

C H A P . 157

An Act to incorporate the Country Club

[Assented to 14th April, 1908]

Preamble.

WHEREAS, the Right Honorable Sir H. E. Taschereau, Kt., P.C. ; the Honorable Sir Charles Fitzpatrick, K.C. M.G. ; the Honorable Sir Adolphe P. Caron, K.C.M.G. ; the Honorable N. A. Belcourt ; the Honorable W. C. Edwards ; George H. Perley, Esq. M.P. ; George Burn, Esq. ; C. Berkeley Powell, Esq. ; W. H. Rowley, Esq. ; H. K. Egan, Esq. ; E. J. Chamberlin, Esq. ; E. F. Fauquier, Esq. ; G. E. Fauquier, Esq. ; Robert Gill, Esq. ; and Dennis Murphy, Esq., have by their petition, prayed to be incorporated under the name of "The Country Club," to carry on, among other things, a club for the encouragement of riding, driving, motoring, boating, fishing, tennis, bowling, and like sports, and for social purposes, and for purposes of amusement :

And whereas it is expedient to grant the prayer of the said petitioners ;

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 Right Honorable Sir H. E. Taschereau, Kt., P.C. ; the Honorable Sir Charles Fitzpatrick, K.C.M.G. ; the Honorable Sir Adolphe P. Caron, K.C.M.G. ; the Honorable N. A. Belcourt ; the Honorable W. C. Edwards ; George H. Perley, Esq. ; M.P. ; George Burn, Esq. ; C. Berkeley Powell, Esq. ; W. H. Rowley, Esq. ; H. K. Egan, Esq. ; E. J. Chamberlin, Esq. ; E. F. Fauquier, Esq. ; G. E. Fauquier, Esq. ; Robert Gill ; Esq., and Dennis Murphy, Esq., and all other persons who have agreed to subscribe for, and who shall hereafter hold shares in the capital stock of the club hereby incorporated, are hereby incorporated under the name of "The Country Club," (hereinafter called "the Club") which shall be a corporation, and shall have perpetual succession, and a common seal.

Name.

Objects.

2. The objects of the club shall be the encouragement of riding, driving, motoring, boating, fishing, tennis, bowling, and like sports, and for social purposes, and for purposes of amusement, but the committee of the club, (hereinafter referred to) shall alone have authority, from time to time, in its discretion, to maintain, regulate, control, or discontinue within the premises of the club, all or any of the said sports or amusements.

3. Article 4655 of the Revised Statutes is amended for the club by adding thereto the following paragraph:

“The club, by its name, shall at all times have the power to acquire, exchange, hold, lease, possess and enjoy both moveable and immoveable property, necessary for any of 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 other instead thereof, and to hypothecate its immoveables.”

R.S.Q., 4655, amended for club. Acquisition, &c., of property.

4. The headquarters and principal place of business of the club shall be at its club house, situate on the Aylmer road, in the township of Hull, in the county of Ottawa, in this Province.

Principal place of business.

5. The second paragraph of article 4655 of the Revised Statutes, as amended by 2 Edward VII, chapter 30, section 1, is replaced for the club by the following :

“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, in accordance with its powers as such under its by-laws, rules and regulations, 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, rules or regulations or special vote or order. The parties so acting as officers of the club shall not thereby be subjected personally to any liability whatever to any third party therefor.”

R.S.Q., 4655, par. 2, replaced for club. Powers of club.

Officers of club not personally liable.

6. The capital stock of the club shall be one hundred thousand dollars, divided into four hundred shares of two hundred and fifty dollars each.

Capital stock.

7. Wherever in this act the word “proprietor” occurs, it shall be taken to mean, and 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.

Meaning of “proprietor.”

Wherever in this act the word “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 of the club, under the provisions of the by-laws, from time to time in force.

Meaning of “member.”

R.S.Q., 4663,
replaced for
club.
By-laws of
proprietors.

8. Article 4663 of the Revised Statutes is replaced for the club by the following :

“ **4663.** 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 :

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 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 said by-laws, rules and regulations.”

9. Article 4657 of the Revised Statutes is replaced for the club by the following : R.S.Q., 4657 replaced for club.

“ **4657.** The affairs of the club shall be managed by a board of seven 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.” Club committee.

10. 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 . Transfer of shares.

11. 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. Powers of club committee.

12. No proprietor or member of the club shall be personally liable for any of the debts or obligations thereof. Proprietors, &c., not liable for debts.

13. The persons named in section 1 of this act shall be the committee, provisionally, of the club, and shall have and exercise all the powers hereby conferred on the club, until the first meeting of the proprietors, which shall be held not later than six months from the coming into force of this act. Provisional committee.

14. Sub-section 3 of section 46 of the act 63 Victoria chapter 12, shall not apply to the club hereby incorporated, but the said club shall be treated as coming under sub-section 2 of the said section 46. 63 V., c. 46, s. 3, not to apply, &c.

15. The third paragraph of article 4655 of the Revised Statutes, as amended by the act 2 Edward VII, chapter 30, section 1, is replaced for the club by the following : R.S.Q., 4655, par. 3, replaced for club.

“ The club, 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, may 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 the resolutions 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 Issue of bonds, &c. Hypothec to secure bonds, &c.

are issued ; and upon the registration of such hypothec in the office of the registration division in which the immovable property covered by the said hypothec is situate, the said bonds or debentures shall constitute a privileged claim 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.”

Valuation of lands of club. **16.** The lands possessed by the club, for the purposes thereof, shall, so long as the municipality within which they are situated is not created a town corporation, be valued in the valuation roll according to their value for agricultural purposes.

R.S.Q., 4656 and 4680 not to apply, &c. **17.** Articles 4656 and 4680 of the Revised Statutes 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.

Coming into force. **18.** This act shall come into force on the day of its sanction.

C H A P . 158

An Act to incorporate The Riverside Athletic and Sporting Club

[Assented to 14th April, 1908]

Preamble. **W**HEREAS Raphael Ouimet, journalist ; Paul Pelletier, merchant ; Albert Laberge, journalist ; F. X. de Grand-pré, merchant, and E. A. Murphy, commerical traveller, all of Montreal, have, by their petition, prayed to be incorporated under the name of “The Riverside Athletic and Sporting Club,” and for certain powers hereinafter mentioned, and whereas it is expedient to grant their prayer ;

Therefore, His Majesty, with the advice and consent of the Legislative Council and of the Legislative Assembly of Quebec, enacts as follows :

Persons incorporated. Name. **1.** The persons aforesaid and all those who may hereafter join them are incorporated under the name of “The Riverside Athletic and Sporting Club.”