



63 VICTORIA

CHAP. 70

An Act to incorporate the Gas, Electricity and Power
Company

[Assented to 23rd March, 1900]

WHEREAS *La Compagnie des Pouvoirs Hydrauliques de St. Hyacinthe*, incorporated by letters patent issued on the 19th of April 1894 under the provisions of the Joint Stock Companies Incorporation Act, has by petition prayed that its corporate name be altered, and that it be granted a special charter with more extended powers, and whereas it is expedient to grant its prayer. Preamble.

Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. The charter of the company granted by letters patent of the 19th of April, 1894, and the supplementary letters patent issued on the 13th of July, 1897, for increasing its capital stock, are repealed and replaced by this act. Certain letters-patent repealed.

2. The present members of the company, and those who may become members under the provisions of the present act, shall be and are constituted a corporation and body politic under the name of the "Gas, Electricity and Power Company" and such name is substituted to that of *La Compagnie des Pouvoirs Hydrauliques de St. Hyacinthe*, and shall replace it in future to all intents and purposes. Persons incorporated.

Under such name the corporation shall have and shall continue to have perpetual succession and a corporate seal which it may change or modify at will. Perpetual succession. Seal.

General powers. It may appear before the courts both as plaintiff and defendant in the same manner as other corporations; it may purchase, rent or otherwise acquire and possess all real estate and immoveable property which may, from time to time, be deemed necessary for the purposes of its operations, and sell, lease, farm or exchange or otherwise dispose of or hypothecate or pledge such real estate or immoveable property or any portion thereof, from time to time, in the manner and on the terms and conditions which shall be deemed advisable.

Corporation substituted to former one. 3. The company hereby incorporated is substituted to all intents and purposes to that which existed under the said letters patent of the 19th of April, 1894, and succeeds it in all its rights, privileges, franchises, powers and obligations, and all its property, moveable or immoveable, and its assets are hereby vested in the present company which shall be deemed to have assumed all its obligations or responsibilities of any kind and nature whatsoever.

Existing by-laws, &c. 4. The by-laws of the company, the agreements, contracts or other deeds passed, adopted, entered into, or lawfully made under its charter, repealed by article 1, shall continue to have force and effect until annulled, modified, replaced, repealed or executed by or under the provisions of this act.

Present officers. The present officers of the company shall remain in office until replaced under this act or the by-laws.

Head-office. 5. The company's place of business shall be in the city of St. Hyacinthe.

Deed of 20th October, 1896, ratified. 6. The deed of purchase, — passed and executed by and in the name of the company, on the twentieth day of October, eighteen hundred and ninety-nine, before Jos. C. Désautels, notary, and registered on the same day in the registry office of the county of Saint Hyacinthe in register B, volume 48, folio 507, number 42161, — of the charter, of all the moveable and immoveable property, real estate, rights, claims, contracts, franchises, privileges and assets of the Saint Hyacinthe Gas Company, is hereby ratified, confirmed, and legalized, to be executed and carried out according to its form and tenor; all the properties so sold under such deed of sale by the vendor are hereby vested in the purchaser, and are and shall be to all interests and purposes considered as being the absolute property of the latter, as well as all the rights, privileges and franchises granted to and conferred upon the company selling the same by The Mayor and council of the city of Saint Hyacinthe, and the by-law con-

taining the same and its provisions, to wit, the by-law passed by the said corporation on the eleventh day of January, 1881, are declared legal and valid, and are confirmed in favour of the company purchasing the same, which may exercise and put them into force in all their extent.

7. The act passed by the Legislature of this Province, 45 V., c. 79, 45 Victoria, chapter 79, intituled: "An Act to incorporate the St. Hyacinthe Gas Company" is repealed and replaced by this act. repealed and replaced by this act.

8. The capital stock of the company, which now consists of one hundred thousand dollars, divided into two hundred shares of five hundred dollars each, is hereby increased to the sum of two hundred thousand dollars, and shall in future be divided into two thousand shares of one hundred dollars each, and each actual shareholder of the company shall be entitled to five paid up shares of one hundred dollars each for each paid up share of five hundred dollars which he holds in the capital stock of the company incorporated by the letters patent of the 19th of April, 1894; all the shares of the latter company shall be cancelled as soon as such transfer is effected; and, in fulfilment of the provisions of the sale set forth in article 6 as being the payment of a portion of the price therein mentioned, one hundred and fifty paid up shares of one hundred dollars each shall be handed to Louis Brousseau, burgess, of St. Hyacinthe, as being legatee of the shares mentioned in such sale; and the board of directors of the company is hereby authorized to carry out the provisions of this article. Capital increased. Allotment thereof.

9. The directors of the company may, if they deem it advisable, at any time after the whole of the capital stock of the company is allotted and paid up, but not before, pass any by-law for increasing the capital stock of the company to such an amount as they deem necessary for better promoting the undertakings of the company. Increase of capital authorized by by-law.

Such by-law shall state the number and value of the shares of the new capital stock and may prescribe the manner in which it shall be allotted, and in default of its so doing the control of such allotment shall rest exclusively with the directors; provided always that the then shareholders shall have a right, in preference to all other persons during the first six months, to subscribe any portion of such capital offered to subscription proportionately to the number of shares then held by each of them. Contents of by-law.

Such by-law shall have force and effect only after being approved and sanctioned by the votes of the shareholders Approval required.

holding at least two-thirds in number of the subscribed shares of the company, present in person, or represented by proxy at a special general meeting of the shareholders duly called for the purpose ; and as soon as such by-law is sanctioned by the shareholders, the new capital stock shall become subject to all the provisions of the law, in the same manner and as far as possible as if it had formed part of the original capital stock of the company.

Power to borrow and issue preferred stock by by-law.

10. For the purpose of providing for the liabilities of the company at any time existing, or for the purpose of redeeming its bonds or debentures, or of providing any necessary additional capital required, the directors, under the authority of the shareholders to them given at a general meeting specially called for the purpose, at which meeting shareholders holding at least four-fifths in value of the capital stock of the company are present or represented, may issue preferred stock to an amount not exceeding the liabilities of the company for the time being. The provisions contained in article 9 of this act shall apply to this article, except in so far as it may be inconsistent therewith or contrary thereto.

Division of stock into shares, &c.

Such stock shall be divided into shares of the par value of one hundred dollars each, and shall entitle the holders thereof to such right of priority over the non-preferred stock of the company in dividends or otherwise, as may be prescribed by the by-law authorizing the same.

What by-law to determine.

The by-law authorizing the issue of preferred stock shall also determine the rights, privileges and qualifications, if any, of holders of such stock for voting at meetings of the company or for being directors or for any other purpose.

Redemption of preferred stock.

The company shall have the right at any time to redeem and cancel such preferred stock or any portion thereof, upon the terms and conditions stipulated and set forth in the by-law authorizing its issue.

Power to pledge preferred stock, &c.

The company, instead of selling such preferred stock, may pledge all or any thereof at the best price and on the best terms and conditions at the time obtainable, to raise money for its undertakings, and in that case may issue the preferred stock as paid up.

Power to issue &c., promissory notes.

11. The company is authorized to make, draw, subscribe, sign, endorse and accept promissory notes and bills of exchange.

How drawn, &c.

Such promissory notes or bills of exchange, made, drawn, subscribed, signed, endorsed or accepted by the president or vice-president or any other officer duly authorized to do so

by the by-laws of the company, and the secretary, shall bind the company. It shall not be necessary that the seal of the company be affixed to such notes or bills of exchange, and they shall be deemed to have been validly made until proof to the contrary.

The president, vice-president, secretary or other authorized officer shall in no way be personally liable for the said notes or bills of exchange made under the above conditions.

President, &c., not personally liable therefor.

12. The directors of the company are hereby authorized, and power is hereby given them, to effect a loan or loans on the credit of the company and to issue bonds or debentures, not exceeding in the aggregate seventy-five per cent. of the paid up stock, common and preferred, of the company, at the time such loan or loans is or are effected, in such amounts and for such periods of time as they may deem expedient.

Power to borrow and issue bonds, &c.

Such bonds or debentures shall be issued for the amounts borrowed and shall bear the seal of the company, the signature of the president or vice-president and of the secretary.

Amount of and signature to bonds.

They shall be payable either within the limits of the Province or elsewhere, either in current money or in sterling, with interest payable at definite periods, with or without coupons, and, if there be coupons, they shall bear the lithographed signature of the secretary, or they may be made payable by annuities including principal and interest; the form in which such bonds or debentures shall be drawn up, the date of their maturity and the amount of each shall be prescribed by the directors.

Where payable, &c.

Such bonds or debentures shall not be issued until such issue has been approved by the holders of at least two-thirds of the shares of the subscribed and paid-up, ordinary and preferred, capital of the company, present or represented at a meeting of the company called for the purpose of considering such issue.

When bonds may be issued.

Provided the total amount of bonds or debentures of the company at any time outstanding does not exceed seventy-five per cent. of the then paid up stock, common and preferred, of the company, the said directors may, by by-law approved of as aforesaid, whether to pay off former loans or bonds or debentures still due, or to pay the debts or promote the undertakings of the company, effect as many loans, and make as many issues of bonds or debentures as they think proper.

Power to borrow and issue further bonds for certain purposes.

As security for the payment of such bonds or debentures, the directors are hereby authorized to grant a mortgage, by notarial deed, to the holders of such bonds or debentures, or to one or more trustees, upon the immovable property of the company, describing it as required by

Security for bonds, &c.

law, and mentioning the issue and the amount of the bonds and debentures secured thereby.

Bonds preferential charge, &c.

Such bonds or debentures shall further be a preferential charge upon the machinery, plant, rates, revenues, rights or other assets of the company.

Power to manufacture, &c., electric light, &c.

13. The company may manufacture, produce, store, use, supply, sell or lease, in the city of Saint Hyacinthe and in the adjacent parishes of the counties of Saint Hyacinthe and Bagot, electricity, electric light or galvanic light, artificial gas or natural gas, and any artificial light, heat or motive power produced by electricity, gas or other agent; it may fabricate, manufacture and render saleable and sell coke, coal, tar, pitch, asphalt, liquid ammonia and all other residues arising, or which may be derived from the materials used in producing gas.

Power to purchase, &c., patent rights, &c.

14. The company may and shall have the right to purchase or rent, at any time, by purchase or otherwise, the proprietorship or use of any patent, patent rights, privileges, franchises or other rights covering any process, machines, apparatus and instruments for manufacturing, producing, using or selling electricity, electric light or galvanic light, artificial or natural gas, or any other kind of artificial light for the purpose of lighting, heating, power or other purposes, or for manufacturing any products which may be derived from the materials employed in the production of gas, and may issue paid up shares, bonds or debentures in payment of such purchase or contract; it may moreover sell or lease the machinery covered by patents and sell or otherwise dispose of such patents or other rights.

Power to manufacture, &c., machinery for production of gas, &c.

15. The company may manufacture, purchase, sell or lease, machinery, apparatus, generators, lamps, stoves, instruments, and other things necessary for producing, distributing or selling or using electricity, gas or any other agent, producing light, heat or power, and the products which may be derived from the materials used in producing gas, or manufactured by and by means of electricity; and, for the purpose of carrying out the provisions of this article and of the present act, it may also construct, maintain, complete and fit out with the proper plant and operate, within the limits of its operations, all factories, workshops, tanks and other necessary buildings to carry on any kind of work therein.

Approval of site of gas-works required.

The site of all gas works, which may hereafter be built, shall be previously approved by the municipal councils interested, provided always that the company may freely re-

build or repair its present gas works at the place where they are now built in the city of St. Hyacinthe.

16. The company is authorized to acquire, possess, rent and operate, for the purposes of its undertaking, all water powers on the River Yamaska, and all rivers and streams in the counties of Saint Hyacinthe and Bagot, and to make and maintain all excavations, canals, races, dams, jetties, dykes, embankments, and other works deemed necessary for obtaining and improving the power therein, to advance such works, and to acquire, hold and possess all lands necessary for the advantageous working of such water powers. Power to acquire, &c., water-powers on certain rivers.

17. The company may dig, excavate and make trenches and carry on other work in as many roads, highway, streets, lanes, squares and public places and across all bridges and streams as may be deemed necessary for laying, repairing, and renewing, the mains and pipes conducting the gas or other lighting material, heat or motive power, and all the wires conducting electricity ; it may likewise erect therein above the soil and above the buildings, with the permission of the owners thereof, all necessary structures, including poles and other supports for supporting the wires, and conducting electricity from the company's works to the place where the same is consumed, without causing any damage, and taking care as much as possible to leave free and uninterrupted passage during the execution of such works. Power to open up streets, &c.

Provided that the municipal council of any city, town or incorporated village, shall have given its consent, if it thinks it necessary, and shall have the right to supervise and prescribe the manner in which the streets, lanes and highways shall be opened for the planting of posts or the placing of wires and pipes underground ; and that such wires may be cut in case it may be necessary to extinguish fires upon the order of the chief of the fire brigade, in which case the company shall have no right to any compensation for the loss of its wires ; but if the wires are cut, the company shall not be held responsible towards its customers for electricity for the interruption of the light. Proviso.

18. Where there are buildings within the said limits, the different parts whereof belong to different proprietors or are in possession of different occupants or tenants, the company may, with the consent of the proprietor or proprietors, if it can not conveniently make use of the public road, carry pipes and wires to any part of the said building, passing over or through the property of one or more proprietors, or in the possession of one or more occupants or tenants, Power to pass over property &c.

convey the gas, or other illuminant, heat, electricity, or motive power to the property of another or in the possession of another.

Power to use private passages, &c.

19. The company may, with the consent of the proprietor or proprietors, if it can not conveniently make use of the public road, also break up and uplift all passages leading to neighboring proprietors or occupants and dig or cut trenches therein, for the purpose of laying down pipes or wires or repairing the same, doing as little damage as may be possible, and giving satisfaction, thereafter, to the owners or proprietors of buildings or other property, or to any other party, for all damages by them sustained, in or by the execution of the powers granted by this act.

Municipal authorities may repair roads, &c, not repaired, after company's works, and collect expense from company.

20. In case the company shall open or break up any road, street, square or public place, and shall neglect to keep the passage thereof, as far as may be possible free and uninterrupted, or to take every necessary precaution, for the prevention of accidents, or to replace the said roads, streets, squares or public places, without unnecessary delay, the company shall be responsible for all damages caused by such neglect, and the municipal authorities interested, after notice in writing to the company, shall cause the duty so neglected to be forthwith performed, and may recover the expense thereof from the company; and, in default of payment of the costs by the latter, within one month after demand, they may be recovered by civil action in any court of competent jurisdiction.

Tariff of rates, &c.

21. The company may establish a tariff and collect the amount therein specified for the supply of electricity, gas or other product it may furnish in the streets, public places and edifices, buildings, factories, workshops and private houses, and to all persons, firms, corporations, either for light, heat or motive power, or for any other purpose specially connected with electricity or gas, or for the sale or hire of any machine, apparatus or instrument connected with electricity or gas.

Stoppage of supply if not paid for.

22. If any person, supplied by the company with electricity, gas, motive power or other product, neglect to pay the rent, rate or charge due to the company, at any of the times fixed for the payment thereof, the company or any person acting in its name or under its authority, on giving forty-eight hours' notice, may stop the supply of electricity, gas, motive power or other product from entering the premises of the person in arrears as aforesaid, by stopping the supply, by cutting off the service pipe or wires, or by any other means

as the company or its officers see fit ; and it may recover the rent or charges then due, together with the expenses of the cutting off before any competent court, notwithstanding any contract to furnish for a longer time.

23. In all cases where the company may lawfully suspend and cut off the supply of gas, electricity, motive power or other product in all houses, buildings or dependencies, the company, its agents and workmen, after a previous notice of forty-eight hours given to the guardian or occupant, may enter the house, building or dependencies, between nine o'clock in the forenoon and four o'clock in the afternoon, causing as little disturbance as possible, and remove and take away the wires, pipes, meters, cocks, branches, lamps, apparatus, and other accessories belonging to the company ; and every person employed in the service of the company duly authorized may, between the hours aforesaid, enter any house, building or premises where the company supplies gas, electricity, motive power or other product, in order to inspect, repair or put in good order the wires, pipes, meters, apparatus or other accessories belonging to the company or used by it for supplying electricity, gas, motive power or other product ; and whosoever refuses, without reasonable motive, permission to the employees or officers of the company to enter and do such work, shall incur for each such offence a fine not exceeding forty dollars payable to the company, and in addition a fine not exceeding four dollars for every day that such refusal shall continue, and he shall further be liable towards the company for all real damages caused by such refusal.

Wires, &c., may be cut in event of supply being stopped for non-payment, &c.

24. The wires, pipes, motors, stoves, lamps or other apparatus or property belonging to the company shall not be liable for the payment of rent nor to seizure or garnishment by the possessor or proprietor of the premises on which they may be, nor be liable in any way, for the benefit of any one whomsoever, for the payment of the debt of any other person to whom or for whose use or for the use of whose house or building the said supply may be given by the company, notwithstanding the real or apparent possession thereof by such person.

Wires, &c., not liable to seizure for debts of consumers of gas, &c.

25. Whosoever wilfully or maliciously damages, or causes or knowingly allows to be damaged or disturbed any of the wires, pipes, lamps, meters, apparatus or other property of the company used in the production, distribution and utilization of electricity, gas, motive power or other product, or the materials connected therewith, shall incur a fine not ex-

Penalty for damages to company's property.

ceeding one hundred dollars recoverable by the company, and shall be liable to it for all costs and damages it may have thus suffered.

Penalty for increasing, &c., supply, &c.

26. If any person place, allow, or facilitate the placing of any wire or other means of communication to connect with any wire, pipe, or conductor belonging to the company, or in any way make use of the electric current, gas, or other production of the company, or increase the quantity of light heat or power which the company has agreed to supply him, without the latter's written consent, he shall be liable to a penalty not exceeding one hundred dollars, and also a further sum of four dollars per day for each day during which the acts of commission or omission above-mentioned may exist; the whole exclusive of all damage caused.

If offence in houses occupied by several persons.

Any of the above-mentioned acts, which may be found to have taken place, shall be held to have been done by the occupant or joint occupants of the premises where such acts have taken place, or by him who shall have used the electric current, gas or other product.

Suits before what court taken.

27. All penalties and damages provided for by this act may be sued for and recovered with costs by the company, either before the Superior or Circuit Court, according to the amount demanded, or before one or more justices of the peace in the district where the offence has been committed.

Laws applicable.

28. The provisions of the Joint Stock Companies' General Clauses Act shall form part of this act, except in so far as they are inconsistent with or contrary to any provisions thereof.

Municipalities may provide for its own lighting.

29. This act shall not have the effect of preventing any municipality in which the company shall carry on its operations from itself making provision for the lighting of its public roads, streets, buildings and lands, but without prejudice to the rights now possessed by the said company either by its charter or by agreement entered into with the mayor and council of the city of St. Hyacinthe.

Coming into force.

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

SCHEDULE A.

CORPORATION OF THE CITY OF ST. HYACINTHE.

PUBLIC NOTICE is hereby given that at a sitting of the city council of St. Hyacinthe, held the eleventh January, one thousand eight hundred and eighty-one, at which were present; His Honor the mayor L. F. Morison, Messrs. Brousseau, Duclos, Lamoureux, Morin, Noël, Payan and Peloquin,

And that conformably to the notice thereof given the 24th December, 1880, the following by-law was passed and adopted, to wit :

Whereas Arthur Otis Granger, esquire, proprietor of gas works, of the city of Sherbrooke, Robert Newton Hall, esquire, advocate and Queen's Counsel, of the said city of Sherbrooke, and Thomas Logan, manufacturer, also of the said city of Sherbrooke, George Fraser Burnett, agent, of the city of St. Hyacinthe, and Louis Côté, manufacturer of St. Hyacinthe, have, by their petition, dated the 13th December, 1880, represented to this council, that they have formed themselves into a joint stock company, under chapter 65 of the Consolidated Statutes of Canada and its amendments, by the name of : " The St. Hyacinthe Gas Company ", for the purpose of supplying gas to the city of St. Hyacinthe, and of lighting it by gas, and have prayed for the granting of certain privileges for this purpose.

BY BY-LAW OF THIS COUNCIL, It is ordered and enacted as follows :

1. Exclusive rights, privileges are hereby granted to the said company, its legal representatives or successors, to manufacture and sell gas within the city of St. Hyacinthe and to supply the said gas to the inhabitants of the said city for the period and space of time of twenty-five years from the passing of this by-law.

2. Such exclusive rights and privileges are granted and shall be subject to the clauses, restrictions and conditions hereinafter mentioned.

3. The said company, its legal representatives or successors, shall have the right to lay gas-pipes on and in the streets, lanes or public squares, or on or under any bridges in the said city, but in the performance of such works no damage shall be done to the drains or sewers of the city or

of individuals nor to the waterworks of St. Hyacinthe ; the streets, lanes and public squares shall be left in good order, and all damages caused in executing the works by the said company, its legal representatives or successors, shall be at their charge.

4. The said company, its legal representatives or successors, shall establish their gas works in a suitable part of the city, the choice of which must be approved by the city council of St. Hyacinthe, before the erection of any works or other structure to be used for the manufacture of gas, and it shall lay or operate at least two miles in length of its main pipes, in the principal streets of this city, within a delay of one year from the passing of this by-law.

5. The said company, its legal representatives or successors, shall, at any time on a declaration in writing by the proprietors or occupants of ten or more houses that they intend to use gas for lighting their houses, be bound, within a delay of six months, to lay their gas pipes and supply the said gas to such proprietors or occupants, upon the terms and conditions hereinafter mentioned, provided always that the houses of these proprietors or occupants be not situated at a greater distance than six hundred feet from the gas pipes already laid.

6. In the event of the council of the city of St. Hyacinthe deciding, at any time, to place lamps in the streets in which gas pipes shall not yet have been laid, the said company, its legal representatives or successors shall, for reasonable prices paid by the said council, and, within a reasonable delay, put in the pipes and necessary equipment, as required for by the said council. Such lamps shall be supplied with gas at the same price and under the same conditions as the other public lamps hereafter mentioned.

7. The said company, its legal representatives or successors, shall not, directly or indirectly, make use of the pipes laid at the cost of the city council, for supplying gas to the citizens, and the said company, its legal representatives or successors shall not lay any other pipes in that part of the said streets or lanes where the said pipes have been laid at the cost of the city council, before it has repaid the cost of the said pipes and equipment put in as aforesaid.

8. The price of the gas supplied and sold to the inhabitants of this city shall not exceed in any case, the sum of three dollars per thousand cubic feet, and the quality of gas supplied shall give a light equal to that of at least fourteen sperm candles, burning five feet an hour.

9. The council of the city of St. Hyacinthe shall, as soon as the said company, its legal representatives or successors, are ready to supply it, at the rate of two dollars and sixty

cents per thousand cubic feet or twenty-five dollars per lamp per annum, at the option of the council, take the quantity of gas necessary for supplying twelve public lights, for lighting the streets. Such lamps shall be kept lighted according to the by-laws of this council respecting the lighting of the streets. The maintenance of the lamps, posts, and gas jets, shall be at the expense of the city council unless there be arrangements to the contrary.

10. In the event of the city council choosing to pay the said sum of twenty-five dollars a year for each lamp, as aforesaid, the said company, its legal representatives or successors, shall be bound to light, extinguish and clean the said lamps without other indemnity than the said sum of twenty-five dollars a year for each lamp.

11. The council of the city of St. Hyacinthe shall make use of gas to light its buildings or public halls and shall pay for such gas the prices generally charged to other consumers.

12. The taxable property of the said company used for the manufacture of gas shall be exempt from municipal taxes during ten years from the 1st January, 1882.

13. The rights and privileges hereby granted to the said company, its legal representatives or successors, shall be forfeited and null on default of its conforming to any of the above charges, restrictions and conditions, and also in the event of the said company not supplying the city of St. Hyacinthe with gas fit for lighting, or of its manufacturing and supplying a gas considered and adjudged to be dangerous to public health and safety by experts.

(True copy)

ROBERT DÉCHÈNES,

Clerk of the city of St. Hyacinthe.

In the year one thousand eight hundred and ninety-nine,
on the twentieth day of October, in the afternoon,

Before Mtre. JOSEPH CYPRIEN DESAUTELS, notary public for
the Province of Quebec, Canada, residing in the city
and district of St. Hyacinthe, undersigned.

CAME AND APPEARED :

THE CORPORATION called " THE ST. HYACINTHE GAS COMPANY,"
a body politic and corporate incorporated by a Statute
passed by the legislature of the province of Quebec, at

its session held in the year one thousand eight hundred and eighty-two, 45 Victoria, chapter 79, having its office and place of business in the city of St. Hyacinthe, acting and represented herein by its president, Mr. Etienne R. Blanchard, banker, and its managing secretary, Mr. Louis Brousseau, accountant, both of the city of St. Hyacinthe, specially authorized for these presents by a resolution adopted by the shareholders of the said corporation at a special meeting held for that purpose, at the office of the corporation, on the 20th October instant;

Which corporation, thus represented, and in virtue and in execution of the said resolution, has, by these presents, sold, assigned and transferred henceforth and forever, with warranty from all debts, hypothecs, evictions and other troubles or hindrances whatsoever to the corporation of *La Compagnie des pouvoirs hydrauliques de St. Hyacinthe*, a body politic and corporate, having its office and place of business in the city of Saint Hyacinthe, acting and represented herein by its president, Mr. Paul F. Payan, manufacturer, of the city of St. Hyacinthe, and its vice-president, Mr. Eusèbe Brodeur, organ manufacturer, of the parish of St. Hyacinthe, both authorized for these presents by a resolution of the directors of *La Compagnie des pouvoirs hydrauliques de St. Hyacinthe*, adopted at a meeting held the 4th October instant, and confirmed and approved by the shareholders of the company, by a resolution adopted at their meeting specially convened and held the sixteenth October instant, and the said P. F. Payan and Eusèbe Brodeur present and accepting hereof for and in the name of the said company, the purchaser, namely: All the assets and all the personal and real estate and all the rights, privileges and franchises of the vendor, being and comprising, among other properties, the following:

1. A lot or parcel of land situate in the city of St. Hyacinthe, at the corner of St. Michel, St. Pascal and Railway streets, containing two hundred and forty-five feet on St. Michel street, and one hundred and sixty-nine and a half feet on St. Pascal street, by one hundred and forty-four feet in depth, the whole more or less, known as lots numbers six hundred and fifty-one, six hundred and fifty-two, six hundred and fifty-three, six hundred and sixty-two, and six hundred and sixty-three (Nos. 651, 652, 653, 662, 663,) on the official cadastre for the city of St. Hyacinthe, with gas works and works for producing electricity, two gas tanks and other buildings erected thereon, with three engines, pulleys, shafting and belting, two boilers, two arc light and incandescent light

dynamos, machines for manufacturing gas, heater, generator, purifier, three oil tanks and all other articles and accessories serving in the making of gas and electricity ;

2. All the gas plant, machinery, instruments, gasometers in the possession of consumers, pipes in the streets, lanes and public squares of the city of St. Hyacinthe, and the pipes running through the lots of its customers to enter their houses, and all other articles and accessories in use for the working of such gas plant ;

3. All the arc light and incandescent light electric plant, poles in the streets, wires, arc lamps and incandescent lamps and all other articles and accessories belonging to such plant, either for lighting the streets of the said city or its customers in the said city and in the village of St Joseph ;

4. All the rights, privileges and franchises, in their widest extent and broadest acceptation, belonging to the vendor, and belonging to it from its original incorporation under the provisions of chapter sixty-five of the Consolidated Statutes of Canada and of the provisions of the special statute providing for its incorporation, passed by the Legislature of Quebec at its session of one thousand eight hundred and eighty-two, in the forty-fifth year of the reign of Her Majesty Queen Victoria, chapter 79, and also in particular the charter of incorporation of the said company, under the provisions of chapter sixty-five of the Consolidated Statutes of Canada, and the said company's charter of incorporation by its special act passed by the Legislature of the Province of Quebec, 45 Victoria, chapter 79, in the year one thousand eight hundred and eighty-two ;

5. All the right, privileges and franchises in their fullest extent and broadest acceptation, accorded and granted to the vendor, by the mayor and council of the city of St. Hyacinthe by and in virtue of a by-law passed by the council of the city of St. Hyacinthe, at its session of the eleventh January one thousand eight hundred and eighty-one ;

6. All rights, privileges and claims whatsoever appertaining to the vendor, by and in virtue of a contract and undertaking passed before Mtre. J. O. Guertin, notary, on the thirtieth March one thousand eight hundred and ninety-six, by the vendor and the mayor and council of St. Hyacinthe, whereby the vendor undertook to supply an electric current sufficient to light the streets and public squares of the city of St. Hyacinthe, for the period of five consecutive years from the first of January one thousand eight hundred and ninety-six, for the sum of sixty dollars per annum for each arc lamp of twelve hundred candle power, and twenty dollars per annum for each incandescent light of thirty-two candle power and other condi-

tions in that contract mentioned ; the purchaser, declares that it has full knowledge of that contract and undertakes to carry it out to its fulfilment according to its form and tenor, the whole at its risk and peril, and it discharges the vendor therefrom, so that hereafter the latter shall not be disturbed nor sued in connection with the execution of such contract. However the vendor shall alone remain responsible for the action instituted by it in the Superior Court against the mayor and council of the city of St. Hyacinthe, and which is still pending in the said court, and the said Louis Brousseau personally obliges himself towards the purchaser to secure it against this action ;

7. All rights, agreements and contracts belonging to the vendor for supplying its customers with electric and gas light and heating gas ; the purchaser declares that it is aware of these contracts and agreements and undertakes to execute them in the place and stead of the vendor.

Such and as the whole was the first day of October instant, and was and is fully known by the purchaser, which declares itself content and satisfied therewith.

The vendor acquired the land hereby sold by a sale under private signature in its favour by Arthur O. Granger, manufacturer, of Philadelphia, on the nineteenth July, one thousand eight hundred and eighty-seven, and registered at St. Hyacinthe, Reg. B., vol. 37, folio 175, No. 31029.

The purchaser acknowledges receipt of the titles to this land.

For, the said purchaser, the said land, dependencies, workshops, machinery, accessories, gas and electric plant, rights, franchises, privileges, contracts, undertakings, and other property hereby sold and assigned to enjoy, use, do and dispose of in full ownership, in virtue of these presents from this date, whereof the purchaser declares that it is in satisfactory possession ; for the purposes of which, the said vendor puts and subrogates the purchaser in all its rights, privileges, franchises, and claims whatsoever to it belonging and relating and attached to all hereinabove sold.

This sale and transfer is made subject to the following conditions and charges, to wit : The effect of this sale shall be retroactive to the first day of October instant ; consequently the purchaser shall have the right to and shall collect all sums due by the mayor and council of the city of St. Hyacinthe, and by all other customers of the vendor, for and on account of electric light, lighting gas or heating gas or any other thing and article connected with electric or gas light or heating gas supplied by the vendor to its consumers since the first day of October instant inclusively ; and for all electric light or gas or heating gas which shall hereafter be

supplied in the execution of existing contracts and agreements between the vendor and its customers, the latter subrogates the purchaser in all the rights and claims it can enforce against its customers since the first day of October inclusively and hereafter, and on the other hand the purchaser shall be liable for all the working expenses incurred by the vendor from the first day of October inclusively for the purposes of its business, and also the salary of the manager, Mr. Louis Brousseau, and for the interest upon the sum of twenty thousand dollars from and counting from the same date until such sum is paid.

The purchaser shall in the future pay the school and municipal taxes, seigniorial rents and other charges imposed on the said land.

And this sale and transfer is further made for the price and sum of thirty-five thousand dollars currency; in reduction of which sum the vendor acknowledges to have presently received to its satisfaction from the purchaser twenty thousand dollars, whereof acquittance; such sum comprising fourteen thousand two hundred dollars due in notes at the Bank of St. Hyacinthe, two thousand eight hundred dollars due in notes at La Banque Nationale and three thousand dollars paid in cash to the vendor, the whole in accordance with the said resolutions and the balance, fifteen thousand dollars, shall be payable by means of a sufficient number of paid up shares of the capital stock of the purchaser delivered and accepted at par; such shares shall at par form an amount of fifteen thousand dollars and shall be transferred and delivered to the said Louis Brousseau whom the vendor delegates to accept and hold such shares, to the acquittance of what it owes, and this as soon as the capital stock of the purchaser shall be increased by supplementary letters patent or by a special act which shall be applied for to the provincial legislature at its next session.

And, in order to secure the delivery to the said Louis Brousseau of such shares to the amount of fifteen thousand dollars in his favor, the land above described shall remain hypothecated in his favor to the amount of a sum of fifteen thousand dollars.

And the said Louis Brousseau personally accepts the said delegation in his favor by the vendor, and the mortgage in his favor by the purchaser and will accept the said shares at par as aforesaid. It is understood that at the time of the transfer and delivery of the said shares to the said Louis Brousseau, the subscribed capital of the purchaser shall not exceed one hundred thousand dollars outside of the shares handed to him, which shares then united shall form a capital of one hundred and fifteen thousand dollars.

It is further agreed that the contracting companies shall submit to the various resolutions respecting details stipulated in and by the above-mentioned resolutions enacting the present transaction.

WHEREOF ACTE

Done and passed in the city of St. Hyacinthe, in our study, under the number nine thousand five hundred and fifteen of our minutes.

And the parties have signed, with us the notary, these presents first duly read.

(Signed),

THE ST. HYACINTHE GAS COMPANY,
Per E. R. BLANCHARD, President,

L. BROUSSEAU, Secretary.

LA COMPAGNIE DES POUVOIRS
HYDRAULIQUES DE ST. HYACINTHE,

Per P. F. PAYAN, President,

E. BRODEUR, Secretary.

JOS. C. DESAUTELS, N. P.

True copy of the original of these
presents, remaining of record
in my office.

JOS. C. DESAUTELS, N. P.

QUEBEC : Printed by CHARLES PAGEAU, Printer to the Queen's
Most Excellent Majesty.