

Name. *ex officio*, and their successors in office, are hereby created a body corporate and politic, at Brome, in the county of Brome and Province of Quebec, under the name of "The Brome Public Building".

Perpetual succession. **2.** The said corporation shall have perpetual succession, and may under the said name contract and be contracted with and may sue and be sued.

Board of trustees. **3.** The affairs of the said corporation shall be administered by the said four gentlemen as a board of trustees; they shall name one of themselves as president and another as secretary-treasurer; and in case of a vacancy occurring in the office of trustee by death, resignation or removal from the limits of said township of Brome, the remaining members of the board shall forthwith name another person to fill such vacancy, who shall be a resident of said township.

Objects. **4.** The purposes for which the corporation is hereby created are declared to be: to maintain for all time the property and building to accomplish the ends for which they were acquired and erected, namely, for religious, educational and other public purposes, the administration whereof is confided to said board of trustees and their successors in office.

Powers. **5.** The said board of trustees shall have the absolute right of determining what meetings may be held in said building, and the price which shall be paid for such use. They shall keep an account of all their receipts and disbursements, and shall deposit all moneys received by them in a Canadian bank. They shall maintain said building and property in a perfect state of repair.

Coming into force. **6.** This act shall come into force on the day of its sanction.

CHAP. 111

An Act respecting Beauharnois Electric Company Limited.

[Assented to 19th February, 1914]

Preamble. **W**HEREAS, Beauharnois Electric Company, Limited, a body politic and corporate, having its chief office and principal place of business at Beauharnois, in the district of Beauharnois, has presented a petition praying

for the passing of an act as hereinafter set forth; 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 Beauharnois Electric Company, Limited, hereinafter called the "Company", incorporated by letters patent dated the 13th of August, 1912, is hereby authorized to do business in the Province of Quebec, and the letters patent incorporating the company, and the organization of the company up to this date, including the issues of its stock, bonds and debentures, are by the present act duly authorized, ratified, confirmed and declared legal and valid for all intents and purposes. Letters patent ratified.

2. The company may carry on the business of an electric, gas, light, heat and power company, and own, hold, lease and otherwise acquire water-powers; and develop and operate the same. Powers.

3. The company may generate, transmit, distribute, supply and sell gas and electricity for the purposes of heating, lighting, traction and motive power, and for industrial and other purposes, and may construct transmission lines and install conduits and other works necessary to produce and distribute gas. Additional powers.

4. The company may, with the sanction of the majority in amount of the shareholders present at a special or annual general meeting of the company, increase or reduce its capital stock by such amount as may be deemed necessary for the objects of the undertaking. May reduce or increase capital stock.

5. The company may pay for the moveable and immoveable property, rolling stock and materials of all kinds which it may acquire, with paid-up shares not liable to calls, and it may further, by a resolution of its board of directors, give to the purchasers of its bonds or debentures, bonuses of paid-up shares to such amount as it may deem advisable. The directors may also give and issue such paid-up shares or bonds in payment of *bona fide* claims of contractors, engineers or other persons having claims against the company for services rendered or work done. Payment for property by issue of paid-up shares; also as bonuses.

6. The directors shall have full power and authority to make, amend and re-enact all such by-laws, rules and Power to make by-

laws re
various mat-
ters.

regulations as shall appear to them proper and necessary in reference to any of the affairs of the company; and without limiting the generality of the foregoing, to make by-laws, rules and regulations concerning the allotment of shares, their division into classes, the certificates of shares, the issuing of new certificates in place of certificates defaced, lost or destroyed, the delivery of certificates in the case of joint holders, the calls to be made on shares subscribed or allotted, the forfeiture of shares for failure to pay calls or other default, the transfer and transmission of shares, the exercise of the borrowing powers of the company, the proceedings at meetings of the company, the vote of shareholders, the rotation of directors, the appointment and powers of executive committees and the managing director, the proceedings of directors, the keeping of minutes, the authentication of deeds and documents, the declaration of dividends, the keeping of accounts and the auditing of the company's books.

But such by-laws shall not have force and effect until they are ratified by the majority of the shareholders present or represented by proxy at a general meeting, or at a special meeting called for the purpose.

Borrowing
powers.

7. The directors may, when authorized by a by-law for that purpose, sanctioned by a majority vote of the shareholders present in person or by proxy at a general meeting or at a special general meeting duly called for considering such by-law:

- a. borrow upon the credit of the company;
- b. issue bonds, debentures, debenture stock or other securities of the company for sums of not less than one hundred dollars each, and pledge or sell the same for such sums and at such prices as may be deemed expedient, and issue the same in one or more series;
- c. hypothecate and mortgage the real property of the company, and pledge its personal property, or do both, to secure any such bonds, debentures or other securities and any moneys borrowed for the purposes of the company;
- d. give through their duly authorized officers to one or more trustees, to secure the payment of the bonds, debentures, debenture stock or other securities, a hypothec upon the whole or any part of the immoveable property of the company, and pledge its moveable assets, mentioning the issue and the amount of the bonds, debentures or securities so secured; and such hypothec or pledge shall, notwithstanding articles 2017 and 1970 of the Civil Code, be a valid security in favour of the holders of such bonds, debentures or securities, whether they have been issued before

or after the execution of such hypothec or pledge, or whether the moveables pledged remain or not in the company's possession.

The power granted to the company to issue securities shall not be exhausted by one issue, and such power may be exercised from time to time. Powers may be exercised from time to time.

Nothing in this section contained shall limit or restrict the borrowing of money by the company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the company.

8. With regard to its fully-paid-up shares, the company may issue stock certificates on such conditions as may be from time to time determined, showing that the bearer is entitled to the shares mentioned in them, and it may, by means of coupons or otherwise, provide for the payment of future dividends on the shares mentioned in such certificates. May issue stock payable to bearer. Coupons.

9. The company may subscribe, purchase or otherwise acquire and hold bonds, debentures, debenture stock, shares or other securities of any other company whose objects are wholly or partly similar to those of the company, or guarantee the payment of money obtained by or payable in virtue of, or in connection with bonds, debentures, obligations, debenture stock, shares, contracts, hypothecs, charges and securities of any company or undertaking having objects wholly or partly similar to those of the company. May hold stock in other companies.

10. Notwithstanding the provisions of section B of the letters patent ratified by this act, the company shall have the right to carry on business only in the counties of Argenteuil, Huntingdon, Beauharnois, Châteauguay, Laprairie, Soulanges and Vaudreuil, and may enter upon and construct under and over roads, streets and highways in the said counties, all such pipes, poles, lines, conduits, and other installations and constructions as may be necessary for the purpose of its business, provided that the company shall be responsible for all damages that it may occasion, and shall replace the streets and public roads in their original state, at its expense. Territory in which business shall be carried on.

11. The company may expropriate immoveable properties or any part thereof and the right of way required for the installation of its transmission line or transmission lines and conduits, and further, the company may expropriate immoveable properties or any part thereof and Right to expropriate.

riparian rights for the establishment of its plant, factories and dependencies, and for the construction and maintenance of drains, canals, sluices, bridges, pipes, dams, flumes and other works incidental thereto; but the powers contained in this section shall not be exercised by the company within the following distances on river St. Louis: three hundred feet on the south side of the said river St. Louis, and one mile and a half on the northwest side, and a quarter of a mile on each side of the feeder between lake St. Francis and said river St. Louis.

Proceedings
under Que-
bec Ry. Act.

12. The expropriation as well as the procedure respecting the taking immediate possession of the lands and right of way required, shall be in accordance with the provisions of the Quebec Railway act.

May discon-
tinue service
in case of
non-pay-
ment for
electricity or
other pro-
duct sup-
plied.

13. If any person or incorporated company supplied by the company with electricity or other product, neglects to pay the rent, rate or charge due to the company at the time fixed for the payment thereof, the company or any person acting under its authority, on giving forty-eight hours previous notice, may stop the supply to the person in arrears as aforesaid, by such means as the company or its officers may see fit to use; and the company may recover the rent or charges due up to such time, in any competent court, notwithstanding any contract to furnish for a longer period.

Property of
Co. not seiz-
able for rent
or for any
privilege.

14. The wires, pipes, lamps, meters, motors and other appliances and apparatus of every kind of the company shall not be subject to or liable for rent or any other privilege, nor be liable to be seized or attached in any way by the possessor or owner of the premises wherever the same may be, nor be liable in any way to any person for the debt of any other person to whom or for whose use or for the use of whose household or building the same may be supplied by the company, notwithstanding the actual or apparent possession thereof by such person.

By-laws,
contracts and
and reso-
lutions
ratified and
confirmed.

15. The following by-laws, contracts and resolutions annexed to this act as schedules A, B, C, D, E and F, are hereby ratified, confirmed and declared legal and valid, namely:

1. The contract for the purchase of certain assets by the company from A. R. W. Plimsoll, entered into on the 9th of November, 1912, under private writing;

2. The contract for the sale of certain bonds by the

company to A. R. W. Plimsoll entered into on the 9th November, 1912, under private writing;

3. By-law No. 18 of the company passed on the 9th of November, 1912, being a by-law authorizing the directors of the company to borrow money, to issue bonds and debentures and other securities, and to guarantee the payment of such loans;

4. By-law No. 22 of the company passed on the 9th November, 1912, being a by-law authorizing the company to issue six per cent redeemable preference stock;

5. By-law No. 28 of the company passed on the 9th November, 1912, authorizing the issue of thirty-year five per cent first mortgage bonds amounting in the aggregate to four hundred thousand dollars;

6. Resolution of the board of directors of the company, passed on the 9th November, 1912, deciding to issue the bonds authorized by the company's by-law No. 28.

16. This act shall come into force on the day of its ^{Coming into} sanction. _{force.}

SCHEDULE A

AGREEMENT entered into this ninth day of November, 1912,

BETWEEN

ARTHUR REGINALD WHITNEY PLIMSOLL, advocate, of the city and district of Montreal,

Party of the first part;

AND

"BEAUHARNOIS ELECTRIC COMPANY, LIMITED," incorporated under the Quebec Companies' Act,

Party of the second part;

Whereas the party of the first part is owner of the property and rights hereinafter described; and

Whereas the directors of "Beauharnois Electric Company, Limited," have signed, adjudged and declared that the said property and rights are of the value of five hundred thousand dollars (500,000.00), and that the acquisition thereof is

necessary for the business of the company and to carry out its contemplated objects ;

Now this agreement witnesseth that the party of the first part hereby sells unto the party of the second part all his rights in and to the following property :

1. All poles, cross arms, wires, transformers, cutouts, street lighting, fixtures, located in the town of Beauharnois, and any extension in the adjacent parish of St. Clement, and constituting a general distribution system for furnishing electric light and power :

- (a) All meters installed in customers' premises or in stock ;
- (b) One (1) tubular boiler, complete with fittings ;
- (c) One (1) Ideal Goldie McCulloch, 200 H.P. high speed engine ;
- (d) One (1) two-phase, 150 K.W., S.K.S., electric generator, complete with pulley, belting and exciter, but not including "jack shaft" and pulleys for same ;
- (e) One (1) switchboard with switches and instruments attached ;
- (f) All tools used in connection with engine, boiler, electric generator, and erection of line ;
- (g) All contracts taken for new business between Melocheville and Chateauguay, the cost of the same to be borne by the party of the second part ;
- (h) All existing contracts now in force, also complete and accurate record of all customers connected with and served by the system of the "Beauharnois Electric Company."

2. The consideration for the said sale shall be the sum of \$500,000.00, which shall be paid and satisfied as follows :

As to the sum of \$500.00 in cash, and

As to the sum of \$499,500.00 by the allotment to the party of the first part or his nominees of 4245 fully paid up \$100.00 shares of common stock in the said company at a par value of \$100.00 and 750 fully paid up six per cent non-cumulative preferred shares of the capital stock of the said company at a par value of \$100.00 each.

3. The said shares shall be deemed to be and are hereby declared to be fully paid-up, and not liable to any call thereon, and the holders of such stock shall not be liable to any further payment thereon.

4. The delivery of the certificates for the said shares of the above named parties and their respective receipts therefor shall be a full discharge of each of the parties hereto to the said extent thereof.

5. The party of the first part hereby covenants and agrees with the company, upon the request and at the expense of the company, to do all such further assurances and things as shall be reasonably required by the company for vesting in it the property and rights agreed to be hereby sold and given to it the full benefit of this agreement.

In witness whereof the parties have signed.

Dated and signed at Montreal, this ninth day of November, 1912.

BEAUHARNOIS ELECTRIC COMPANY,
LIMITED.

(Signed) ROBERT TASCHEREAU, President.

“ J. EMILE BILLETTE, Secretary.

“ A. R. W. PLIMSOLL.

SCHEDULE B

AGREEMENT for the purchase of thirty year five per cent first-mortgage bonds of

“BEAUHARNOIS ELECTRIC COMPANY, LIMITED.”

Memorandum of agreement made this ninth day of November, 1912,

BY AND BETWEEN

BEAUHARNOIS ELECTRIC COMPANY, LIMITED, a corporation having its head office at the city of Montreal and represented by its president, Robert Taschereau, and its secretary, J. Emile Billette, both duly authorized hereto,

Party of the first part;

AND

ARTHUR REGINALD WHITNEY PLIMSOLL, advocate, of the city and district of Montreal,

Party of the second part;

Whereas the party of the first part is authorized to sell one hundred and fifty thousand dollars (\$150,000.00) par value of the bond issue of “Beauharnois Electric Company, Limited, the said bonds being the total authorized issue of one

hundred and fifty thousand dollars, and bearing date first day of November, 1912, payable as to principal in thirty years.

Now therefore this agreement witnesseth :

1. The party of the second part hereby purchases from the party of the first part one hundred and fifty thousand dollars (\$150,000.00) par value of the said thirty year first mortgage bonds of "Beauharnois Electric Company, Limited," at the price of sixty-six and two-thirds per cent ($66\frac{2}{3}\%$) of the par value of said bonds.

2. The purchase price of the said bonds shall be paid within twelve months from the date of the execution of the said agreement.

3. Payments to be made at the office of the party of the first part.

4. The party of the second part agrees to accept in full payment of the bonds purchased interim receipts entitling him to the bonds represented thereby, the definitive bonds to be delivered in exchange for the said receipts as soon as the said definitive bonds are ready.

In witness whereof the parties have hereunto set their hands and seals the day, month and year first above mentioned.

WITNESS :

(Signed) ROBERT TASCHEREAU,
President.
" J. EMILE BILLETTE,
Secretary.
" A. R. W. PLIMSOLL.

SCHEDULE C

BY-LAW No. 18.

The directors may at any general or special meeting of the shareholders be authorized :

- (a) Borrow money on the credit of the company ;
- (b) Limit or increase the amounts to be borrowed ;
- (c) Issue bonds, debentures or other securities of the company for sums not less than one hundred (\$100.00) each and pledge or sell the same for such sums and at such prices as may be deemed expedient ;
- (d) Hypothecate, mortgage or pledge the real or personal property of the company or both to secure any bonds, debentures or other securities of the company ;

tures, or other securities and any money borrowed for the purpose of the company.

SCHEDULE D

BY-LAW No. 22.

That the initial and existing capital of the company as mentioned in the letters patent of 12th August, 1912, to be divided into 4250 shares of common stock of \$100.00 each and 750 shares of non-cumulative six per cent preferred stock of \$100.00 each. The preference stock shall receive in each year out of the earning of the said company declared as dividends by the board of directors non-cumulative dividends up to six per cent of the outstanding preference stock before any dividends are paid in such year upon the common stock.

The company shall have the right of retiring the preference stock in whole or in part at any time from time to time by paying to such holders thereof the sum of \$105.00 for each share of such preference stock, provided it give at least 30 days' notice of such retirement by a registered letter posted to the owner of such preference stock as the directors may choose to retire.

The right of the company to redeem the preference stock at \$105.00 in no way impairs the right of the company to redeem such preference stock by purchasing it in the public market at a lower figure.

Upon the dissolution of the company or in case of the distribution of the company's assets arising from any cause whatever the preference stock shall have no preference whatever in regard to the distribution of the assets of the said company; such preferred stock shall not be entitled to vote at any meeting of shareholders and shall not be entitled to participate in the management of the corporation. Such right to vote at any meeting of shareholders concerning the management of the company shall be exercised exclusively by shareholders of common stock.

SCHEDULE E

BY-LAW No. 28.

A by-law to authorize the directors to issue and create thirty year five per cent first mortgage bonds, amounting in the aggregate to four hundred thousand dollars (\$400,000.00) of which two hundred thousand dollars (\$200,000.00) will be in denominations of one hundred dollars (\$100.00) each bearing the serial number one to two thousand (1 to 2000) and two hundred thousand dollars (\$200,000.00) in denominations of five hundred dollars each (\$500.00) bearing serial numbers two thousand and one to two thousand four hundred (2001-2400), and to use the same for the purposes of the company.

SCHEDULE F

EXTRACT of the minutes of a meeting of the Board of Directors of the Beauharnois Electric Company, Limited, held on the ninth day of November, 1912.

That in virtue of the authority conferred upon the directors of the company by the by-law No. 28, passed on the 9th day of November, 1912, bonds to the extent of \$400,000.00 be and the same are hereby issued and created; that the said bonds shall be for the term of thirty years, reserving the right of redemption at any earlier date, from the first day of November, 1912, of which \$200,000.00 shall be in denomination of \$100.00 each bearing the serial numbers 1-2000 and of which \$200,000.00 shall be in denomination of \$500.00 each bearing the serial numbers 2001-2400 with interest thereon at the rate of five per cent per annum payable on the first day of May and the first day of November in each year, with coupons attached, and that the president or vice-president and the secretary be and they are hereby authorized to sign the said bonds and to affix the company's seal thereto; and that the engraved or lithographed signature of the secretary to each of the said coupons be the signature of the company thereto;

That the president or vice-president and the secretary be and they are hereby authorized and empowered to seal, sign and execute in the name of the company a trust deed of hypothec, mortgage and pledge in favour of the Imperial Trust Company which is hereby appointed trustee for the company and the bondholders, the said deed establishing the issue of said bonds and hypothecating, mortgaging and pledging as

security for the same and for the full sum of \$400,000.00 with interest and charges, all the real and personal property of the company described in said deed, draft of which has been read to this meeting and containing provisions respecting the payment of said bonds, insurance, default upon bonds, acquittance and discharge, redemption and sinking fund and meetings of bondholders, which said draft deed has been approved by this meeting, and that the form of said bonds and coupons be as is stated in the said deed.

Certified a true extract,

D. K. GOODFELLOW,
Secretary-Treasurer.

[Seal.]

CHAP. 112

An Act to incorporate the General Industrial Corporation.

[Assented to 19th February, 1914]

WHEREAS a petition has been presented by Ernest Preamble.

Roy, Roméo Langlais, Oscar Morin, all three advocates of the city of Quebec; François Xavier Godbout, student, of the city of Quebec, and Joseph Alphonse Bégin, notary, of the town of Windsor, praying that an act be passed to incorporate them and grant them the necessary rights, powers and privileges for carrying on generally commercial and industrial operations, for constructing and operating a railway, and for the purposes hereinafter set forth;

Whereas it is expedient to grant such 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 above mentioned together with all other Corporation persons, firms or corporations who may become shareholders created. in the company hereby incorporated are hereby incorporated under the name of "The General Industrial Corporation," or *La Corporation Industrielle Générale* and the words "The Company" wherever they occur in this act shall mean "The General Industrial Corporation," or *La Corporation Industrielle Générale*.

2. The head office of the company shall be in the city Head office.