

CHAP. 84

An Act to incorporate the Quebec and St. Maurice Industrial Company

[Assented to 20th May, 1905]

WHEREAS a petition has been presented by the persons hereinafter named, praying for the passing of an act to incorporate The Quebec and St. Maurice Industrial Company, with the powers hereinafter mentioned, and it is expedient that the prayer of their petition be granted ;

Preamble.

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

1. Gaspard Lemoine, merchant, John Theodore Ross, merchant, Thomas McDougall, bank manager, James Guthrie Scott, railway manager, and Gustavus George Stuart, King's Counsel, all of Quebec ; William Hanson, financial agent, of Montreal ; Sir Sandford Fleming, of Ottawa, and all persons who shall become shareholders in the company hereby incorporated, are hereby constituted a corporation, under the name of " The Quebec and St. Maurice Industrial Company," hereinafter called " the company."

Persons incorporated.

Name.

2. The head office of the company shall be at the city of Quebec, or at such other place in the Province of Quebec as the directors of the company, from time to time, by by-law, determine.

Head office]

Change thereof.

3. The persons named in section 1 of this act shall be the provisional directors of the company, of whom a majority shall form a quorum.

Provisional directors.

Quorum.

4. The capital stock of the company shall be three million dollars, divided into thirty thousand shares of one hundred dollars each, and may be called, from time to time, by the directors as they may deem necessary ; but the company shall not begin operations until five hundred thousand dollars of the authorized capital shall have been subscribed and ten per cent. of the said capital shall have been paid in.

Capital stock.

Shares.

Calls.

When company to begin operations.

5. The company may :

Company may :

(a) Acquire and hold moveable and immoveable property for the purpose of its business and may sell, alienate, exchange or lease the same ;

Acquire, &c., property ;

Construct,
&c., dams,
&c., in cer-
tain places,
&c. ;

(b) Construct and maintain dams at La Tuque and elsewhere along the line of the Quebec and Lake St. John Railway, in the counties of Quebec, Portneuf and Champlain, conduct water from the rivers dammed by them, by canals or flumes ; construct all necessary locks, piers and other works on the said canals ; enter and take possession of the bed and beach of rivers at the entrance of the said canals or flumes, also for the foundations of the same in their entire length and at any point to which it may be found expedient for the waters of such canals or flumes, or tail-races for water-powers taken from the said canals or flumes, or deliver water on the wheels or build a power-house or power-houses ; enter upon and survey all lands necessary for the purposes of its business and for the protection of the same from floods or accidents ; from time to time, purchase, acquire, hold and enjoy all lands necessary for the said purposes and for such ditches as may be along the same ; make all bridges, intersections, crossings, through, under or upon public or private roads, or any aqueduct or canal ; erect, construct, maintain poles, pipes, conduits, wires and other apparatus for the transmission of electricity and gas to any point in the said counties, with the consent of the municipalities ;

Purchase,
&c., water-
powers along
certain line of
railway, &c. ;

(c) Purchase and develop water-powers along the line of the Quebec and Lake St. John Railway, in the counties of Quebec, Portneuf and Champlain, and make use of, sell or dispose of the same ; lease or sell water or power to operate railways or tramways, and to drive any machinery in mills, warehouses and manufactories ; construct and maintain stores, warehouses, and other buildings for the reception and storing of goods ; and construct elevators, cranes and weigh-beams, and all such other works and erections as shall be requisite to give effect to the full intent and meaning of this act ;

Manufacture,
&c., gas, &c. ;

(d) Manufacture, supply, sell and dispose of gas and electricity for the purpose of light, heat or motive power and any other purpose for which the same may be used ; manufacture and sell calcium carbide and all by-products produced in its manufacture, acetylene gas, and all other gases and products manufactured from calcium carbide ;

Acquire, &c.,
lands and
timber limits,
&c. ;

(e) Acquire, erect, operate and dispose of lands and timber limits, pulp mills, paper mills, cardboard mills, tramways, aqueducts, saw mills, rossing mills and other industries ; and generally act as trader in and manufacturer of paper, ground pulp, sulphite, cardboard, lumber and wood products, in the three aforesaid counties ;

Acquire, &c.,
works, &c.,
of other com-

(f) Acquire and operate, within the territory above mentioned, the works, stock, property, franchises, assets and busi-

ness of any person or company, whether incorporated or not, authorized to carry on any business comprised in the subject of this act, or enter into any arrangement for such purpose or in connection therewith, and assume the liabilities of such person or company, in respect thereof; and acquire, hold or dispose of the whole or any part of the shares, debentures and securities of such person or company, with which the company has entered into any arrangement or contract.

6. The company shall not exercise the powers conferred upon it by section 5 of this act on public lands and other property nor on private property, without having acquired the right in the first place from the Crown in the manner prescribed by law and, secondly, from the proprietors of the lands on which such powers are exercised.

7. The directors may, whenever authorized by a by-law for that purpose, approved by the votes of holders of at least two-thirds in value of the subscribed stock of the company, present or represented by proxy at a special general meeting called for the purpose of considering such by-law, borrow such sums of money, not exceeding in amount three million dollars, as the shareholders deem necessary. They may issue bonds or debentures therefor in sums not less than one hundred dollars each, at such rate of interest, not to exceed six per cent. per annum, and payable at such times and places, and secured in such manner, by mortgage or otherwise upon the whole or any portion of the property, franchise and undertaking of the company, as may be prescribed in such by-law or decided upon by the directors under the authority thereof. The company may make such provision respecting the redemption of such securities as may be deemed proper. The company may, for the security of said bond issue, by such by-law, transfer the ownership of the property, franchise of the company, to trustees representing the bondholders, and may stipulate that the company, during all the time that it shall pay in full the interest upon the bond issue, shall retain the use and enjoyment of the same and all revenues arising therefrom.

8. The directors may issue, as paid up stock, shares of the capital stock of the company in payment of and for all or any of the businesses, franchises, undertakings, properties, rights, powers, privileges, letters-patent, contracts, immovables, stock and assets, and other property of any person, company or municipal corporation which the company may lawfully acquire in virtue of this act, and may allot and hand

over such shares to any person, company or corporation or to its shareholders, and issue, as paid up and unassessable stock, shares of the capital stock of the company, and allot and hand over the same in payment for right of way, lands, rights, plant, property, letters-patent of invention, rolling stock or materials of any kind, or services rendered to the company; and any such issue and allotment of stock shall be binding on the company, and such stock shall not be assessable for calls, nor shall the holders thereof be liable in any way thereon; and the company may pay, for any such property or services rendered to the company, wholly or partly, in paid up shares or wholly or partly in debentures, as the directors may deem proper.

Increase of
capital stock.

9. After the whole of the capital stock hereby authorized has been issued and fully paid up, the capital stock of the company may be increased, from time to time, to an amount not exceeding ten million dollars, by a resolution of the shareholders passed and approved of by the votes of the holders of at least two-thirds in value of the subscribed stock of the company, present or represented by proxy, at a special general meeting of the shareholders duly called for considering the same; and such increased capital stock may be issued and shall be dealt with in the same manner as the original capital of the company.

Preferred
stock.

10. The directors may, from time to time, with the consent of a majority of the shareholders, present or represented by proxy, at a meeting called for such purpose, issue preferred stock, to an amount not exceeding two million dollars, in such amounts and manner, on such terms and bearing such rate of interest as the directors, from time to time, think proper. And the interest upon such preferred stock may constitute the first claim upon the net earnings of the company, after payment of the interest upon the bond issue.

Privilege of
preferred
stock holders.

In the event of the liquidation of the company by insolvency or otherwise, the holders of preferred stock are to be paid in full, after payment of the debts and bond issue, before any payments are made to the holders of ordinary stock in the company.

Register of
preferred
and ordinary
stock, &c.

11. The company shall cause entries of the preferred and ordinary stock, from time to time, created to be made in a register to be kept for that purpose at the head office, wherein shall be entered the names and addresses of the several persons, from time to time, entitled to the preferred or ordinary stock, with the respective amounts of the stock to which such persons are respectively entitled; and the register shall be accessible for inspection and perusal, at all

reasonable times, to every debenture-holder, mortgagee, bondholder, preferred stockholder and shareholder of the company, without the payment of any fee therefor.

12. All transfers of the ordinary and preferred stock of the company shall be registered at the head office of the company; and the company shall, if required, deliver, to every holder of preferred stock and shareholder, a certificate stating the amount of preferred or ordinary stock held by him and the rate of interest payable thereon. Registration of transfers of stock and issue of stock certificates.

13. The holders of preferred stock shall not be entitled as such to be present or vote at any meeting of the company, nor shall such stock confer any qualification as a shareholder of the company. Preferred stock holders not to vote, &c.

14. The company may make such arrangements and regulations respecting the conversion and exchange of its mortgage bonds and debentures into and for preferred stock, and for the re-exchange and reconversion of the same by the respective holders thereof, as are deemed expedient. Conversion and exchange of bonds, &c.

15. The mortgage bonds, debentures and preferred stock of the company may be issued either in Canadian currency or in sterling, or in both, at the option of the company. Currency in which bonds, &c., may be issued.

16. The company may receive from any government, or from any person, city, town, municipality or village, whether incorporated or not, and having power to make or grant the same, in aid of the construction, equipment and maintenance of the said works, grants of land, exemption from taxation, loans, gifts of money, guarantees and other securities for money, and may hold and dispose of the same for the purposes of the company. Aid may be granted to company.

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