

Attendance at meetings. have a right to be present at every meeting of the directors, and shall have a right to take part in their deliberations. He shall be summoned to the meeting in the same way as the directors, in accordance with article 1980 of the Revised Statutes, 1909.

Auditors. The Minister of Agriculture shall have the right to select the auditors who shall audit the accounts of the society, and to require that all produce shall be classified by classifiers appointed by him, if the interests of agriculture so require.

Coming into force. **17.** This act shall come into force on the day of its sanction.

C H A P. 123

An Act to ratify the sale and transfer of properties and certain rights from Donald Fraser & Sons, Limited to Fraser Companies, Limited,

[Assented to, 14th of February, 1920]

Preamble. **W**HEREAS Fraser Companies, Limited, has, by its petition, represented that by an agreement bearing date the 1st of September, 1917, made between Donald Fraser and Sons, Limited, a body corporate under the provisions of the act 1 George V (1st session), chapter 84, entitled: "An Act to Incorporate Donald Fraser and Sons, Limited", with its head office or chief place of business at Cabano, in the county of Temiscouata, in the Province of Quebec, of the one part, and Fraser Companies, Limited, a body corporate under and by virtue of letters patent issued under the provisions of The Companies' Act, chapter 79 of the Revised Statutes of Canada, 1906, and amending acts, having its head office or chief place of business at Plaster Rock, in the county of Victoria, in the Province of New Brunswick, of the other part, it was agreed *inter alia* that the said Donald Fraser and Sons, Limited, should sell and transfer unto the said Fraser Companies, Limited, and the said Donald Fraser and Sons, Limited, did thereupon sell and transfer unto the said Fraser Companies, Limited, its successors and assigns, as a going concern, the whole of the undertaking, business, assets, franchises and liabilities of the said Donald Fraser & Sons, Limited, in consideration of the allotment, issue and delivery by the said Fraser Companies, Limited, to the said Donald Fraser and Sons, Limited, or its nominees,

of fifty-eight thousand three hundred and thirty-three (58,333) fully-paid-up and non-assessable shares of the capital stock of Fraser Companies, Limited, of the par value of one hundred dollars each; and

That by the provisions of said act 1 George V (1st session), chapter 84, certain powers, privileges, franchises and immunities with respect to the construction and maintenance of dams and other rights in the counties of Kamouraska, Temiscouata and Rimouski in the Province of Quebec were granted to and vested in the said Donald Fraser and Sons, Limited;

That the said sale and transfer comprise immoveables and real rights, and it is important to recognize that Fraser Companies, Limited, had the power to acquire, possess, hypothecate and dispose of such immoveables and real rights in the Province; and

Whereas by its said petition the petitioner has prayed that the said sale and transfer by the said Donald Fraser and Sons, Limited, to the said Fraser Companies, Limited, be ratified and confirmed, and that the powers, privileges, franchises and immunities granted to and vested in the said Donald Fraser and Sons, Limited, with respect to the construction and maintenance of dams and other rights in the counties of Kamouraska, Temiscouata and Rimouski, in the Province of Quebec, be granted to and vested in the said Fraser Companies, Limited, its successors and assigns; and

Whereas it is expedient to grant the prayer of 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 sale and transfer by the said Donald Fraser and Sons, Limited, unto the said Fraser Companies, Limited, its successors and assigns, as a going concern, of the whole of the undertaking, business, assets, franchises and liabilities of the said Donald Fraser and Sons, Limited, in consideration of the issue, allotment and delivery by the said Fraser Companies, Limited, to the said Donald Fraser and Sons, Limited, or its nominees, of fifty-eight thousand three hundred and thirty-three (58,333) fully-paid-up and non-assessable shares of the capital stock of Fraser Companies, Limited, of the par value of one hundred dollars each, which agreement is herewith reproduced as schedule A, is hereby ratified and confirmed.

Sale and transfer ratified.

2. All the powers, privileges, franchises and immunities granted to and vested in Donald Fraser and Sons, Limited, powers, etc.

Vesting of powers, etc.

by virtue of the provisions of the act 1 George V (1st session), chapter 84, and any act in amendment thereto, are hereby declared to be, and are hereby granted to and vested in Fraser Companies, Limited, its successors and assigns, for all legal purposes.

Coming into force. **3.** This act shall come into force on the day of its sanction.

SCHEDULE A

THIS AGREEMENT made this first day of September in the year of our Lord one thousand nine hundred and seventeen.

BETWEEN

DONALD FRASER & SONS, LIMITED, a body corporate under and by virtue of the provisions of an Act of the Legislative Assembly of the Province of Quebec, passed in the year 1910, having its head office at Cabano in the county of Temiscouata in the Province of Quebec, hereinafter called the party of the first part,

AND

FRASER COMPANIES, LIMITED, a body corporate under and by virtue of letters patent issued under the provisions of "The Companies' Act" of Canada, being chapter 79, Revised Statutes of Canada, 1906, having its head office at Plaster Rock, in the county of Victoria, in the Province of New Brunswick, hereinafter called the party of the second part.

Whereas the party of the first part, Donald Fraser & Sons, Limited, was incorporated in the year of our Lord one thousand nine hundred and ten, by an act of the Legislative Assembly of the Province of Quebec, being chapter 84, 1 George V, 1910, with a capital stock of two hundred and fifty thousand dollars (\$250,000.00), divided into two thousand five hundred (2500) shares of one hundred dollars (\$100.00) each; and

Whereas the party of the second part, Fraser Companies, Limited, was incorporated by letters patent issued under the provisions of The Companies' Act of Canada, being chapter 79, Revised Statutes of Canada, 1906, and by the said letters patent it was declared among other things that the said Fraser Companies, Limited, should have power to acquire and take over as a going concern the

business or any part thereof carried on by the said Donald Fraser & Sons, Limited, in the Province of Quebec, or elsewhere, and all or any of the assets, property, franchise or liabilities of that Company in connection therewith, and to carry on the same, and to remunerate the said Donald Fraser & Sons, Limited, therefor, in whole or in part with shares or securities of the said Fraser Companies, Limited; and

Whereas the objects of the said party of the second part, Fraser Companies, Limited, are in part similar to those of the said Donald Fraser & Sons, Limited; and

Whereas the said party of the second part, Fraser Companies, Limited, is desirous of acquiring and taking over as a going concern the whole of the undertaking, business, assets, property, franchises and liabilities of the said Donald Fraser & Sons, Limited, and of carrying on the same.

Now therefore it is agreed as follows:

1. The said party of the first part, Donald Fraser & Sons, Limited, shall sell, and the said party of the second part, Fraser Companies, Limited, shall purchase as a going concern the whole of the undertakings, business, assets, property, franchises and liabilities of the said Donald Fraser & Sons, Limited, and the expressions "undertakings, business, assets, property, franchises and liabilities" shall be deemed to include all the lands, whether freehold or leasehold, timber licenses, mills, mill buildings, mill machinery, plant, erections, buildings, hereditaments, goods, chattels, moneys, credits, debts, bills, notes, good will, choses in action, contracts, agreements, securities and other assets whatsoever and wheresoever of the said party of the first part, Donald Fraser & Sons, Limited, except its uncalled capital stock.

2. As a part of the consideration for the said sale, the said party of the second part, Fraser Companies, Limited, shall undertake to pay, satisfy, discharge, perform and fulfil all the debts, liabilities, contracts, engagements and obligations of the said Donald Fraser & Sons, Limited, whatsoever, and shall indemnify the said Donald Fraser & Sons, Limited, against all actions, proceedings, agreements and demands in respect thereof.

3. As a further consideration of the said sale, the said party of the second part, Fraser Companies, Limited, shall pay to the said party of the first part, Donald Fraser & Sons, Limited, the sum of one dollar in cash, and shall allot to the said Donald Fraser & Sons, Limited, or its nominees 58,333 fully paid up and non-assessable shares of the capital stock of the said party of the second part,

Fraser Companies, Limited, of the par value of one hundred dollars (\$100.00) each.

4. The sale and purchase hereby agreed to be made shall be completed on or before the thirtieth day of September, A.D. 1917, when the said consideration in cash and fully paid up and non-assessable shares of the capital stock of the said Fraser Companies, Limited, shall be paid, satisfied and delivered.

5. And the said party of the first part, Donald Fraser & Sons, Limited, shall execute and do all such assurances and things as shall reasonably be required by the said Fraser Companies, Limited, for vesting in it the said premises.

This agreement is conditional on the same being ratified by resolution passed at a duly and regularly called general meeting of the stockholders of the said Donald Fraser & Sons, Limited, and also conditional on the same being ratified by resolution passed at a regularly and duly called general meeting of the stockholders of the said Fraser Companies, Limited, and if the same be not so ratified within thirty days from the date hereof, either of the parties hereto may by notice in writing to the other rescind this agreement.

IN WITNESS WHEREOF the said Donald Fraser & Sons, Limited, hath caused these presents to be sealed with its corporate seal and to be executed under the hand of Donald Fraser, its President, and William Matheson, its secretary; and the said Fraser Companies, Limited, hath caused these presents to be sealed with its corporate seal and to be executed under the hand of Archibald Fraser, its president, and William Matheson, its secretary, the day and year above written.

DONALD FRASER & SONS, LIMITED.

(Signed) DONALD FRASER,
President.

“ W. MATHESON,
Secretary.

Signed, sealed and delivered (L. S.)
in the presence of (Copy)

(Signed) R. B. HANSON.

FRASER COMPANIES, LIMITED.

(Signed) ARCHIBALD FRASER,
President.

“ W. MATHESON,
Secretary.

(Signed) R. B. HANSON. (L. S.)
(Copy)

I, William Matheson, of the town of Edmundston in the county of Madawaska and Province of New Brunswick, secretary of Fraser Companies, Limited, do hereby certify that the foregoing written instrument is a true and correct copy of an agreement entered into between Donald Fraser & Sons, Limited, and Fraser Companies, Limited, and executed on the first day of September, A.D. 1917, pursuant to the resolution of both companies in that behalf. And I further certify that within thirty days after the first day of September, A.D. 1917, the said agreement was ratified by a resolution passed at a regularly and duly called general meeting of the stockholders of Donald Fraser & Sons, Limited, and by resolution passed at a regularly and duly called general meeting of the stockholders of Fraser Companies, Limited.

IN WITNESS WHEREOF I have hereunto set my hand and the seal of the said Fraser Companies, Limited, this tenth day of January, A.D. 1920.

W. MATHESON, *Secretary,*

FRASER COMPANIES, LIMITED.

CHAP. 124

An Act respecting the Federal Zinc & Lead Company,
Limited

[Assented to, 14th of February, 1920]

WHEREAS the Federal Zinc & Lead Company, Limited, Preamble.
a company incorporated by letters patent issued by the Lieutenant-Governor of the Province of Quebec, and having its corporate seat in the city of Montreal, has, by its petition, represented:

That it is the owner of mining lands in the county of Gaspé; that, in order to operate the same, it needs a road giving access to the nearest railway; that it is ready to lay out and make such road at its own expense; that such road will serve a region in which there is none at present; and that it is just that the parties who may use the road be subject to the payment of tolls;

And whereas it is expedient to grant the prayer to that effect 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: