



CHAPTER 117

An Act to amend the charter of The General Trust of Canada

[Assented to, the 15th of March, 1928]

WHEREAS The General Trust of Canada has, by its ^{Preamble.} petition, prayed for amendments to its charter, the act 9 Edward VII, chapter 117, as amended by the act 2 George V, chapter 102;

And whereas it is expedient to grant the prayer contained in the said petition;

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

1. The name of the company shall be for the future ^{Name.} "General Trust of Canada" in English, and "*Trust Général du Canada*" in French; but the designation of the company under its old name in any will, donation or other act shall not affect the validity thereof.

2. The act 9 Edward VII, chapter 117, is amended by ^{9 Ed. VII, c.} inserting therein, after section 4 thereof, as replaced by the ^{117, s. 5,} act 2 George V, chapter 102, section 3, the following section: ^{added.}

"5. The company may also borrow on promissory ^{Borrowing} notes or other negotiable instruments."^{power.}

3. Section 13 of the said act, as replaced by section 5 ^{9 Ed. VII, c.} of the act 2 George V, chapter 102, is again replaced by ^{117, s. 13,} the following: ^{replaced.}

"13. The company's stock shall be two million five ^{Capital} thousand dollars, divided into twenty thousand preferred ^{stock.} shares of one hundred dollars each, and one thousand common shares of five dollars each.

Preferred shares, etc. The said twenty thousand shares shall be preferred as to principal and non-cumulative dividend of seven per cent per annum. The common shares shall only receive a non-cumulative dividend of five per cent per annum and the surplus profits shall belong to the preferred shareholders.

Right to deliberate and to vote. Notwithstanding any law, the holders of common shares shall alone have the right to deliberate and vote, either for the election of directors, or on any question whatever, save that a majority in value of the preferred shareholders may obtain from the company the calling of a special general meeting of the preferred shareholders, or convene it themselves, and any decision taken at such meeting, with the approval of two-thirds of all the preferred shares issued, including that of removing the administration of the company and the election of a board of directors from the common shareholders and reserving such right for the preferred shareholders, shall be binding upon the company.

Return of administration, etc. The preferred shareholders may in the same way return such administration and election to the common shareholders.

Liquidation. In the event of a liquidation or other distribution of the capital of the company, the holders of preferred shares shall first receive the par value of their shares, then the holders of common shares shall receive the par value of their shares, and the surplus shall belong to the preferred shareholders.

Increase of capital. The directors may, so soon as all the preferred capital stock of the company has been subscribed, and fifty per cent thereof has been paid in, increase the preferred capital stock of the company up to six million dollars, by by-law approved by a vote of two-thirds in value of the preferred shareholders, present or represented by proxy, at a special general meeting called to take such by-law into consideration."

Conversion of shares. **4.** The shares of the company actually issued are converted into preferred shares and the power of the company to issue new preferred stock is diminished accordingly.

9 Ed. VII, c. 117, s. 15, replaced. **5.** Section 15 of the said act, as amended by the act 2 George V, chapter 102, section 6, is replaced by the following:

Management of company. **"15.** The company shall be managed by a board of directors consisting of at least ten directors, elected by the holders of the common stock or by the holders of preferred stock, as the case may be, as provided in section 13.

Every director shall, in order to be qualified, possess at least one hundred preferred shares.

The company may, by by-law, increase the number of shares required for such qualification.

The quorum at meetings of the board of directors shall consist of three directors."

Qualifica-
tion of
director.
Increase of
number of
shares.
Quorum.

6. Section 16 of the said act, as amended by the act 2 George V, chapter 102, section 7, is repealed.

9 Ed. VII, c.
117, s. 16,
repealed.

7. Section 21 of the said act is replaced by the following:

"21. Subject to the provisions of section 13, every shareholder shall be entitled to one vote for each share held by him."

Id., s. 21,
replaced.
Vote.

8. Sections 22*b*, 22*c* and 22*d* of the said act, as enacted by the act 2 George V, chapter 102, section 8, are repealed.

9 Ed. VII, c.
117, ss. 22*b*,
22*c*, 22*d*,
repealed.

9. The said act is amended by inserting therein, after section 23 thereof, as replaced by the act 2 George V, chapter 102, section 9, the following section:

Id., s. 23*a*,
added.

"23*a*. Section 167 of the Quebec Companies' Act (Revised Statutes, 1925, chapter 223) shall not apply to holders of preferred and common shares."

Provisions
not ap-
plicable.

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

Coming into
force.