

C H A P . 1 2 9

An Act to amend the charter and to define and extend the powers of the Country Club of Montreal, incorporated

[Assented to 14th March, 1912.]

Preamble.

WHEREAS, The Country Club of Montreal, incorporated, has by its petition represented:

That, by letters-patent, under the great seal of the Province of Quebec, granted on the 17th day of November, 1910, it was constituted a body politic and corporate, under the name of "The Country Club of Montreal, incorporated," and it is desirable in the interests of the club that its charter be amended, and its powers extended and defined; and has prayed for an act to amend its charter, and define and extend its powers; and

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:

Continuance
of corporate
status, &c.

1. The corporation known as "The Country Club of Montreal, Incorporated" (hereinafter called "the club") shall by the name of the Country Club of Montreal continue to be a body politic and corporate, composed of such persons as now are or may hereafter become shareholders in the corporation, and shall have perpetual succession and a common seal, but shall no longer be subject to the provisions of the "Quebec Companies Act"; it shall continue to own the property, both moveable and immoveable, now belonging to it, and to be responsible for its debts and obligations.

Objects of
club.

2. The objects of the club are to promote golf and other outdoor sports, and to provide recreation, healthful exercise, and social intercourse for its members and their guests; to establish, maintain and conduct a club for the promotion and playing of the game of golf, and other games, and for social purposes, and to hold, purchase, provide, erect, maintain, and conduct club-houses, golf-links, tennis-courts, shooting-grounds, cricket-grounds, bowling-grounds, boat-houses, boats, and boating privileges, for the uses, enjoyment and accommodation of members of the club and their guests, to provide lodging, board, and accommodation and facilities generally to the members of the club, and their guests and for the servants and employees of the club, and generally to provide for and afford the members of the club and their guests, all the usual privileges, advantages, conveniences, and accommodation of a club for such purposes.

3. Article 5961 of the Revised Statutes 1909 is amended R.S.Q., 5961, am. for club.
for the club by adding thereto the following paragraph:

"The club by its said name shall at all times have the power Acquisition, to receive, acquire, exchange, hold, lease and enjoy all move- &c., of prop- erty.
able and immoveable property, necessary or desirable for its purposes and the said property, to pledge, hypothecate, lease, sell, alienate, or otherwise dispose of, and to acquire, if desired, other property in the stead thereof."

4. Article 5997 of the Revised Statutes, 1909, is replaced Id., 5997, re-
for the club, by the following: placed for club.

"**5997.** The club shall have the power to borrow money Borrowing of
and to draw, make, endorse and accept cheques, bills of money, &c.
exchange and promissory notes, necessary for the purposes of the club, and every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed on behalf of the club, by any agent, officer or servant, in general accordance with his powers as such under the by-laws, shall be binding upon the club. In no case shall it be necessary to have the seal of the club affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-laws, or special vote or order, nor shall the party so acting as agent, officer or servant, of the club be thereby subjected to any liability to any third party therefor; provided always, that nothing in this article shall be construed to authorise the company to issue any note payable to the bearer thereof, or any promissory note intended to circulate as money or as the note of a bank."

5. Article 5988 of the Revised Statutes 1909 is replaced Id., 5998, re-
for the club by the following: placed for club.

"**5988.** The club, upon a resolution adopted by a vote Hypothec-
of at least two-thirds of the shareholder members present in ation, &c.,
person or by proxy, at a special general meeting convened property of
for the purpose, may hypothecate, mortgage, and pledge its club.
immoveable property, and pledge its moveable property to se-
cure any sums borrowed by it and may further issue bonds or
debentures to such amounts, and payable at such dates, and
bearing such rate of interest, and containing such terms and
conditions, as may be considered advisable, and may pledge or
sell such bonds or debentures, for such sums, and at such times,
as may be deemed to be expedient; and the club may, to secure
the payment of any such bonds or debentures, grant by its duly
authorized officers to one or more trustees, a hypothec, mort-
gage, and pledge of and upon the immoveable property of

the club mentioning the issue and amount and dates of payment of such bonds and debentures the rate of interest payable thereon, and the terms and conditions upon which the same are issued, and upon the registration of such hypothec in the office of the registration division in which the immoveable property covered by the said hypothec is situate, the said bonds or debentures shall constitute a privileged claim upon said immoveables in favour of the holders thereof against the club, and give a right of preference thereto over all debts and claims against the club posterior to the issuing of such bonds or debentures, and such hypothec shall, when duly registered as aforesaid, be a valid security in favour of the holders of such bonds or debentures, whether issued before or after the execution of such hypothec, notwithstanding article 2017 of the Civil Code."

Capital
stock.

6. The capital stock of the club shall continue to be fifty thousand dollars divided into five hundred shares of one hundred dollars each but may be increased at any time to an amount not exceeding one hundred thousand dollars by a vote of two-thirds in value of the shareholder members of the club present and represented at any meeting specially called for the purpose.

Definition of
"share-
holder-mem-
ber."

7. Wherever in this act the expression "shareholder member" occurs, it shall be taken to mean, and shall mean a shareholder or person to whom has been allotted, or transferred or may hereafter be allotted or transferred, one or more shares in the capital stock of the club, in accordance with the by-laws then in force regulating the same.

Rights, &c.,
of share-
holder mem-
bers.

Shareholder members shall alone possess all the rights and powers which may be lawfully exercised by shareholders of companies under articles 5957 and following of the Revised Statutes, 1909, as amended or replaced for the club hereby. The word "shareholder" used in such articles shall mean for the club only shareholder members as herein defined.

Definition of
"ordinary
member."

Wherever in this act the expression "ordinary member" occurs, it shall be taken to mean, and shall mean, a person not a shareholder, who has been admitted to the privileges of membership in the club under the provisions of the by-laws from time to time in force. Such ordinary members shall enjoy such rights and privileges with regard to the use and enjoyment of the club's property and premises as they may be granted by the by-laws, rules and regulations from time to time in force, but shall have no voice in the administration of the affairs of the club, nor of its property nor in the election of its officers, and admission of its members, nor any share or right in the assets of the club, in the event of its liquidation.

8. Article 5969 of the Revised Statutes 1909 is replaced ^{Id., 5969, re-} for the club by the following: ^{placed for club.}

“ **5969.** The shareholder members of the club, in general ^{By-laws of club.} meeting assembled, shall, for the management of its affairs, have the sole power to make by-laws, rules and regulations for the following purposes:

1. The regulating of the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, and the transfer of stock;

2. The declaration and payment of dividends;

3. The number of the directors, their term of service, the amount of their stock qualification, and their remuneration, if any;

4. The appointment, functions, duties, and removal of all agents, officers and servants of the club, the security to be given by them to the club, and their remuneration;

5. The time and the place within the Province, for the holding of the annual meetings of the club, the calling of meetings, regular and special, of the board of directors, and of the club, the quorum, the requirements as to proxies, and the procedure in all things at such meetings;

6. The imposition and recovery of all penalties and forfeitures, which admit of regulation by by-law;

7. The conduct, in all other particulars, of the affairs of the club;

8. The regulating the issue of the club's shares of stock, and the fixing of the qualifications of persons who shall be competent to hold the same, the manner in which the same shall be held, the formalities requisite to a valid transfer thereof, and the persons to whom it may be transferred;

9. The regulating the terms upon which persons not being shareholder members may be admitted as ordinary members of the club, and the amount of entrance fees, and annual dues payable by such ordinary members;

10. The regulating of the admission and expulsion of shareholder members and ordinary members respectively, the classification and respective rights and privileges of shareholder members and ordinary members; the fees, subscriptions, and dues to be imposed;

11. The appointment of club committees for various purposes and the regulating of the number, constitution, powers and duties of such committees;

12. The regulating, generally, of the administration and management of the affairs of the club;

13. The altering or repealing from time to time of all or any of said by-laws, rules, and regulations.

The by-laws, rules and regulations of the club now in force shall continue to be its by-laws, rules and regulations, and to have full force and effect as such until altered or repealed."

Id., 5966, replaced for club.

Election of directors.

9. Article 5966 of the Revised Statutes 1909 is replaced for the club by the following;

"**5966.** The directors of the club shall be elected by the shareholder members of the club in general meeting assembled at such times, in such manner, and for such period, as may be provided in the by-laws of the club from time to time in force."

Powers of directors.

10. The directors shall have full power in all respects to manage and administer the affairs of the club, and shall have such further and other powers as may be conferred or authorized by the by-laws, rules and regulations of the club from time to time in force.

Approval of transfer of shares.

11. No transfer of any share or shares of stock shall be valid unless and until the same shall have been approved and authorized by the directors.

Present directors.

12. The present directors of the club shall continue in office until replaced under the provisions of the by-laws of the club.

Id., 966, § 2, not to apply to club. &c..

13. Paragraph 3 of article 966 of the Revised Statutes, 1909, shall not apply to the club, but the club, notwithstanding that its club house and premises are situated outside the limits of any city, shall be treated as coming under, and being subject to, the provisions of paragraph 2 of said article 966.

Id., 978-987, not to apply to club.

The provisions of articles 978 to 987, both inclusive, of the Revised Statutes, 1909, shall not apply to the club.

Non liability of members.

14. No shareholder member or ordinary member of the club shall be personally liable for any of the debts or obligations thereof.

Law to apply.

15. The provisions of the Joint Stock Companies General Clauses Act shall apply to the club except in so far as they are inconsistent with or are derogated from by the terms of this act.

Coming into force.

16. This act shall come into force on the day of its sanction.