



## 63 VICTORIA

### CHAP. 33

An Act respecting mining companies

[Assented to 23rd March, 1900]

**H**ER MAJESTY, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

#### SECTION I

##### NAME AND APPLICATION OF ACT

**1.** This act may be cited as the “Quebec Mining Companies’ Act.” Name of act.

**2.** The provisions of this act shall apply to mining companies which shall be incorporated by letters-patent issued under the Great Seal of the Province. Application of act.

**3.** Saving the special provisions hereinafter contained, the Joint Stock Companies Incorporation Act, being section second of chapter third of title eleventh of the Revised Statutes, applies to mining companies. Law applicable.

#### SECTION II

##### GENERAL POWERS OF THE COMPANY

**4.** Without derogating from the Quebec Mining Law and without in any way restricting its general powers, the company may : Powers of company.

1. Prospect and explore for mines and minerals ;

Prospect, &c. ;

- Mine, &c. ; 2. Carry on all operations by which the soil, earth, rocks and stones may, for the purpose of extracting any minerals whatever, be mined, dug for, raised, washed, cradled, smelted, refined, crushed or treated in any manner; render such minerals merchantable by any means whatever, and sell or otherwise dispose thereof ;
- Acquire, &c., mines, &c. ; 3. Acquire, lease, possess, and alienate mines, mining lands, mining rights, pre-emption rights, or any interest therein ; mechanical contrivances, patent-rights of invention or the right to make use of such apparatus or patent-rights connected with the aforesaid purposes ;
- Build telegraph, &c., lines, &c. ; 4. Build, maintain and exploit upon its own property or upon those under its control, telegraph and telephone lines, embankments, dams, flumes, canals, water-powers, electric and other powers, water-works, roads, factories, buildings, mills, warehouses and stores necessary or useful to its operations ;
- Exercise certain powers under R. S., 5225 to 5231. 5. Exercise all the powers enumerated in articles 5225 to 5231 of the Revised Statutes in the manner therein prescribed ;
- Manufacture, &c., goods, &c. ; 6. Manufacture, buy and sell all kinds of goods, merchandize, tools and apparatus required by the company or its servants or workmen ;
- Build, &c. ; vessels, &c. 7. Build, acquire, possess, charter and employ the vessels necessary for its operations and for the transport of its products ;
- Receive shares, &c., in payment for minerals, &c. ; 8. Receive in payment for minerals, lands, merchandize or works, shares, bonds, debentures or other securities issued by any mining company, and hold the same or dispose thereof ;
- Acquire, &c., assets, &c., of other companies, &c. ; 9. Acquire the assets, enterprise, property, privileges, franchises, contracts or rights of any person or company carrying on any industry or business which a company constituted under this act may carry on, and pay for the same by paid up shares in whole or in part, if it so desire, and undertake the debts and charges appertaining thereto ;
- Carry on all operations in connection with its business. 10. Do all such acts and operations as are accessory to those above-mentioned, or which may facilitate the attainment of the objects for which it was incorporated.
- Application of section. 5. This section shall apply as well to companies which shall be constituted under this act as to companies already existing.

## SECTION III

## CAPITAL AND SHARES

6. (1.) If applied for in the petition for the incorporation of the company or for supplementary letters-patent, it is stated in the letters-patent that the shareholders incur no personal responsibility in excess of the amount of the price paid or agreed to be paid to the company for its shares.

Limitation of liability may be stated in letters-patent, &c.

Such limitation of liability shall thereafter exist if no share of the company be issued under par or for a price different from that previously determined by the company; or if, being issued at a discount or at a different rate, such discount or rate and all other terms and conditions, if any, of the issue be authorized by a by-law of the company; and a duly certified copy of such by-law be by registered letter transmitted, within two days of its having been passed, to the Provincial Secretary.

When limitation to exist.

By-law for such purpose.

2. Such by-law must be ratified at a meeting of the shareholders which shall be called by a notice specifying the terms of the proposed issue.

Ratification of by-law.

3. Every stock-certificate issued by an incorporated company in accordance with this article shall bear, under or after the name of the company, the words, in red ink, "INCORPORATED UNDER THE QUEBEC MINING COMPANIES' ACT" and also the words "SUBJECT TO CALL," if the certificate refer to a share subject to call, or the words "NOT SUBJECT TO CALL," if it refer to a share not subject thereto.

Words to be entered on stock-certificates.

4. The charter, prospectus, stock-certificates, bonds, contracts, agreements, notices, advertisements and other official publications of every such company; bills of exchange, promissory notes, endorsements, cheques, orders for money or goods, signed for or by the company, and all bills of parcels, receipts and the seal of the company shall bear, after or under the name of the company, the words "NO PERSONAL LIABILITY."

Words to be entered in charter, &c.

5. Every such company, which refuses or neglects to comply with the provisions of the two preceding paragraphs, is subject to a fine of twenty dollars for each day during which such words are not so printed or written; and every director or manager of the company who authorizes such default shall incur the like penalty.

Fine against company neglecting to have words so entered.

6. If a call remain unpaid for sixty days after notice or demand of payment, the directors may declare the shares upon which the call is not paid to be confiscated; and after such confiscation the secretary may sell the same at auction;

Confiscation of shares for unpaid calls and sale thereof.

Notice of sale. 7. Such sale is announced by a notice sent to the shareholder in default to his last known address, and inserted twice in a newspaper published in the district in which the company has its head office or in the neighboring district if there be none in such district.

Contents of notice. Such notice shall state the number of shares to be sold, the number of the stock-certificates in respect thereof, the name of the shareholder in default, the amount of the calls due and unpaid, and the day, hour and place of the sale.

Time of sale. The sale cannot take place before the expiration of thirty days after that of the first publication.

Payment of surplus. If the proceeds of the sale exceed the amount due with interest and cost of advertizing, the excess must be paid over to the shareholder in default.

By-law for issue of shares at premium or discount. 7. Any company incorporated under this act may order, by by-law, the issue of shares of its capital stock at such rate of premium or discount and upon such terms and conditions as may be deemed advantageous.

When by-law becomes executory. Such by-law shall not become executory unless it is transmitted by registered letter within the two days after it is passed, to the Provincial Secretary, and unless it has been ratified by a general meeting of shareholders as enacted in the preceding article.

Words to be entered on stock-certificates issued under this article. 2. Stock-certificates issued in accordance with the provisions of this article shall bear, in red ink, under or after the name of the company, the words "INCORPORATED UNDER THE QUEBEC MINING COMPANIES' ACT;" and, if the shares were issued under par, the words: "ISSUED BY THE COMPANY AT (*mentioning the rate*) % DISCOUNT."

Shares not to be issued under par except under by-law. 8. No share in a mining company shall be issued under par, unless under a by-law in conformity with the prescriptions of this act; and every director, officer or agent of a company, who acts contrary to the provisions of this article,

Penalty for such issue. is, for each offence, liable to a fine of one thousand dollars and, in default of payment, imprisonment not exceeding three months.

#### SECTION IV

#### DIRECTORS' RESPONSIBILITY

Responsibility of directors for debts due laborers, &c., and action therefor and when to be taken. 9. Notwithstanding the provisions of this act, the directors of the company are jointly and severally liable to the laborers, servants and apprentices of the company for all debts, not exceeding one years' salary due for services performed for the company whilst they are such directors, respectively; but

no director shall be liable to an action therefor, unless the company has been sued therefor within one year after the debt became due, nor unless such director is sued therefor within one year from the time when he ceased to be such director, nor before an execution against the company has been returned unsatisfied in whole or in part.

The amount due on such execution shall be the amount recoverable with costs against the directors.

Amount recoverable from directors.

SECTION V

R E T U R N S

10. In addition to all other returns which mining companies may be obliged to make, each such company shall transmit to the Provincial Secretary whenever thereto required by letter signed by him or his assistant, a statement showing :

Special returns by mining companies and what to contain.

1. The number of shares issued by it under this or any other act ;

Number of shares.

2. The rate at which such shares were issued ;

Rate of issue.

3. All other information required by the Provincial Secretary.

Other information.

Every company which refuses or neglects to make the return above-prescribed, when duly thereto required, becomes liable to a fine of twenty dollars ; and, if the offence continue for more than two days, a like penalty for each additional day during which the offence is continued.

Penalty on company not making returns.

SECTION VI

MINING COMPANIES INCORPORATED OUTSIDE THIS PROVINCE

11. No mining company, the principal office whereof is situate outside this Province, can sell, or otherwise alienate, directly or indirectly, in this Province, its shares, stock, stock-certificates, debentures or other securities, unless it has previously obtained an authorization for that purpose from the Lieutenant-Governor.

Authorization required before foreign mining companies can sell shares, &c., in this Province.

12. Such authorization is given upon petition, if the company :

Authorization granted if company :

1. Deposit in the office of the Provincial Secretary a copy of its charter and of its letters-patent ;

Deposit copy of charter ;

2. Establish under oath, if required, that it owns sufficient property and conducts its operations so as to merit public confidence ;

Establish its solvency, &c. ;

Deposit of power of attorney appointing chief agent in Province and fixing its head office.

3. Deposit in the office of the Provincial Secretary a power of attorney appointing a chief agent in this Province for the purpose of receiving service in all actions and proceedings taken against it, and declaring where the head office of the company in the Province will be.

Proof required before authorization is granted.

13. Before the authorization is granted, the company shall establish, to the satisfaction of the Provincial Secretary or of any other functionary or officer empowered by order of the Lieutenant-Governor in Council to report upon such matter, that the facts alleged in its petition are true, and that it offers sufficient guarantees to justify the granting of the authorization.

Evidence that may be required.

For that purpose, the Provincial Secretary or such other officer may require the production of any document which he deems necessary, and take and keep in writing any evidence rendered under oath or affirmation, and may administer any affirmation or oath required.

Publication of notice of authorization and deposit in prothonotary's office.

14. Notice that such authorization has been granted shall be published by the Provincial Secretary in the *Quebec Official Gazette* according to the form of schedule A ; and, from and after the publication of such notice and of the deposit in the office of the prothonotary of the Superior Court of the district in which the chief office of the company shall be situated of a copy of the *Quebec Official Gazette* containing such notice, the company may carry on the above-mentioned business.

Transcription of notice in register.

Upon receipt of such copy of the *Quebec Official Gazette*, the prothonotary shall transcribe the notice in a register kept for that purpose.

Change of company's agent or office and publication of notice.

15. Whenever any such company changes its chief agent or the location of its head office in the Province it shall transmit to the Provincial Secretary a copy of the new power of attorney respecting the same, and notice thereof must be given in the *Quebec Official Gazette*.

Deposit and transcription of notice.

Such Gazette must be deposited and the notice transcribed in the manner provided by the preceding article.

Cancellation of authorization.

16. It shall be lawful for the Lieutenant-Governor in Council, summarily to cancel, at any time, for reasons which he deems sufficient, the authorization granted under this section.

Penalty for carrying on operations before company has complied with formalities.

17. Whosoever carries on operations within the provisions of article 11 of this act for a company which has not complied with the formalities required before such operations

can be carried on in this Province, is liable for each infringement to a fine not exceeding one thousand dollars and, in default of payment, an imprisonment not exceeding three months.

## SECTION VII

## MISCELLANEOUS

**18.** Every person who, in a return, certificate, general balance-sheet or other document required by or for the purpose of this act, knowingly makes a false declaration on an important point, is liable, in addition to any other penalty which he may legally incur, to a fine not exceeding one thousand dollars and, in default of payment, to imprisonment not exceeding three months. Penalty for making false returns, &c.

**19.** Part LVIII of the Criminal Code, 1892, applies to offences created by this act. Law applicable to offences.  
 Convictions may be pronounced with or without costs. Costs on convictions.

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

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 SCHEDULE A.

*Form mentioned in article 14.*

The (*name*) company has been authorized to sell or otherwise alienate in the Province of Quebec its shares, stock, stock-certificates, debentures and other securities.

The head office in the Province is at (*name the town, &c.*).

Its chief agent for the purpose of receiving service in proceedings against it is (*name and residence of the agent*).

Date,

*Provincial Secretary.*

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