said William T. Mason assigned and transferred the said letters patent to one Edward C. Jones, and one William Chaplin, who are now respectively the President and Secretary of the said Company and hold the said Patent in their names; That on or before the expiration of the said letters patent, which were granted for the term of five years, the Company, or the said Edward C. Jones and William Chaplin were entitled, on application therefor, to a renewal of the same, as provided for in section seventeen of the Statute passed in the thirty-fifth year of Her Majesty's reign and chaptered twenty-six; but inadvertently the Company, or the said Edward C. Jones and William Chaplin omitted to make such application on or before the expiration of the said Patent, but did make such application some five weeks after, at which time the said application could not be entertained, it not being then competent for the Commissioner of Patents to grant a renewal of the same; And whereas the said Company have petitioned for an Act authorizing the Commissioner of Patents to receive such application and grant a renewal of the said Patent, as provided

Preamble.  
Case recited.

vided for in the said Patent Act, in as ample a manner as if application had been duly made before the expiration of the said Patent : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Extension of patent may be granted under S. 17 of 35 V., c. 26.

1. Notwithstanding anything to the contrary contained in the "*Act respecting Patents of Invention*," being chapter twenty-six of the Statutes of Canada, passed in the thirty-fifth year of Her Majesty's Reign, it shall be lawful for the Commissioner of Patents to receive the application of the said Welland Vale Manufacturing Company for a renewal of the said Patent, and to grant such renewal of the said Patent or such extension of the said Patent to the said Edward C. Jones and William Chaplin, with the consent of the said Company, as provided for in the seventeenth section of the said Patent Act above referred to, in as full and ample a manner as if the application for such renewal had been duly made within the time provided for in that behalf.

Certain rights saved of persons having used the invention.

2. Any person who by use or otherwise shall, within the period between the twenty-second day of September, in the year of Our Lord one thousand eight hundred and seventy-five, and the extension of the said Patent under this Act, have acquired any right in respect of such improvements or invention, shall continue to enjoy the same to all intents and purposes, as if this Act had not been passed.

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## CHAP. 75.

An Act to enable Ozro Morrill to obtain a patent for certain inventions and improvements in Sewing Machine Shuttles.

[Assented to 12th April, 1876.]

Preamble.  
Case recited.

WHEREAS Ozro Morrill has, by his petition, represented,— that he is a British subject resident in Canada, and is sole assignee of the inventions and improvements in sewing machine shuttles made by John Reece, also a British subject and resident in Canada; that on the eighteenth day of November, one thousand eight hundred and seventy-one, letters patent of the Dominion of Canada were issued to the said John Reece for such of his said inventions as were made prior to the date of the said letters patent; that subsequently letters patent were procured in the United States of America, Great Britain, France and Russia for all the inventions and improvements made by  
the

the said John Reece, prior to the respective dates of the said letters patent including certain valuable improvements made by him subsequent to the date of the said Canadian patent; that the said Ozro Morrill having been advised, and believing that the said Canadian patent was broad enough in its terms to protect all the improvements made by the said Reece expended large sums of money in buildings, tools and machinery in the Province of Quebec, for the purpose of manufacturing sewing machines containing the said inventions and improvements; that it is a matter of doubt whether the said Canadian patent validly covers and protects all the said improvements, and whether the said Ozro Morrill, by reason of having commenced the manufacture and sale of sewing machines of the description supposed to be protected by the said Canadian patent can now obtain a valid patent in Canada to protect such of the said improvements as might be held not to be included in and protected by the said Canadian letters patent, and that he the said Ozro Morrill is liable to sustain great loss and damage unless relief be granted in accordance with the prayer of his petition; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Notwithstanding anything to the contrary contained in "*The Patent Act of 1872*," it shall be lawful for the Governor General if he shall see fit, and upon being satisfied of the truth of the statements so made by the said petitioner, to grant letters patent to the said Ozro Morrill, for such of the inventions and improvements of the said John Reece in sewing machine shuttles as have been made by him since the date of the said Canadian letters patent and not included therein, in as full and ample a manner, with the same privileges and to the same effect, as if patents had been issued at the time when the said several inventions and improvements were respectively made,—the said letters patent so to be issued in virtue of this Act, to continue and have force for the term of five years from the date thereof: and the same may be extended at the expiration of five years, and at the expiration of ten years, from the date of issue, upon compliance with the ordinary conditions prescribed in the said "*Patent Act of 1872*," respecting extensions of patents.

Letters patent may be issued for certain inventions under 35 V., c. 26.

Extension may be granted under the said Act.

2. If any person has commenced to manufacture in Canada, sewing machine shuttles containing the inventions and improvements of the said John Reece, which may be included in the letters patent so to be issued in virtue of this Act, the right of such person to manufacture and sell such inventions and improvements in Canada shall not be prejudiced by this Act.

Existing rights saved.



OTTAWA :  
PRINTED BY BROWN CHAMBERLIN,  
LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY.  
1876.

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