



## CHAPTER 143

### An Act to incorporate Credit & Warehousing Corporation (*Corporation de crédit et d'entrepasage*)

[Assented to, the 11th of March, 1931]

**W**HEREAS Louis Marcel Lymburner, manufacturer, Preamble.

Jean Eugène Laurin, administrator, Ernest M. Tremblay, gentleman, Louis Marcel Lymburner, Jr., manufacturer, all of the city of Montreal, and Jules Gallet de la Minardière, advocate at the French Bar, heretofore of Versailles, France, and now domiciled in Montreal, have prayed for the passing of an act to incorporate them under the name of "*Corporation de crédit et d'entrepasage*" ("Credit & Warehousing Corporation"); and

Whereas it is expedient to grant their prayer;

Therefore, His Majesty, with the advice and consent of the Legislative Council and of the Legislative Assembly of Quebec, enacts as follows:

**1.** The persons named in the preamble and those who may hereafter become members of the corporation are hereby incorporated under the name of "Credit & Warehousing Corporation" ("*Corporation de crédit et d'entrepasage*").

**2.** The seat of the corporation shall be in the city of Montreal at the place fixed by the board of management.

**3.** The capital stock shall be divided into one hundred thousand preferred shares of ten dollars each and five hundred thousand shares of no par or nominal value. The shares without par or nominal value shall be issued and allotted for such price as the board of management may from time to time fix.

Increase of capital.

The capital stock of the corporation may be increased from time to time, by by-law to that effect adopted by the board of management and approved by the vote of at least two-thirds in value of the shares represented by the shareholders present at a special general meeting of the corporation, and on payment of the fee computed on the amount of the proposed additional capital stock, according to the tariff of fees then in force with respect to the incorporation of companies by letters patent. Notice of each increase in capital shall be published in the *Quebec Official Gazette*.

Notice.

When operations may begin.

The corporation shall only begin operations when preferred shares to the amount of one hundred thousand dollars shall have been subscribed and paid up.

Dividend on preferred shares.

**4.** Preferred shares are entitled to a cumulative dividend of seven per cent per annum payable quarterly, half-yearly or yearly, as the board of management may decide.

In case of liquidation.

In the event of the liquidation or dissolution of the corporation, the holders of such shares shall have the preference over the holders of shares of no par or nominal value in the distribution of the capital or assets of the corporation.

Corporation may purchase preferred shares.

The corporation may, at any time and from time to time, purchase the whole or any portion of the preferred shares at the market rate, provided that the price do not exceed one hundred and ten per cent of their par value. The corporation may also redeem the whole or part of the preferred shares at one hundred and ten per cent of their par value, if they are fully paid up, or of the amount paid thereon, if they are only partly paid, with in addition accrued and unpaid dividends up to the date fixed for the redemption. In the case of the redemption of the preferred shares, the board of management shall determine by resolution the conditions of such redemption, of which at least thirty days' notice must be given to the holders of the said shares, and, if the corporation decides to redeem only a part of the preferred shares, the shares to be redeemed shall be chosen by the drawing of lots by the board of management.

Bearer certificates, etc.

**5.** Registered or bearer certificates shall be given to the holders of fully paid shares, on the conditions determined by the board.

Shares as remuneration for assistance.

**6.** The board of management may issue fully paid shares without par or nominal value, in remuneration for services rendered or administrative and financial assistance.

**7.** The affairs of the corporation shall be administered by a board of management consisting of at least three members and not more than fifteen. Board of management.

**8.** The persons named in the preamble shall constitute the board of management of the corporation until they are duly replaced. Constitution of board.

At the first general meeting, or at any adjournment thereof, the shareholders shall elect the members of the board, one-half for a period of one year and the other half for a period of two years. Thereafter, the shareholders shall elect annually half of the members of the board for a period of two years. The members going out of office are re-eligible. Election of board.

**9.** The corporation is authorized:

Powers of corporation.

- a. To make loans of all kinds;
- b. To accept as security any immoveable, or immoveable right, or any privilege, hypothec or other right thereon;
- c. To accept as security any pledge, bill of lading, warehouse receipt, promissory notes, bills of exchange or other commercial instruments, any moveables, merchandise or moveable effects, as well as any merchandise on consignment;
- d. To do the business of pawnbrokers, store-keepers, warehousemen and auctioneers;
- e. To receive money on deposit at interest or otherwise;
- f. To acquire any moveable or immoveable property, concession or rights of any kind and dispose of the same;
- g. To acquire and hold the shares, bonds or other securities of any other company or corporation and dispose of the same;
- h. To promote, organize and develop any association or company in which the company holds or acquires an interest;
- i. To guarantee, by endorsement or otherwise, the accounts, bonds, obligations or other securities of any association or company duly authorized to issue same and to enter into arrangements with such associations or companies for the management of their goods and property;
- j. To issue warehouse receipts;
- k. To effect all financial, commercial, industrial and real estate operations pertaining to financial institutions.

Nothing in this act shall authorize the corporation to do the business of banking. Restriction.

Percentage  
of profits  
from  
pawnshop  
may be paid  
to local mu-  
nicipality.

**10.** In every city or town wherein the corporation shall set up a pawnshop to effect loans on pawn, it may enter into an agreement with the municipality to pay it ten per cent of the net profits derived from this kind of business in the locality. The municipality is authorized to receive the moneys so paid and to distribute same to such charitable works or public charities as it may deem proper. The municipal council may appoint one or more representatives to verify the share of the profits coming to the municipality.

Committees.

**11.** The board of management may name committees composed of persons who need not be members of the board and who shall perform the duties assigned to them by it.

Levy on net  
profits.

**12.** Upon the net profits of the corporation shall be levied first of all:

Reserve  
fund.

*a.* An amount deemed sufficient by the board of management to constitute a reserve fund;

Sinking-  
fund.

*b.* An amount which the board may deem necessary as a sinking-fund;

Dividend on  
preferred  
shares.

*c.* The necessary amount to pay a dividend at seven per cent per annum upon the preferred shares.

Surplus pro-  
fits, allot-  
ment, etc.,  
of.

**13.** The surplus of profits shall be allotted as follows:

*a.* Ten per cent as provided in section 10 of this act;

*b.* Ten per cent to the board of management;

*c.* Such dividend on the shares of no par or nominal value, as the board may fix.

Provisions  
applicable.

**14.** The provisions of Part II of the Quebec Companies' Act (Revised Statutes, 1925, chapter 223), as amended from time to time, shall apply to the corporation except where derogated from by this act.

Coming into  
force.

**15.** This act shall come into force on the day of its sanction.