

C H A P. 79

An Act to incorporate the Power, Pulp and Paper
Company of North America

[Assented to 26th March, 1902]

Preamble.

WHEREAS Robert J. Campbell, capitalist, New York ; John Foster, contractor, Montreal ; Joseph Eloi Gauthier, accountant, Montreal ; Edward John Charles Kennedy, physician, Montreal ; Côme Seraphin Cherrier, M. P. P., Laprairie ; J. Morin, notary public, M. P. P., St. Hyacinthe, have by their petition prayed that they and their successors be incorporated for the purposes hereinafter mentioned, with the powers necessary for their corporate existence, and 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 incor-
porated.

1. Robert J. Campbell, capitalist, New York ; John Foster, contractor, Montreal ; Joseph Eloi Gauthier, accountant, Montreal ; Edward John Charles Kennedy, physician, Montreal ; Côme Seraphin Cherrier, M. P. P., Laprairie ; J. Morin, notary public, M. P. P., St. Hyacinthe, and all others who may become shareholders of the corporation hereby created, are by this act constituted a body politic and corporate under the name of the " Power, Pulp and Paper Company of North America ".

Name.

Power, to pur-
chase, &c.,
certain prop-
erty, &c.

2. The company shall have power to purchase, lease or otherwise acquire moveable and immoveable property, right of way and timber limits, from time to time, as may be deemed requisite for its purposes, with power at any time to operate, lease, sell and mortgage the same ; to acquire water-powers at or near La Tuque, in the county of Champlain, and on or near the line of the Quebec and Lake Huron railway, by purchase or otherwise ; to own, develop, build, equip, lease and sell the same, and to do all acts and to make all constructions necessary or useful for the development or utilization thereof ; to enter upon and survey all lands on the line of the said water-powers, to acquire the same by purchase ; to make roads on either or both sides of rivers, and to make bridges, dams, piers, wharves, flumes, booms or other works to secure the necessary supply of water for the said works.

3. The head office of the company shall be in the city of Montreal, or at such place in the Province of Quebec as the directors of the company may determine.

Head office.

4. The first three persons named in section 1 of this act shall be the provisional directors of the company, two of whom shall form a quorum. Such directors may open stock books and procure subscriptions of stock. The provisional directors, resident out of Canada, may vote and act as provisional directors by power of attorney.

Provisional directors, &c., their duties.

Voting by proxy of provisional directors.

5. The capital stock of the company shall be five million dollars, divided into shares of one hundred dollars each.

Capital stock, and shares.

6. When five hundred thousand dollars have been subscribed for the working capital and ten per cent. of that amount has been paid into some chartered bank in Canada, or paid by transferring to two trustees for the company real estate and water-power rights to a value of at least fifty thousand dollars, the first general meeting of the company shall be held in the city of Montreal, at such time as the provisional directors or a majority of them may determine.

When and where first general meeting of company to be held.

All notices of shareholders' meetings and dividends shall be given by mailing the said notices at least ten days before such meeting or payment of such dividend, by registered letter to the address of each shareholder as furnished by him in writing.

Notices to shareholders how to be given, &c.

7. At the first general meeting of the company, and at each annual meeting, the subscribers of the capital stock, present or represented by proxy, who have paid all calls due on their shares, shall choose to be directors of the company, not less than three nor more than nine persons, each of whom shall hold at least ten shares of the capital stock of the company. The directors elected shall hold office till the next annual meeting of the company.

Election of directors at first meeting.

Term of office of directors.

The number of directors may be changed, from time to time, by the vote of the shareholders at any general meeting of the company called for that purpose.

Number may be changed.

8. The company may :

Company may : Use, &c. water-powers, &c. ;

(a) Use, sell, dispose of or lease its water-powers on such terms and conditions as it may think fit; erect and equip mills and manufactories; construct and maintain all such buildings and appliances as shall be requisite to give effect to the full intent and meaning of this act, for all purposes whatever hereinbefore or hereinafter mentioned, and lease and dispose of the same ;

- Manufacture, &c., wood-pulp, &c. ; (b) Manufacture mechanically ground wood pulp, chemical pulp, paper, lumber and all products incidental thereto, in all their branches ; produce and dispose of gas and electricity for the purposes of light, heat, motive power and for any other purpose for which the same may be used ; operate mills at La Tuque, Champlain county, and at any suitable location on or near the line of the proposed Quebec and Lake Huron railway ;
- Acquire, &c., patents of invention, &c. ; (c) Acquire by purchase, license or otherwise, and use, license or otherwise dispose of any invention or letters-patent or any right to use or employ any inventions or improvements in connection with the production, manufacture or supply of electricity, pulp, paper or other products, on the conditions which the directors may deem advisable ;
- Acquire, &c., works of other companies, &c. ; (d) Acquire and operate, with the approval of the Lieutenant-Governor in Council, the works, stock, property, franchises and assets of any person, company or municipality, and lease and dispose of the same ;
- Acquire, &c., tramways, &c. ; (e) Acquire, construct and operate tramways, wharves, steam and other vessels for the service of the company, and lease and dispose of the same ;
- Locate, &c., certain line of branch railways, &c. ; (f) Locate, construct and operate branches of railway, not exceeding six miles in length each, for the purpose of connecting the mills, lumber camps and industrial establishments of the company with the said Quebec and Lake Huron railway or any other railways which pass or may pass through the territory in which such industrial establishments are situated ; and the provisions of the railway law of this province shall apply to the company for the purposes of this section ; establish and maintain for the purposes of its business communication by telegraph and telephone between such lumber camps, mills and industrial establishments, and do all acts necessary for the purposes of this subsection ;
- Railway act to apply. (g) Acquire, construct and maintain any dam, slide, pier, boom or other work necessary to facilitate the transmission of timber down any river or stream, and for the purposes of blasting rocks, dredging such streams or of otherwise improving the navigation thereof for the said purposes ;
- Buy, &c., pulp wood, &c. ; (h) Buy and sell wood, pulp, sulphite and chemical pulp, paper and every other kind of merchandize ;
- Lay out town sites, &c. ; (i) Lay out town sites, erect, lease and sell buildings therein ; contribute towards churches, schools, hospitals and charitable institutions ; and provide water-works' and drainage systems ;

(7) Acquire, own, lease, occupy, use, develop and dispose of lands containing coal, iron, minerals, stone, sulphur, oil and natural gas, with the consent of the Lieutenant-Governor in Council; engage in any other manufacturing, mining, construction or transportation business of any kind or character whatsoever, and do all acts and things, and exercise all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law. Acquire, &c., lands for mining, &c.

9. With the consent of the municipal authority or other authority having jurisdiction over any highway or public place, the company may enter thereon for the purpose of constructing and maintaining lines for the conveyance of electric power; and, when deemed necessary by the company for the purpose of its system for supplying electric power, may, with the same consent, erect, equip and maintain poles and other works and devices, and stretch wires and other electrical contrivances thereon; may supply electricity and gas to any municipal corporation or to any unincorporated town or village, on such conditions as may be decided between the company and the municipality. Company may erect polls, &c., with consent of municipal authority in streets, &c.

10. The directors may, whenever authorized for that purpose by the company, borrow such sums of money as may be required for its purposes. They may issue, in one or more series, bonds or debentures therefor, either in currency or in sterling, on such conditions, rates of interest, 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 and undertaking of the company, as may be decided upon by the directors. Directors may borrow money and issue bonds, &c.

The company may make such provisions respecting the redemption of such securities as may be deemed proper. The bonds or debentures shall not exceed in amount the cost price in cash of the properties and assets, including the working capital of the company. Redemption of bonds. Amount limited.

11. 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, underwriting of bonds or debentures, services, properties, rights, powers, privileges, letters-patent, contracts, real estate, stocks, 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 Issue of paid up stock for certain payments authorized.

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, underwriting of bonds or debentures ; 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.

Shares deemed payable in cash.

Proviso.

12. All shares in the company shall be deemed to have been issued and to be held subject to the payment of the whole amount thereof in cash, unless it has been otherwise agreed on or determined by a contract duly made in writing and filed with the Provincial Secretary at Quebec, at the time of or before the issue of such shares, and such contract shall determine the conditions of such issue of stock.

Certain portions of profits to be put aside and divided among certain employees.

13. The directors shall put aside, at the end of each year, out of the net profits of the business, an amount equal to one tenth of the dividend paid on the common stock of the company, and divide the same in such manner as they see fit, over and above their wages, amongst the men who are at that time employees of the company, and who have been so for the term of one year or more.

Aid may be received by company.

14. 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 lands, exemptions from taxation, loans, gifts of money, railway subsidies, guarantees and other securities for money, and hold and dispose of the same for the purposes of the company.

Penalty for damaging company's property, &c.

15. If any person shall in any manner obstruct or damage the canals, flumes or other works or machinery of the company, such person shall for every such offence, in addition to paying the company the actual amount of damage caused, incur a forfeiture or penalty of not less than five dollars, nor exceeding forty dollars, to be recovered before one or more justices of the peace for the district ; one half of such penalty shall go to the prosecutor, and the other half to His Majesty, his heirs and successors, and shall be paid into the hands of the Provincial Treasurer, and be applied for the public uses of the province and the benefit of the government.

16. Whenever it shall be necessary to have recourse to Law to govern any expropriation for locating and constructing branch rail- expropriation ways under section 8, such expropriation shall be made for lands re- under the provisions of the Revised Statutes relating to quired by company's branch rail- railways.

17. With the approval of two thirds in amount of the Increase and shareholders assembled at a special general meeting held for reduction of that purpose, the company may increase or reduce its capital capital pro- stock to such amount as may be deemed necessary for the vided for. purposes of its undertakings.

18. The company may transfer to its nominees such stock Company may as may be necessary to qualify them as directors of any other qualify direct- company in which it may hold stock. ors in other companies.

19. The powers granted by this act shall be exercised Counties only within the limits of the counties of Portneuf, Saint within which Maurice, Champlain, Maskinongé, Berthier, Joliette, Mont- powers may be exercised. calm and Lake St. John.

20. This act shall come into force on the day of its sanc- Coming into tion. force.

CHAP. 80

An Act to amend the charter of the County of Montmorency Telephone Company

[Assented to 26th March, 1902]

WHEREAS the County of Montmorency Telephone Com- Preamble. pany has, by petition, prayed for further powers, authorizing it to increase its capital and change its name ; and whereas it is expedient to grant its prayer ;

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 1 Edward VII, chapter 70, is re- 1 Ed. VII, placed by the following : 70, s. 1, re- placed.

“ **1.** Elzéar Fortier, François Fortier, Ludger Corriveau, Persons incor- merchants ; Fidèle Pelletier, station master ; Joseph Trem- porated. blay, physician, of the parish of Ste. Anne de Beaupré, together with all persons as may become shareholders in the company hereby incorporated, are constituted a body