

issued for
certain pur-
poses.

Approval of
by-law by
electors who
are proprie-
tors requir-
ed.

the purpose of procuring moneys for the payment of obligations already contracted, for purchasing the boarding school of the nuns of St. Anne for young girls, for consolidating the floating debt and for the purposes of education generally, to the amount of one hundred and fifty thousand dollars ; provided that each loan be authorized by by-law approved by the majority in number and in real estate value of the electors who are proprietors in the said municipality who are entitled to vote at the elections of commissioners under articles 2004, 2005 and 2006 of the Revised Statutes, in the same manner as for municipal by-laws of the city of St. Henri respecting loans."

Id., s. 2, re-
placed.
Amount and
conditions of
issue.

2. Section 2 of the said act is replaced by the following :

"**2.** The said bonds shall be for one thousand dollars each, shall be redeemable within a delay of not less than forty years from the date of their issue, and shall bear interest at a rate not exceeding four and a half per cent. per annum."

Id., s. 3, re-
placed.
Special tax
for payment
of interest
and sinking
fund.

3. Section 3 of the said act is replaced by the following :

"**3.** A special tax shall be levied each year upon the real estate of the municipality of the city of St. Henri, taxable for the benefit of the Roman Catholic schools of the said city, sufficient to pay the yearly interest and representing at least one per cent. of the capital, which shall be invested in accordance with the provisions of article 981*o* of the Civil Code, and which, with the interest, shall constitute a sinking fund.

How to be
levied.

Such tax shall be levied and collected as an ordinary school tax, and article 2143 of the Revised Statutes shall apply thereto.

Coming into
force.

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

CAP. LXXIV

An Act to further amend the charter of the Quebec Central Railway Company.

[Assented to 10th March, 1899.]

Preamble.

WHEREAS the Quebec Central Railway Company have, by their petition, prayed that an act may be passed to enable them to arrange the capital of the company to redeem and convert the prior lien bonds heretofore issued under the authority of their charter, and to raise the necessary

means to increase the business facilities of the company, and for other purposes; and it is expedient to grant the prayer of the said petition;

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

1. This act may be cited as the Quebec Central Railway Name of act. Act, 1899.

2. The expression "company," where used in this act, means the Quebec Central Railway Company. Interpretation.

The expression "prior lien bonds," means the bonds authorized and issued under the acts of this Province 49-50 Victoria, chapter 82, and 59 Victoria, chapter 59, and therein referred to under such name.

The expression "debenture stock or bonds or both," means the Quebec Central Railway debenture stock or bonds or both, to be issued under the authority of this act.

3. The directors of the company for the time being shall have the power to make a new issue to be represented by debenture stock or bonds or partly the one and partly the other, to be called "Quebec Central debenture stock or bonds or both," bearing interest not exceeding four per centum per annum, payable in London, the total interest upon which shall not at any time exceed the sum of £20,000 sterling per annum, and the principal whereof shall rank as a charge on the company's railways, rolling stock, property, and undertaking, without registration, next after the outstanding prior lien bonds, if any. Power to issue new debenture stock or bonds.

The directors may issue such debenture stock or bonds or both, from time to time, and sell and dispose thereof upon such terms as to discount and payment as they shall judge best; provided always, that the total amount of interest payable upon outstanding prior lien bonds for the time being, and the debenture stock or bonds or both, the creation and issue of which are hereby authorized, shall at no time exceed the sum of £20,000 sterling per annum. Issue when and how effected.

4. So long as the interest stipulated is duly paid to the holders of the said debenture stock or bonds or both, they shall not be entitled to claim repayment of the principal; which shall only become payable after the company is six months in default in the payment of interest thereon, or in the event of the liquidation of the company; but the directors may, at any time after the expiration of twenty years from the date of issue, upon giving six months' notice by advertisement in the *Times* newspaper published in London, England, be entitled to redeem the same, upon payment of the principal with such premium, if any, added as the directors may determine; and interest shall cease to be exigible, Capital of debenture stock &c., not to be claimed so long as interest is paid.

Power of directors to redeem after notice.

Interest to cease after notice. after the expiration of such delay, upon all debenture stock or bonds or both not presented for redemption.

Application of proceeds of debenture stock, &c. **5.** The Quebec Central debenture stock or bonds or both hereby authorized to be created, or the proceeds thereof, shall be applied by the company to the following purpose only, that is to say :

Conversion of prior lien bonds, &c. (a) In converting and redeeming all outstanding prior lien bonds upon such terms and conditions of purchase and exchange as may, from time to time, be agreed upon between the directors and the respective holders of the said bonds ; and for that purpose the sum of £375,000 sterling shall be reserved.

Balance of proceeds to be applied to acquiring facilities, &c. (b) The remainder of the said debenture stock or bonds or both, by this act authorized to be created and issued, and any sum remaining out of the sum mentioned in the preceding paragraph (a) shall be applied as the directors may, from time to time, determine in acquiring necessary terminal real estate, in the building of branch lines, in the purchase of additional rolling stock, and generally in increasing and improving the business facilities of the company.

Security for payment of debenture stocks, &c. All prior lien bonds purchased with the proceeds of or exchanged for debenture stock or bonds or both shall continue as security *pro tanto* for the benefit of the said debenture stock or bonds or both, and such security shall continue to subsist in favour of the debenture stock or bonds or both until the whole of the prior lien bonds shall have been extinguished.

Conversion of income bonds into bonds or stock of two classes. **6.** The directors shall have the power to convert the existing income bonds into bonds or stock, subdivided into two classes, the one class having such priority over the other class and being entitled to such cumulative or other rights as may at the time of issue be prescribed, and for this purpose to issue new bonds or securities, and to issue the same in exchange for and upon the surrender of income bonds ; and the new bonds or securities shall in all respects take the place of and be entitled, as against the company, to all the rights of the existing income bonds. Provided always that the aggregate charge for interest upon such new bonds or securities shall not exceed the amount of interest to which the existing income bonds are entitled.

Proviso.

Terms, &c., of conversion to be decided by board of directors. **7.** The terms and conditions of such conversion and subdivision of income bonds and issue of new bonds or securities in lieu thereof shall be hereafter decided by the board of directors and sanctioned by at least two-thirds in value of the holders of the income bonds present or represented at a meeting specially called for that purpose, and all income bonds so surrendered shall continue as security *pro tanto* for the benefit of the said new bonds or securities, and such se-

curity shall continue to subsist in favour of the new bonds or securities until all the income bonds shall have been surrendered.

8. Section 8 of the act 49-50 Victoria, chapter 82, is amended by replacing the second clause thereof by the following: 49-50 V., c. 82, s. 8, amended.

"The annual general meeting of the company shall be held in London, at such time and in such place as the directors may judge best. Where and when annual general meeting to be held.

Public notice of such meeting shall be given by advertisement in the *Quebec Official Gazette* and the *Times* newspaper published in London, once a week for at least three weeks prior to such meeting." Notice therefor

9. The following section is added to the said act 49-50 Victoria, chapter 82, after section 8. Sec. 8c added to id.

"**Sa.** The elected directors of the company shall hereafter be not less than five nor more than seven, as the company may determine at any annual meeting. If the number of the said directors is fixed at five, one shall be the representative and nominee of the shareholders, and four shall be the nominees and representatives of the holders of income bonds or of the new bonds or securities which may be issued in lieu thereof under this act. If otherwise, the number of such directors remains at seven, two shall be the nominees and representatives of the shareholders, and five the nominees and representatives of the holders of income bonds or of the new bonds or securities. Number of elected directors. Whom they represent, if five; If seven.

Three members shall in all cases constitute a quorum of the board." Quorum in all cases.

10. Section 9 of the said act is replaced by the following: Id., s. 9, replaced.

"**9.** The meetings of the board of directors shall be held in London, until otherwise determined by resolution of an ordinary annual general meeting of the company; and at any such meeting any absent director may give his proxy in such form as may, from time to time, be prescribed by the board to any other director to represent and vote for him upon any question." Where meetings of board to be held. Proxies of directors.

11. No powers shall be exercised under this act unless consent shall be given to the exercise of such powers respectively by the vote of two-thirds in value of the holders of the prior lien and income bonds, and of the shareholders present or represented at meetings specially called for that purpose. When powers under act to be exercised.

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