

C H A P . 1 1 7

An act to confirm the charter of the Rivermead Golf Club
and to extend its powers.

[Assented to 24th March, 1911]

WHEREAS, a petition has been presented by the Rivermead Preamble.

Golf Club, which was incorporated by letters patent issued on the 25th day of October, 1910, under articles 6002 and following of the Revised Statutes, 1909, praying for an act to confirm its charter and to extend its powers so as to give it similar rights and privileges to those enjoyed by the Ottawa Golf Club, under the act 7 Edward VII, chapter 131, amended by the act 9 Edward VII, chapter 145, and the Country Club incorporated by the act 8 Edward VII, chapter 157;

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 :

1. The corporation known as the Rivermead Golf Club (hereinafter called the Club) shall by that name continue to be a body politic and corporate and shall have perpetual succession and a common seal. It shall continue to own the property, both moveable and immoveable, now belonging to it and to be responsible for its debts and obligations.

2. The objects of the club shall be to maintain, establish and conduct a club or association for social purposes for the accommodation of the members of the club and others and generally to afford to members and to others all the usual privileges, advantages, conveniences and accommodation of a club.

3. The said club shall have the power :

Powers.

a. To provide, by purchase or otherwise, all moveable and immoveable property necessary for the purposes of the club or for its use or occupation, and the said property to pledge, sell, alienate and dispose of and to acquire others instead thereof and to hypothecate its immoveables;

b. To lay out and prepare a ground in the township of Hull, in the county of Ottawa, and district of Ottawa, for golfing, bowling, tennis and other sports and to provide a club house and other conveniences for the purposes of the members;

c. To promote golfing, bowling, tennis and other games or sports and to arrange matches and competitions and offer

or grant and contribute towards prizes, awards and distinctions;

d. To enter into any agreement to purchase, lease or acquire the properties, rights, franchises, powers, assets or privileges of any other company and to sell to or amalgamate with any other company having similar powers in part or in whole;

e. To issue or allot paid up stock in the company and hand the same over for acquisition of any of the contracts, rights, privileges, real estate, properties and franchises which the company is authorized to acquire, operate, use and exercise;

f. To sell, lease, or otherwise dispose of the property and assets of the company or any part thereof for such consideration as the company may deem fit, including shares, debentures or securities of any company purchasing or acquiring the same, or to hypothecate its immoveable property.

g. The lands possessed by the club for the purposes thereof, may, so long as the municipality within which they are situated is not created a town corporation, be valued by the council of the municipality in its discretion, in the valuation roll, according to their value for agricultural purposes notwithstanding anything contained in article 718, of the Municipal Code.

R.S.Q., 5997, 4. Article 5997 of the Revised Statutes, 1909, is replaced for the club, by the following :

Borrowing of money, &c. “ **5997.** The club shall have the power to borrow money, and to draw, make, endorse and accept cheques, bills of 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 of the club, in accordance with his powers as such under its by-laws, rules and regulations, shall be binding upon the club.

Affixing of seal not necessary, &c. 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, were drawn, accepted or endorsed, as the case may be, in pursuance of any by-law, rule or regulation, or special vote or order.

Agents, &c., not personally liable. The party so acting as agent, officer or servant of the club, shall not thereby be subjected personally to any liability whatever to any third party therefor.

Issuing of bearer notes, &c., Provided, always, that nothing in this article shall be construed to authorize the club to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the note of a bank. ”

5. The principal place of business of the club hereafter shall be at its club house situated in the township of Hull, in the county of Ottawa, in this Province. Principal place of business.

6. The club shall consist of the members now constituting the said club and those who may hereafter be elected as such, with such rights and privileges and subject to such conditions and restrictions as are now or may hereafter be granted and imposed by the by-laws, rules and regulations of the club ; and the present committee of management and officers of the club shall continue in office until replaced in accordance with the by-laws, rules and regulations of the club. Members of club, &c.

7. The capital stock of the club shall be forty-nine thousand and nine hundred dollars divided into four hundred and ninety-nine shares of one hundred dollars each. Capital stock.

8. Throughout this act the word "proprietor" shall mean a shareholder, or person to whom has been allotted one or more shares in the capital stock of the club, in accordance with the by-laws then in force regulating the same. Definition of "proprietor."

9. Throughout this act the word "member" shall mean a person not a shareholder, who has been admitted to the privileges of membership of the club, under the provisions of the by-laws, from time to time in force. And of "member."

10. Article 5969 of the Revised Statutes, 1909 is replaced, for the club, by the following : Id., 5969, replaced for club.

"5969. The proprietors of the club, in general meeting assembled, shall, for the management of its affairs, have the sole power to make by-laws, rules and regulations for the following purposes : By-laws of proprietors.

1. The regulating of the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration 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 office, 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 of 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 shareholders, may be admitted as members of the club, and the amount of entrance fees and annual dues payable by such members ;

10. The regulating of the admission and expulsion of proprietors and members respectively ; the classification and respective rights and privileges of proprietors and members ; the fees, subscriptions and dues to be imposed, the number, constitution, powers and duties of its officers, and of the club committee ;

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

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

Id., 5963, replaced for club.

Club committee.

11. Article 5963 of the Revised Statutes, 1909, is replaced, for the club, by the following :

" **5963.** The affairs of the club shall be managed by a board of fifteen directors, who shall be elected by the proprietors at the annual meeting of the club, and who shall be styled the club committee, the number of the directors and their term of office being subject to change by the proprietors.

Authorization of share transfers.

No transfer of any share or shares of stock shall be valid unless and until the same shall have been authorized by a resolution of the club committee. "

Powers of club committee.

12. The club committee 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.

Id., 5984, replaced for club.

Proprietors, &c., not liable for debts.

13. Article 5984 of the said statutes is replaced for the club, by the following :

" **5984.** No proprietor or member of the club shall be personally liable for any of the debts or obligations thereof. "

14. Paragraph 3 of article 966 of the said statutes shall not apply to the club hereby incorporated, but the said club shall be treated as coming under paragraph 2 of the said article. Id., 966, par. 3, not to apply, &c.

15. Article 5988 of the said statutes is replaced, for the club, by the following : Id., 5988, replaced for club.

“ **5988.** The club may by resolution of its committee, issue notes payable to order or to bearer, for the settlement of accounts or other current matters. Issuing of notes, &c. ”

It may further upon a resolution adopted by at least two-thirds of the proprietors at a special general meeting convened for the purpose, pursuant to the by-laws of the club, issue bonds or debentures to such amounts and containing such terms and conditions as the resolution may determine, and may pledge or sell such bonds and debentures for such sums and at such times as may be deemed to be expedient ; and to secure the payment of such bonds or debentures the club may, by its duly authorized officers, grant to one or more trustees a hypothec upon the immoveable property of the club, mentioning the issue and amount and the dates of payment of such bonds or debentures, the rate of interest payable thereon and the terms and conditions, upon which the same are issued ; and upon the registrations 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 in favor 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 favor 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. ” Issuing of bonds, &c.

16. Articles 5962 and 5987 of the Revised Statutes, 1909, shall not apply to the said club, and the said statutes shall in other respects only apply to the club hereby incorporated where their provisions are not inconsistent with the provisions of this act. Id., 5962 and 5987, not to apply to club, &c.

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