

## CHAP. 102

An Act to amend the charter of the *Crédit Général* (General Trust).

[Assented to 3rd April, 1912.]

**W**HEREAS the *Crédit Général* (General Trust,) incorporated by the act 9 Edward VII, chapter 117, has by its petition prayed that the said act be amended by changing the name of the corporation and granting it further powers; 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.** Section 1 of the act 9 Edward VII, chapter 117, is replaced by the following: 9 Ed. VII, c. 117, s. 1, replaced.

“**1.** The persons above named and all others who have or may hereafter become shareholders of the company shall be incorporated. and are hereby incorporated under the name of *Le Crédit Général du Canada* in French, and “The General Trust of Canada” in English.” Persons incorporated. Name.

**2.** Section 2 of the said act is replaced by the following: Id., s. 2, replaced.

“**2.** The company is hereby authorized: Powers of company.

“a To act as sequestrator, trustee, assignee, liquidator, executor, curator, auditor and civil or judicial surety, financial agent and attorney, and, more especially and without limiting the terms aforesaid, to accept, fill and execute all such trusts and powers of any nature or kind whatsoever that may be given, confided or delivered to it by any person or any body politic or corporate or other authority, by gift, conveyance, transfer, will, legacy or otherwise, or which may be entrusted, delivered, transferred or given by any court of record, and to receive, take and hold all properties and estates, real or personal, moveable or immoveable, which may be the object of any such trust; to accept, exercise and perform all the duties of receiver, trustee, assignee, trustee for the benefit of creditors, sequestrator, guardian, curator, liquidator, executor, administrator and curator to insolvent estates, notwithstanding the provisions of articles 365, 366 and 367 of the Civil Code forbidding a company to act in any of the said capacities, which articles shall in nowise affect the present company.

Power and authority are hereby given to a judge of the

Superior Court to appoint the company to any such office or position; and the company shall continue to occupy and to hold such office and position until the completion of all the duties hereby imposed upon it or until it has been relieved thereof. A judge of the Superior Court may also, upon the advice of a family council, appoint the company to be a financial agent to any tutor, curator or other officer or official appointed by the court, and thereupon the company shall have the management of the property of the minors, interdicted persons or other persons or corporations for which the said tutor, curator, officer or official so appointed may be acting, in the same manner and with the same restrictions as the tutor, curator, officer or official himself; but nothing in this act shall authorize the company to act as tutor to the person of minors or curator to the person of interdicts;

b. To lend and borrow money on its own account and on account of other persons upon hypothecs or moveable or immoveable securities and to guarantee or not guarantee the payment thereof and, more especially, and without limiting the above terms, to lend money on conditions and terms deemed suitable, with power to take as security for such loan or for any other debts contracted towards the company, hypothecs, real estate, ground rents, Dominion, provincial, British or foreign securities or shares or bonds of any company or corporation, whether foreign or not; to lend, with or without hypothec, to any persons, municipal or school corporations, *fabriques* and trustees for the building and repair of churches in the Province of Quebec, and to individuals, such sums as they may be empowered to borrow, repayable at a long or short term, with or without sinking funds; to borrow money at such rates of interest as may be agreed upon, with full power to guarantee such loans by hypothecs, shares, bonds or other securities belonging to the company; to act as an agency or association for or on behalf of others who may entrust money to it for the purpose of lending or investing the same and to secure and guarantee repayment of the capital or the payment of the interest, or both together, of all amounts so entrusted to the company. Nevertheless, the company shall not lend on the security of bills of exchange or promissory notes;

c. To buy and sell moveable and immoveable property and especially and without limiting the above terms, to acquire by way of subrogation or transfer and to sell, pledge, and transfer all hypothecary or privileged claims; to acquire, hold and alienate, in addition to the immoveables acquired and held by it in the course of its affairs, immoveable property to an amount not exceeding two million dollars, and in addition:

1. Every immoveable that may be taken by it by way of compromise or in payment of any pre-existing debt;

2. Every immoveable that may be purchased by it at any judicial sale or other sale in foreclosure or for the carrying out of any claim, hypothec, or trust, or of any agreement in the nature of a pledge or a hypothec accepted or acquired by the company in the regular course of its affairs.

Provided, always, that the company shall sell every property acquired by it under sub-paragraphs 1 or 2 within fifteen years from the date of such purchase;

d. To invest in and buy and to sell shares, bonds or debentures of any person, municipal or other corporation, secured by hypothec or otherwise, and any securities of Canada or provincial governments, and any British foreign securities;

e. To sell any hypothec or other security; and to sell, pledge or hypothecate all immoveable property held at any time by the company;

f. To receive deposits of money or moveables of any kind and do business as a safety deposit or warehousing company, and more especially, and without limiting the above terms, to receive money on deposit and make such money bear interest; to build, lease maintain and operate suitable buildings with or without cold storage plant for receiving moveables of all kinds and categories, and to carry on the business of a safety deposit or warehousing company, to take and receive moveables of all kinds on deposit for safekeeping on such conditions as may be agreed upon, and to loan money on such effects;

g. To promote the formation of other companies and to acquire, hold and possess the assets, shares and debentures of other companies, and especially and without limiting the above terms, to promote and aid in promoting the formation and operation of any other company, and for such purpose to subscribe, buy and sell the bonds, and all other securities furnished by other companies, and otherwise to employ the money or credit of the company either by employing any portion of the moneys of the company for such purposes, or by placing on the market or guaranteeing the issue of shares, mortgages, debentures, obligations or securities of such other company, or the payment of the interest thereon or otherwise;

h. To act as agent for registering or countersigning certificates of shares or other securities, and to fulfil all contracts whatsoever and more especially and without limiting the above terms to act as financial, registration and transfer agent of any person, government, municipality, body politic or corporation, and in any such capacity receive and expend money;

to transfer, register and countersign certificates of shares, bonds and other certificates, and to act as agent of any person, government or corporation from abroad, or in Canada; to act as agent of any person, corporation or company for collecting interest coupons on all sorts of securities; to act as agent in connection with the administration of moveable and immovable properties and to act as agent for all sinking funds for any person, corporation or company; to accept and execute any mandate having for its object the issuing, the countersigning, the guarantee or pledge, the sale or purchase of shares, bonds, debentures or other securities, real, personal or mixed; to act as agent for the purpose of registering or countersigning certificates of shares, bonds or other debentures or titles of any person, government, province, foreign country or of any company, corporation, municipality or association and to receive and administer the sinking funds connected therewith;

*i.* To examine and audit the books, accounts, condition and financial standing of the affairs or properties of any person, company, partnership or corporation and to report thereon;

*j.* Generally to charge and receive all stipulated and reasonable remuneration, general, ordinary and usual expenses and costs for all or some of the services, duties, trusts or things rendered, fulfilled, executed or performed in the exercise of any of the company's powers;

*k.* Subject to the provisions of articles 7446 to 7456 of the Revised Statutes, 1909, the company may be surety for all bonds required in any judicial proceedings and, subject to the discretion of the court, the judge or the officer receiving such bond, the security of the company shall suffice in all cases where two sureties are now required;

*l.* The company may arrange for receiving and recovering, if necessary, such remuneration as may be agreed upon for being such surety. The company may execute the security bond by its manager or secretary or an officer authorized for the purpose by the board of directors, who shall sign for it and attach the company's seal thereto;

*m.* To guarantee the title to or quiet enjoyment of any property, either absolutely or subject to any qualifications and conditions; to guarantee any person or persons interested, or about to become interested in or to own, or to purchase or acquire any real property, against any losses, actions, proceedings, claims or demands by reason of any insufficiency, imperfection or deficiency of title or in respect of encumbrances or outstanding rights; and also to guarantee any person or persons against any loss or damages by reason of the failure on the part of any person or persons, bodies corporate or corporations, to make due payment of the whole or any part of any loan, advance, mortgage or claim, hypothecary or

otherwise, or the interest thereon, and to issue its guarantee certificates or policies in such form as it may determine and for such remuneration as it may fix;

*n.* To guarantee any investment made by the company as agent or otherwise;

*o.* To buy vacant lands and erect buildings thereon, and sell the same; to construct buildings for third parties on their own lands; to take and receive a mortgage upon the said lands and buildings for the price and value thereof; to grant terms for the payment of the same, and to stipulate that in the event of death, the debtor's estate will be released from payment of any balance remaining unpaid;

*p.* To assist persons who may enter into contracts with the company in purchasing moveable or immoveable property;"

The company shall not however exercise the powers mentioned in the said sub-paragraphs *m* and *n* of this section until its paid up capital shall have reached one hundred thousand dollars.

**3.** Sections 4, 5, 6, 7, 8 and 9 of the said act are replaced Id., ss. 4-9, replaced. by the following:

**"4.** The company may at any time issue bonds representing its operations or otherwise. Such bonds may be issued in denominations of dollars, pounds sterling, or francs, but none can be issued for a smaller amount than one hundred francs of French, Belgian or Swiss currency, or than twenty dollars Canadian currency or four pounds sterling, English currency, or an equivalent in other currency. They shall be represented by certificates taken from a register with a counterfoil, and such certificates shall be signed by the officers of the company appointed for the purpose and shall bear the seal of the company. Such bonds shall be in the holder's name or be payable to bearer and may be secured, by mortgage or otherwise, and the mortgage may be given in favour of one or more trustees for the bondholders."

**4.** Sections 11 and 12 of the said act are replaced by the Id., ss. 11, 12, replaced. following:

**"11.** The company's head office shall be in the city of Montreal and it may establish branches at other places" Head office.

**5.** Section 13 of the said act is replaced by the following: Id., s. 13, replaced.

**"13.** The company's stock shall be two million dollars, divided into twenty thousand shares of one hundred dollars each. In the certificates issued by the company therefor, the face value of such shares may be expressed either in Canadian or in foreign currency. Capital stock.

Increase of  
capital.

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

Founders'  
shares.

The subscribers of the two hundred thousand dollars mentioned in section 14 of this act, become founders of the company and, as such are entitled to two thousand certificates of shares called "founders' shares", the only advantage whereof consists in participating in the profits as hereinafter set forth"

Id., s. 15, am. **6.** The following paragraph is added after section 15 of the said act:

Powers of  
directors.

"Every director may be represented at a meeting of the board of directors by one of his colleagues under a written power of attorney which shall be valid until cancelled. Absent directors may also give their vote in writing on any question."

Id., s. 16, re-  
placed.  
Inspectors.

**7.** Section 16 of the said act is replaced by the following:

"**16.** The company shall appoint annually one or two inspectors who may be shareholders, who shall once a year or oftener if deemed necessary, inspect the company's affairs, carefully examining all the securities held by the company as collateral securities or otherwise, and report to the shareholders at the next annual general meeting on the financial situation of the company as well as on the statements and accounts submitted by the board.

Their access  
to books, &c.

The inspectors shall, at any time, have access to the books and archives of the company."

Id., ss. 22a-  
22d, added.

**8.** The following sections are inserted after section 22 of the said act:

## "TITLE IX

### ALLOTMENT OF THE PROFITS

Profits of  
company.

"**22a.** The net profits, after deducting all charges shall constitute the profits of the company.

Deduction  
from profits.  
Reserve  
fund.

"**22b.** Upon these profits shall be levied first of all:

1. Five per cent on their total amount to constitute a reserve fund;

Provident  
fund.

2. The amount which the board of directors may deem necessary to constitute a provident fund the amount whereof shall never exceed fifteen per cent of the paid up capital.

3. The amount required to pay the shareholders a dividend <sup>Dividends.</sup> of five per cent on the amount paid up on their shares.

"**22c.** The surplus of the profits after the above deductions <sup>Allotment of balance.</sup> shall be allotted as follows:

1. Fifteen per cent to the directors as may be determined by by-law;
2. Fifteen per cent to the founders ;
3. And the balance, say seventy per cent, to the shareholders"

**22d.** When the reserve fund reaches ten per cent of the <sup>When</sup> capital it shall no longer be compulsory to continue the levy <sup>reserve fund</sup> for its formation; but the levy shall be resumed if the reserve <sup>may be stop-</sup> be impaired"

**9.** Section 23 of the said act is replaced by the following: <sup>Id., s. 23, re-</sup>

"**23.** Articles 5957 to 6001 of the Revised Statutes, 1909, <sup>replaced.</sup> shall apply to this company in so far as they are not incon- <sup>Certain arti-</sup> sistent with the provisions of this act, but the second <sup>cles to apply.</sup> clause of article 5965 and articles 5988 and 5998 of the Revised Statutes, 1909, shall not apply to this company.

The provisions of the Quebec Insurance Act shall apply to <sup>Law to</sup> the company with regard to its guarantee and security business <sup>apply.</sup> in the same manner.

**10.** This act shall come into force on the day of its sanction. <sup>Coming into force.</sup>

## C H A P . 1 0 3

An Act to amend the charter of *La Société d'Administration Générale.*

[Assented to 3rd April, 1912.]

**W**HEREAS *La Société d'Administration Générale*, incorpor- <sup>Preamble.</sup> ated by the act 2 Edward VII, chapter 69, has by its petition prayed that the said act be amended by changing its name and granting it new and additional powers;

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.** Section 1 of the act 2 Edward VII, chapter 69, is replaced <sup>2 Ed. VII, c. 69, s. 1, re-</sup> by the following: <sup>placed.</sup>