

and each statement shall cover the operations up to the thirty-first of December of each year.

12. This act is subject to the provisions of the act respecting trust companies, but shall have full force and effect as soon as two million dollars par value of the capital stock of the company shall have been subscribed for and one million dollars paid in on account of the said subscription. ^{When this act to have effect.}

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

C H A P. 92

An Act respecting the "Donnacona Paper Company, Limited."

[Assented to 21st December, 1912]

WHEREAS the Donnacona Paper Company, Limited, has Preamble.
represented by its petition:

That it was incorporated under the provisions of the Ontario Companies' Act, by letters patent dated the 22nd day of August 1912;

That it desires to be authorized to do business in the Province of Quebec, wherein it has acquired valuable immoveable properties and all the outstanding shares of stock of the Baie St. Paul Lumber Company, Limited, a corporation organized and existing under and by virtue of the laws of the Dominion of Canada and now carrying on a lumber business within the Province of Quebec;

That it desires to have its corporate powers confirmed and to remove any doubt that may arise as to its right to acquire immoveable property within the Province and stock of the said Baie St. Paul Lumber Company, Limited, doing business within the Province, at the time when such acquisition was made by the company;

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. Subject to the provisions of paragraph c of article 6100 of Company the Revised Statutes, 1909, and of articles 6102, 6106, 6107, 6108 and 6110 thereof, in so far as the same may apply, the Donnacona Paper Company, Limited, incorporated as afore- ^{authorized to do certain business in} Province. said, is hereby authorized to do business in the Province.

of Quebec and to exercise within the Province all the powers, rights, privileges, and franchises granted by the letters patent of the Province of Ontario dated the 22nd of August 1912, and which it may exercise and enjoy under the provisions of the Ontario Companies' Act by reason of the issue of such letters patent, annexed as schedule A to the present act, which is hereby ratified and confirmed, provided, however, that the company shall not conserve or regulate the flow of the water of any river or water-course in the Province of Quebec except in accordance with the laws of the Province.

Head office. **2.** The head office of the said company for the Province of Quebec shall be in the city of Quebec.

Certain deed
ratified. **3.** The deeds of sale entered into at Montreal, on the 30th day of August, 1912 before Lionel Cannon, notary public, between the Donnacona Paper Company, Limited, and George McKee, under numbers 152 and 153 of the minutes of the said notary, are, in so far as the same may be necessary, ratified, confirmed and declared to constitute valid and binding agreements, and the Donnacona Paper Company, Limited, is declared to have been vested since the passing of the said deeds with all the rights therein mentioned and with all the property, moveable and immovable, therein described,—all of which are declared to have been and to be subject to the provisions of the said deeds of sale, and the said company is hereby authorized to exercise all the rights of possession and ownership described in the said deeds, the whole, nevertheless, subject to the rights of the Crown except where the same have been derogated from by express grant.

Certain
purchase
ratified, &c. **4.** The purchase of the issued and outstanding shares of stock of the Baie St. Paul Lumber Company, Limited, a corporation organized and existing under and by virtue of the Dominion of Canada Companies' Act, by said Donnacona Paper Company, Limited, is hereby ratified, and said company is hereby authorized to exercise all rights of ownership of such stock so purchased.

Coming into
force. **5.** This act shall come into force on the day of its sanction.

SCHEDULE A

PROVINCE OF ONTARIO

By the Honorable,

WILLIAM JOHN HANNA

Provincial Secretary.

TO ALL to whom these Presents shall come GREETING :—

WHEREAS the Ontario Companies' Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends;

And whereas by the said act it is further provided that the Provincial Secretary may, under the Seal of his Office, have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant-Governor;

And whereas by their petition in that behalf the persons herein mentioned have prayed for a Charter constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

And whereas it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that I, William John Hanna, Provincial Secretary, under the authority of the hereinbefore in part recited Act DO, BY THESE LETTERS PATENT HEREBY CONSTITUTE the Persons hereinafter named that is to say:

James Steller Lovell, Accountant; Robert Gowans and Joseph Ellis, solicitor's clerks; Ewen James McEwen, Student-at-law, and Glyn Osler, Barrister-at-law, all of the city of Toronto, in the County of York, and Province of Ontario, and any others who have or may hereafter become subscribers to the Memorandum of Agreement of the Company, a body corporate and politic for the purposes and objects following that is to say:

(a). To carry on the business of manufacturers of and dealers in wood, wood-pulp, pulp and paper of all kinds, raw materials of all kinds used or which may be used in the manufacture or treatment of pulp or paper, articles and products of all kinds made from or in the course of the manufacture

of pulp or paper or in the manufacture of which pulp or paper are or may be used or which may be conveniently manufactured in connection with the operation of any pulp or paper mill; (b). To underwrite, subscribe for, purchase or otherwise acquire and hold either as principal or agent and absolutely as owner or by way of collateral security or otherwise and to sell, pledge, exchange, transfer, assign or otherwise dispose of or deal in the bonds or debentures, debenture stock, stocks, shares or other securities of any government or municipal or school corporation or any bank or other duly incorporated company or companies or corporation or corporations; (c). To acquire by purchase, lease, license or otherwise, from the Crown, corporations or individuals, and to hold, sell, assign, lease, license or otherwise dispose of, trees, timber and wood of every description, mill sites, timber limits and lands upon which trees, timber or pulp wood may be growing, timber licenses and the right to cut any trees, timber or pulp-wood and to acquire and hold timber licenses granted by the Crown; (d). To carry on the business of manufacturers of timber, logs, pulp-wood and lumber; to cut timber, logs, pulp-wood, trees of all kinds and timber and to carry on lumbering operations either for the company or for others and to convey, drive, float or otherwise transport the product of such operation and to construct, build and acquire all such works as may be necessary or convenient for the purpose of all or any of such operations; (e). To carry on business as manufacturers of any and all kinds of manufacturers' products or articles in the manufacture of which hydraulic or electric power can be used; (f). To construct, build, buy, lease, acquire or operate pulp mills and paper mills; (g). To carry on the business of general merchants, traders and dealers in all kinds of merchandise; (h). To purchase, lease, acquire and develop water powers or other powers, to conserve and regulate the flow of water of any river or stream and to generate, lease or buy steam or electric power and to use, transport, lease, sell or otherwise dispose of the same, and to construct all or any works which may be necessary or convenient for any and all such purposes; Provided, however, that nothing in these Letters Patent contained shall be deemed to empower the Company to operate or control any public utility or municipal franchise within the meaning of Part XII of the Ontario Companies Act until authorized so to do by Supplementary Letters Patent; and (i). To build, buy, sell, equip, operate and own steamships, steamboats, sailing vessels, barges and lighters not as a common carrier but as an incident to its business; to buy and sell, hold and operate wharves, water rights, powers, bulk-heads and appurtenant property in such places as the business of the Company may seem to require or as may be necessary or convenient in connection therewith ;

The Corporate name of the Company to be "THE DONNA-CONA PAPER COMPANY, LIMITED ; "

The Share Capital of the Company to be THREE MILLION FIVE HUNDRED THOUSAND DOLLARS, divided into THIRTY-FIVE THOUSAND SHARES OF ONE HUNDRED DOLLARS each, of which TWENTY THOUSAND SHARES shall be preference Shares ;

The Head Office of the Company to be at the said City of Toronto, and

The Provisional Directors of the Company to be JAMES STELLER LOVELL, ROBERT GOWANS and EWEN JAMES McEWEN, hereinbefore mentioned.

And I Hereby declare, that of the Thirty-five thousand Shares into which the Capital Stock of the Company is divided, Twenty Thousand Shares shall, when issued, be redeemable preference shares. (a). The holders of the said preference shall, until the same are redeemable in full as hereinafter provided for, have the right and be entitled to receive a fixed, cumulative, preferential dividend on the amount paid up from time to time at the rate of seven per cent per annum, out of the net earnings of the company, before any dividends are paid upon or set apart for the ordinary shares ; such dividend shall be payable quarterly after the first day of January, 1913, on such quarter days in each year as the directors shall from time to time determine, but shall be payable out of profits, and the holders of any such preference shares shall not be entitled to any further participation in the profits of the Company ; (b). If in any quarter year dividends at the rate of seven per cent per annum are not paid upon the said preference shares the deficiency shall be paid subsequently out of the net earnings of the Company before any dividend is paid upon or set apart for the ordinary shares ; (c). The said preference shares shall be subject to redemption as a whole on any quarterly dividend day after the first day of January, 1916, at a premium of ten per cent on the amount paid up thereon, together with an amount equal to simple interest at the rate of seven per cent per annum on the amount from time to time paid up on said preference shares from the first day of January 1913, to the date of the quarterly dividend day on which such redemption is made, less the aggregate amount of any preferential dividends paid upon the said shares during the said period, provided the Company shall have given at least sixty days' notice in writing of its intention to redeem the said preference shares to the holders of said preference shares of record in the Company's books at the date seventy-five

days before the dividend date on which it is intended to so redeem the said preference shares ; such notice shall be given by notice registered and posted at the same time to each holder at his or her last address as it appears upon the stock register of the preference shares of the Company or in the event of the address of any holder not so appearing, then to the last known address of such holder, and on and after the quarterly dividend date following the giving of such notice on presentation and surrender at such place as shall be named in the notice of intention to redeem, of the certificates for any of the said preference shares, the Company shall pay or cause to be paid to the person or persons presenting the same the said redemption price, and the certificates for such shares thereupon shall be cancelled, and the redemption of the shares covered thereby shall thereupon be completed. Provided that if the Company pursuant to the foregoing provisions shall have given notice of its intention to redeem, and two months shall have elapsed from the quarterly dividend date fixed for redemption and any certificates representing any of such preference shares shall not have been presented for redemption in accordance with such notice, then the Company shall have the right to deposit the amount required to redeem such shares in some chartered bank in Canada to the credit of a special account in the name of the person appearing by the Company's stock register to be the holder of such shares; such amount to be paid to such person upon surrender to the said bank of the certificates representing the said shares properly endorsed in accordance with the foregoing provisions; and from and after the said deposit being made, the right of the holder of such shares as against the Company shall be limited to receive the amount so deposited with the said bank and the said holder shall not be entitled to any further participation in the profits and assets of the Company or to exercise any voting power or other rights as a shareholder thereof. The Company shall within ten days after making any such deposit give notice thereof by notice registered and posted to the holder of the said shares at his or her last address as it appears upon the stock register of the Company, or in the event of the address of any holder not so appearing, then to the last known address of such holder; (d). The Company shall be bound to redeem at par on the first January, 1938, all such preference shares (if any) as shall not have been theretofore redeemed, and to ensure the same the Company shall establish and maintain a sinking fund as hereinafter provided, commencing with the year 1916 and during each of the nine succeeding years the Company shall set apart out of its funds, after providing for the payment of the dividend for such year on the said preference shares and before declaring or

paying any dividend on its ordinary shares, an amount equal to not more than two per cent on the amount paid up on the said preference shares. Thereafter during each of the twelve succeeding years the Company shall, after providing for the payment of the dividend for such year on the said preference shares and before declaring or paying any dividend on the ordinary shares, set apart an amount equal to one-twelfth of the difference between the amount standing to the credit of the said fund at the expiration of the said ten year period and the amount then paid up on all of the said preference shares then outstanding and not redeemed. If in any year the sum so required to be set apart is not available then such deficiency shall be made good as soon thereafter as funds are available and before any further dividends are declared or paid on the ordinary shares.

In the event of the amount paid up on the said preference shares at the end of the said ten year period being increased at any time or times during the said twelve year period, the annual amounts thereafter to be carried to the credit of the said sinking fund shall be so increased for the remaining years of such twelve year period that the said sinking fund at the expiration of such period shall be sufficient to redeem the entire amount of preference shares then outstanding; (e). The said sinking fund shall be invested as follows: (1). On or before the first December in each year (commencing with the year 1916.) in which there shall be any moneys available for said sinking fund, the directors shall notify the preference shareholders of the Company of the estimated amount to be set apart for the said sinking fund on the thirty-first of December then next, and shall call for written offers to be received on or before the said thirty-first December from such shareholders for the surrender of preference shares of the Company for redemption; such offers shall not be effective or acted upon unless accompanied by the certificates representing the shares so offered. The said notice to the shareholders shall be effectually given if published once in two daily newspapers, one in the city of Montreal and one in the city of New York and no other offer to the shareholders of the Company shall be necessary before proceeding with the redemption or purchase out of the said sinking fund of any of the said preference shares of the Company which may be so offered as aforesaid; (2). In every year and from year to year if any of the said preference shares shall be so offered by any shareholders or can be bought in the open market at par or less than the par value thereof, the amount at the credit of the sinking fund at the end of the then current year shall be forthwith invested in the redemption or purchase of

the greatest number of such preference shares which the said amount less the cost of purchase and redemption can redeem or purchase either in the open market or upon any such offers as aforesaid or partly in both ways, and in case the said amount at the credit of the sinking fund shall be insufficient to redeem all the shares so offered by shareholders of the Company at such price as it may be necessary to pay in order to invest the whole of such amount, enough of the said preference shares so offered at such price, to exhaust the said amount at the credit of the sinking fund, shall be accepted *pro rata* from the several shareholders offering them in proportion to the number of shares offered to them respectively; (3). If in any year the said sinking fund or any part thereof cannot be invested in the redemption or purchase of any of the said preference shares at par or less than par the directors may, but shall not be bound to redeem or purchase at a premium of ten per cent or less any preference shares offered by shareholders or which can be purchased in the open market at such premium or less, but in every such case the directors shall purchase or redeem the greatest number of shares which can be purchased or redeemed out of the said amount at the credit of the sinking fund and all shareholders offering any preference shares at an equal price shall be entitled, if any shares shall be redeemed at such price, to have their shares redeemed *pro rata* in proportion to the number of shares offered by them respectively; (4). Fractional amounts remaining after the *pro rata* redemption or purchase of such shares and any balance to the credit of the sinking fund not invested in the purchase or redemption of preference shares shall be invested in the business or undertaking of the Company from time to time but shall be included in the amount available for investment in the purchase and redemption of preference shares at the end of each year and so on from year to year; (f). The Company shall not issue any bonds, debentures, debenture stock or other securities or give any charge, mortgage or other instrument of hypothecation secured on the real property of the Company which shall rank in priority to or *pari passu* with the said preference shares unless and until the requirements of any law or statute in force in that behalf have been complied with, and in addition thereto the written consent of the holders of at least fifty-one per cent of the par value of said preference shares from time to time outstanding has been obtained. Provided, however, that such last mentioned consent shall not be necessary in the case of an issue by the Company of bonds, debentures, debenture stock or other securities or the giving of any charge, mortgage or other instrument of hypothecation secured on the real property of the Company for the purpose among others

of providing funds for the redemption of the whole of the preference stock of the Company as hereinbefore provided ; And provided further that nothing in this clause contained shall limit or restrict the power of the Company to borrow money on bills of exchange, promissory notes, bills of lading, warehouse receipts or other securities of a commercial nature issued in the ordinary course of business; (g). Unless and until four consecutive quarterly dividend periods have been passed without payment of any preference dividend for such period the holders of said preference shares shall not be entitled to vote at any meeting of shareholders of the Company whether annual, general or special. Provided that whenever the payment of four consecutive quarterly dividends have been so passed the holders of said preference shares shall have equal voting rights with the holders of the ordinary shares, such voting rights to cease upon payment in full of all passed dividends, but to be again and from time to time subsequently revived by the passing of four consecutive quarterly dividends and to be likewise ended by the payment in full at any time of all dividends theretofore passed. Provided further however that this provision shall not determine or diminish the requirements of clause (f) hereof ; (h). On the liquidation, dissolution or winding up of the Company or other distribution of capital among its shareholders, before and in preference to the repayment of the capital paid up on the ordinary shares, or any part thereof, the holders of the said preference shares shall have the right to repayment of the amount paid up thereon and to payment of an amount equal to simple interest at the rate of seven per cent per annum on the amount from time to time paid up on said preference shares from the first day of January, 1913, to the date of such liquidation, dissolution, winding-up or distribution, less the aggregate amount of any preferential dividends paid upon the said shares during the said period. But the holders of the said preference shares shall not have the right to any further participation in the profits or assets of the Company ; (i). Save as aforesaid the holders of said preference shares shall not be otherwise interested in or entitled to share in the profits or assets of the Company, and as such holders shall not be entitled to any right to subscribe for ordinary or preference shares of the Company and in the event of the capital stock of the Company at any time being increased the holders of said preference shares shall not as such holders be entitled to any rights of subscription to such increased stock whether ordinary or preferred. And subject to the provisions of Part VII of the said Act I further Declare that the said Company may pay a Commission not greater than twenty-five

per centum upon the amount realized upon the sale of shares, debentures or other securities of the Company.

And I Hereby Authorize the Company to use any of its funds in the purchase of shares in any other corporation.

And I Hereby Further Authorize the Company to hold meetings of its shareholders, directors or executive committees without the Province of Ontario.

Given under my Hand and Seal of Office at the city of Toronto, in the said Province of Ontario this twenty-second day of August in the year of Our Lord one thousand nine hundred and twelve.

W. J. HANNA,
Provincial Secretary.

CHAP. 93

An Act to consolidate the charter of *L'Association Saint Jean Baptiste de Montréal*.

[Assented to 21st December, 1912]

Preamble. **W**HEREAS *l'Association Saint Jean Baptiste de Montréal*, has by its petition prayed that the acts 51-52 Victoria, chapter 65; 55-56 Victoria, chapter 85; 62 Victoria, chapter 93; 3 Edward VII, chapter 121 and 6 Edward VII, chapter 93, respecting the said association, be consolidated and amended;

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

Definitions. **1.** In this act, unless the contrary be clearly indicated by the context, the word "society" means *La Société Saint Jean Baptiste de Montréal*; the word "board" means the board of directors of the association; the word "shareholder" means member of *Compagnie du Monument National*; the word "caisse" means *La Caisse Nationale d'Economie*; the words "*sociétaires*" and "*rentiers*" mean the members or pensioners of *La Caisse Nationale d'Economie*.

SOCIÉTÉ SAINT JEAN BAPTISTE DE MONTRÉAL

Name of society. **2.** *L'Association Saint Jean Baptiste de Montréal* shall in future be called "*La Société Saint Jean Baptiste de Montréal*."