

3. The company may acquire, lease, hold, develop and ^{Acquiring,} operate water-powers on the Island of Montreal and in ^{&c., of water-} the county of Laprairie. ^{powers.}

4. The company is authorized to enter into arrangements ^{Arrange-} with any other railway company for the purpose of leasing, ^{ments with} selling or transferring its railway, wholly or partly, or any ^{other rail-} interest if it may have therein, or with any other company of ^{way com-} panies. the same kind, on such conditions, as the company may deem suitable, subject to the approval of the Lieutenant-Governor in Council.

5. The company shall be governed by the Railway Act ^{Law to} (Articles 6467 and following of the Revised Statutes, 1909,) in so ^{apply.} far as the same is not derogated from by this act.

6. Article 6644 of the Revised Statutes, 1909, shall not ^{R.S.Q., 6644,} apply to the company. ^{not to apply.}

7. The deed of sale passed on the 14th day of March, ^{Certain deed} 1911, between the president and trustees of the Common of ^{of sale rati-} Laprairie de la Magdeleine and the Laprairie Brick Com- ^{fied.} pany, Limited, before Larose, notary, bearing No. 5537 of his minutes, is ratified and confirmed and declared valid and binding upon the parties to this deed and also upon all interested parties in the Common of Laprairie de la Magdeleine, other than the company of Jesus; but such sale shall not take effect until approved by the Company of Jesus, provided the right herein conferred shall not hereafter be interpreted as granting or acknowledging over the remainder of the said Common any right other than those at present existing under the law or the title respecting the matter.

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

CHAP. 96

An Act to incorporate the "Brompton Pulp and Paper Company".

[Assented to 3rd April, 1912.]

WHEREAS Frank N. McCrea, lumber merchant, of the Preamble. city of Sherbrooke; Edmund W. Tobin, lumber merchant, of the town of Bromptonville; Joseph A. Bothwell, manager, of East Angus, all in the Province of Que-

bec; Willard N. Munroe, manufacturer; Charles C. Wilson, manufacturer; Horace E. Munroe, manufacturer, Walter J. Pennell, physician, and Charles H. Wilson, manufacturer, all of the city of Auburn, in the State of Maine, and Edwin P. Lindsay, commission merchant, of the city of Boston, in the State of Massachusetts, have, by their petition, prayed for the incorporation of a company, with power to carry on the business of manufacturers of pulp and paper, and all kinds of lumber, wood and products thereof, and with other powers, and for other purposes;

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:—

Persons incorporated.

1. The said Frank N. McCrea, lumber merchant, of the city of Sherbrooke; Edmund W. Tobin, lumber merchant, of the town of Bromptonville; Joseph A. Bothwell, manager, of East Angus, all in the Province of Quebec; Willard N. Munroe, manufacturer; Charles C. Wilson, manufacturer; Horace E. Munroe, manufacturer; Walter J. Pennell, physician, and Charles H. Wilson, manufacturer, all of the city of Auburn, in the State of Maine, and Edwin P. Lindsay, commission merchant, of the city of Boston, in the State of Massachusetts, together with such other persons as may become shareholders in the company, are hereby incorporated under the name of the “Brompton Pulp and Paper Company”, hereinafter called the company.

Name.

Provisional directors.

2. The said Frank N. McCrea, Edmund W. Tobin, Joseph A. Bothwell, Willard N. Munroe, Charles C. Wilson, Horace E. Munroe, Walter J. Pennell, Charles H. Wilson and Edwin P. Lindsay, are constituted the provisional directors of the company.

Head office.

3. The head office of the company shall be in the town of East Angus, in the Province of Quebec.

Annual meeting.

4. The annual meeting of the shareholders of the company shall be held on the third Wednesday of December in each year, unless it is otherwise fixed by by-laws of the company.

Directors.

5. At such meeting the holders of the capital stock assembled, or represented by proxy, who have paid all calls due on their shares, shall choose nine persons to be directors of the company; the number, however, may be changed to not less

than three, or more than fifteen, as determined by by-law of the company.

6. The second paragraph of article 5965 of the Revised Statutes, 1909, shall not apply to the company.

R.S.Q., 5965,
2nd par. not
to apply.

7. The company may :

Powers of
company.

(a) Acquire, as a going concern, all the assets, and assume all the obligations of the "Brompton Pulp and Paper Company", a body corporate and politic, duly incorporated under the laws of the State of Maine, one of the United States of America, and having its head office at the city of Lewiston, in said State of Maine ;

The deed of transfer and conveyance by which the said Brompton Pulp and Paper Company of Lewiston, Maine, shall transfer to the company as a going concern, the ownership of all the moveable and immoveable property, personal and real rights, franchises and good will, and other rights generally whatsoever which belong to it, and by which the company shall be substituted as the debtor in the place and stead of the Brompton Pulp and Paper Company of Lewiston, Maine, shall be executed in the form of the schedule A annexed to this act, and shall be registered in the registry offices of the registration divisions in which such immoveables or immoveable rights are situated ;

(b) Pay for such assets in fully paid-up shares of the capital stock of the company to the amount that may be agreed upon or otherwise, as may be agreed upon ;

(c) Carry on the business, in all its branches, of manufacturing pulpwood, pulp, paper and all other business incident thereto, and to sell and dispose of the products of such businesses ;

(d) Carry on the business, in all its branches, of lumbermen and manufacturers of lumber, timber merchants and manufacturers of timber, and of all kinds of wood products and all other business incident thereto or connected therewith ;

(e) Purchase, erect, acquire, operate, sell, alienate and otherwise dispose of pulp mills, paper mills, cardboard mills, saw-mills, rossing mills and factories, and mills of all kinds, and buy, deal in, and dispose of the products of such mills and factories in any form, and purchase, make, manufacture and otherwise acquire and dispose of materials of all kinds, useful or that can be used in the operation of such mills and factories ;

(f) Purchase, manufacture, sell and otherwise dispose of,

calcium carbide, wood alcohol and chemicals; and purchase, erect, or otherwise acquire such factories and works as may be deemed necessary for such purposes;

(g) Purchase, lease, acquire, operate and dispose of timber berths, timber licenses, timber lands and other property, moveable and immoveable, to any extent whatsoever, and to enter into all contracts necessary for such purposes;

(h) Apply for, acquire, lease and dispose of trade marks, timber marks, industrial designs, caveats, patents and patent rights, licenses and privileges, for or in respect of any invention that may be deemed useful or advantageous and to manufacture, use, exercise and work the same;

(i) Construct, charter, operate, acquire and dispose of, in connection with the enterprises of the company, steam and other vessels, the whole without having the power to become common carriers, or to incur the obligations thereof;

(j) Build and operate tramways between its establishments in the counties of Compton and Wolfe, for the transportation of its lumber, and for other purposes relating exclusively to the business of the company, without having the power to become common carrier or to incur the obligations thereof;

(k) Purchase, acquire, hold, lease, operate and dispose of water-powers, hydraulic and riparian properties and rights of all kinds on the St. Francis River, and the lakes and streams tributary thereto, and produce electricity, heat, light and power therefrom, and sell, lease or otherwise dispose of, and deliver by wires, pole lines and other appliances, water power, electric light, heat and motor power, so manufactured and developed thereon; and at the places where the company shall acquire water-powers and riparian properties it may make and erect such dams, canals and other works and improvements as may be necessary or suitable for the company's purposes.

Provided the sale of electric light, heat and motor power shall be limited in the Province of Quebec to the counties of Richmond, Wolfe, Compton, Beauce, Megantic and Sherbrooke (but not in the city of Sherbrooke), with the consent of the municipalities interested.

Provided also that this act shall not be interpreted as affecting or limiting in any way the rights and franchises granted by the acts 2 Edward VII, chapter 76, and 4 Edward VII, chapter 84, and does not prejudice the rights or privileges of any person, partnership or company;

(l) Produce and manufacture gas, and sell and dispose of the same for light, heat and power within the limits of the said counties mentioned in paragraph (k).

(m) Construct and operate telephone lines by the most practicable route from Disraeli, in the county of Wolfe, passing through Lambton and Spring Hill, and ending at Reedsville, in the county of Compton;

(n) Acquire the good will, franchises, assets, rights, shares of stock, bonds, debentures and other securities and powers of, or amalgamate, enter into any arrangement for sharing profits, union of interests, promotion, co-operation, joint adventure, reciprocal concession, or otherwise, with any person, association or company carrying on or engaged in, or about to carry on any business or transaction which this company is authorized to engage in or carry on, or any business or transaction capable of being conducted so as to directly or indirectly benefit the company, and to lend money to, guarantee the contracts of, or otherwise to assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

The company may also sell its goodwill, franchises, assets, rights, shares of stock, bonds, debentures or other securities, powers and business to any person, association or company, not prohibited by law from acquiring the same.

8. The capital stock of the company shall be five million dollars, divided into shares of one hundred dollars each. Capital stock.

9. Section 5988 of the Revised Statutes, 1909, is re-placed for the company by the following : R.S.Q., 5988,
replaced for
company.

"5988. 1. If authorized by by-law, sanctioned by vote of not less than two-thirds in value of the subscribed stock of the company, represented at a general meeting duly called for considering the by-law, the directors may, from time to time : Borrowing of
money, &c.

(a) Borrow money upon the credit of the company;

(b) Limit or increase the amount to be borrowed;

(c) Issue bonds, debentures or other securities of the company, and pledge or sell the same for such sums and at such prices as may be deemed expedient, but no such bonds, debentures or other securities shall be for a less sum than one hundred dollars each; Issue of
bonds, &c.

(d) Hypothecate or pledge the immoveable property of the company, or pledge its immoveable property, or do both, to secure any such bonds, debentures or other securities, and any money borrowed for the purposes of the company; Hypotheca-
tion of im-
moveable
property,
&c.

(e) Give through their duly authorized officers to one or Hypothecary
trust deed.

more trustees, to secure the payment of the bonds or debentures, a hypothec upon the immoveable property of the company, mentioning the issue, or the amount of bonds or debentures so secured, and such hypothec after having been registered, shall, notwithstanding article 2017 of the Civil Code, be a valid security in favour of the holder of such bonds or debentures whether issued before or after the execution of such hypothec.

Borrowing
on bills, &c.

2. The company may, however, without any by-law or resolution, from time to time borrow money on bills of exchange or promissory notes made, drawn, accepted or endorsed on behalf of the company by the officer or officers of the company thereto authorized by a general or special resolution of the directors”.

Issue of
stock for
property,
&c.

10. The company may pay, in whole or in part, for all moveable and immoveable property and rights, for franchises and good-will, and for all services, in stocks, bonds or debentures of the company, and the purchase price of all properties and rights in whole or in part may be secured by mortgage or hypothec upon the immoveables and railway of the company.

Law to
apply to
company's
railways,
&c.

11. As regards the tramways, and wooden, iron or steel railways which it is authorized to construct, and the right of way that may be required for such purposes, the company shall be subject to the Quebec Railway Act, which shall apply for such purposes with the exception of article 6644.

Other law to
apply.

12. The Joint Stock Companies General Clauses Act, with the exception of the second paragraph of article 5965, shall apply to the company, when not inconsistent with the provisions of this act.

Meetings of
shareholders,
&c.

13. Meetings of the shareholders and directors of the company for the transaction of all or any business of the company, may be held at any place and at such time as may be fixed by a by-law or by-laws, of the company, passed at any time for such purposes, and all books or records that the company has, or shall be required to keep, may be kept and recorded either at the place so to be designated for the holding of the meeting of the directors, or at the head office of the company as shall be arranged by by-law or by-laws of the company passed for such purposes.

Subscription
to, &c., of
stock in

14. The company may subscribe for, purchase, or otherwise acquire, stock in any company or corporation, and vote

upon the same, and the stock of the company incorporated ^{other com-} by this act may be subscribed for, purchased and otherwise ^{panies, &c.} acquired by any other company or corporation, domestic or foreign. The company shall have the power to transfer a portion of the stock to any person to qualify him to become a director of said other company or corporation.

15. This act shall come into force on the day of its sanc- ^{Coming into} tion. ^{force.}

SCHEDULE A

BEFORE the undersigned....., Notary Public for
the Province of Quebec, practising at.....,

CAME AND APPEARED :

THE BROMPTON PULP AND PAPER COMPANY, a corporation existing under the laws of the State of Maine, one of the United States of America, having its head office at Lewiston, in said State, and doing business in the Province of Quebec, Dominion of Canada, and elsewhere as lumber, pulp and paper manufacturer, with an office for the said Province at Bromptonville, in the said Province, herein represented by....., acting herein by virtue of.....,

Hereinafter called the transferror,

AND

THE BROMPTON PULP AND PAPER COMPANY, a body politic and corporate, duly incorporated by an act of the Legislature of the Province of Quebec, passed in the year one thousand nine hundred and twelve, and being 2 George V, chapter 96, having its head office in the town of East Angus and herein represented by....., acting herein by virtue of

Hereinafter called the transferee.

Which transferror, for the consideration hereinafter set forth, doth hereby transfer and convey unto the transferee, thereof accepting the ownership of all the assets, including all the moveable and immoveable property, personal and real rights, franchises and good-will, and other rights, generally whatsoever, of the transferror.

The present transfer and conveyance is made in consider-

ation of the issue by the transferee of.....fully paid-up shares in its capital stock of the par value of one hundred dollars each, forming a total of....., and of the allotment and distribution of the said shares and delivery of the same to all and every one of the shareholders of the transferror, in proportion to the actual holdings of each of them in the capital stock of the transferror, whereof quit of the whole by the transferror.

And as a further consideration, the transferee doth hereby substitute itself as the debtor in the place and stead of the transferror, generally, without any exception or reserve, and specially in reference to a certain issue of bonds amounting to one million dollars, secured by a deed of mortgage and hypothec, or trust deed, executed between the said transferror and the Dominion Trust Company, before Joseph Alphonse Bégin, Notary Public, on the second day of November, 1907, under his notarial number 3748 and duly registered, and, for all purposes, to the same effect as if all and every one of the obligations of the transferror had been incurred and undertaken directly by the transferee.

The present deed of transfer and conveyance is executed in conformity with the provisions of the act of the Legislature of the Province of Quebec, above mentioned, to wit: 2 George V, chapter 96, and in accordance with the Schedule A of the said act, and its execution has the effect mentioned in said act in reference thereto.

The present deed of transfer and conveyance shall be registered in the manner set forth in said act, and such registration shall have the effect mentioned in said act, in reference thereto.

WHEREOF ACTE: Executed at, on theday of....., in the year nineteen hundred and twelve, under the number, of the minutes of the undersigned notary, and, after reading of these presents, the parties hereto have signed the same, with and in the presence of the undersigned notary, and have fixed their respective corporate seals thereto, in faith and testimony thereof.
