

3. By guaranteeing, by endorsement or otherwise, any sum of money borrowed by such company.

Hold stock
in telegraph
companies.

“28b. To subscribe for or hold stock in any company formed for the purpose of constructing electric telegraph lines.

Approval of
by-law for
such purpose.

Every by-law passed in virtue of this and the preceding sub-sections, before coming into force and effect, shall be approved by the electors of the municipality who are proprietors, in the manner prescribed in sections 356 and the following, to section 360 inclusively, of the said Town Corporations General Clauses Act.”

Id. s. 46
amended.
Recourse in
warranty of
corporation
in suits for
damages.

7. Section 46 of the said act is amended, by adding the following at the end thereof :

“And in case of suits against the corporation of the town of Nicolet, for damages in connection with the by-laws of the council or the internal government of the town, the corporation shall have its recourse for all such damages against any citizen or person in default who shall have occasioned such damage.”

C A P . L X I I .

An Act to incorporate *La Canadienne* Life Insurance Company.

[Assented to 18th May, 1887.]

Preamble.

WHEREAS Jacques Grenier, Louis Tourville, Charles C. de Lorimier, Ferdinand N. Belcourt, all of the city and district of Montreal, and the Honorable Henri Gédéon Malhiot, of the city and district of Three Rivers, have prayed for an act to incorporate them and others under the name and style of “*La Canadienne* Life Insurance Company” for the purpose of authorizing them to carry on the business of life and accident insurance ; whereas it is admitted that the establishment of a national association of the kind would be of great benefit to the interests of the Province of Quebec, and would help to keep within it a portion of the sums which are yearly paid out as premiums for insurance which are in a great measure effected with companies which do not belong to the Province ; whereas the creation and establishment of such a company here would be productive of great benefit to the inhabitants of this Province in effecting insurances and settling losses and would give greater security and facility for the recovery of the same, while contributing to the commercial prosperity of the Province, and whereas the persons above mentioned wish and desire to form and maintain a company of that nature, and by their petition have

prayed to be incorporated for that purpose, and it is expedient to grant their prayer; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

1. The persons above mentioned and such other persons, firms, bodies politic and corporations as are now or may from time to time become shareholders in the capital stock of the company hereby constituted, shall be a body corporate and politic under the name of "*La Canadienne Life Insurance Company*", and under such name they shall have perpetual succession and a common seal, with power to change and alter the same, and may sue and be sued, plead and be impleaded before any court whatsoever.

2. The capital stock of the company shall be three hundred thousand dollars divided into shares of one thousand dollars each.

Subscription books shall be opened in the city of Montreal and elsewhere at the discretion of the directors and shall remain open as long and in such manner as they may deem advisable after public notice thereof shall have been given. And the shares shall be and are hereby declared to be the property of the persons, firms, or corporations who shall subscribe for the same and their legal representatives and assigns, subject to the provisions of this act.

It shall be lawful for the company to increase its capital stock, from time to time, to an amount not exceeding half a million of dollars or to such portion of the said amount as shall be determined by the majority of the shareholders at a meeting specially called for the purpose.

3. It shall be lawful for any persons, firms or bodies politic to subscribe for as many shares as they may think proper, and five thousand dollars shall be paid in before the company begins operations, and further twenty thousand dollars within the following twelve months, in such instalments as a majority of the directors shall decide, and no instalment shall be called for, at intervals of less than three months;

No instalments shall be called for nor be payable within thirty days after notice given by registered letter addressed to each shareholder notifying such shareholder that in default of payment, his shares shall be confiscated as hereafter mentioned.

4. If any shareholder should neglect or refuse to pay at the specified time, the instalment due upon one or more shares held by him, he shall *ipso facto* become additionally liable to pay to the company the interest on the amount of the unpaid instalment from the date specified for the payment thereof, at the rate of seven per cent per annum.

Confiscation of shares. The directors may confiscate his share or shares as well as the amount already paid thereon; and the shares so confiscated may be sold by public auction by the directors after the expiration of thirty days following the notice given in the manner above stated, and the proceeds of such sale shall be employed for the purposes of this act, provided always that in the event of the proceeds of the sale being more than sufficient to pay all the arrears, interest and costs of sale, the balance shall be repaid to the holder of the shares upon his applying for the same.

Sale thereof.

Proviso.

Operations of the company. 5. The company shall have power and authority within the limits of the Province of Quebec, to carry on the business of life and accident insurance in all that appertains to the weekly indemnity combined with the system of life insurance usually carried on by life insurance companies and associations.

The company shall likewise have power to re-insure itself against any loss or risk, which it may experience in the course of its business, and also to re-insure any other insurance company or association against any loss or risk, which such company or association may experience in the course of its business, and generally to do and perform every thing connected with its business and destined to facilitate the same.

Branches. 6. For each and every of such purposes it shall be lawful for the directors of the company to establish branches or agencies for the business of the company at any place whatsoever in the Province of Quebec.

Application of capital or of company. 7. The capital stock as well as the property of the company shall be affected to the payment of all the engagements, losses or damages which may from time to time arise and may justly be claimed from the company or charged to it; but it shall be lawful for the company to increase its stock from time to time to an amount not exceeding in all fifty shares of one thousand dollars each, upon the vote of the majority of the shareholders present at any meeting specially called for the purpose.

Increase of capital.

Acquisition of real estate. 8. It shall be lawful for the company for the convenience of its business to purchase and hold real estate in the Province of Quebec and to sell the same and purchase other as the directors may deem advisable.

Acquisition of property mortgaged to company. And in addition to the real estate above-mentioned, the company may purchase and hold all other immoveable property upon which it may have mortgages and which may be adjudged to it at sales by authority of justice, or it may take possession of any real estate, with the approval of a majority of the directors, in payment of a debt due to it in the course of its legitimate business; but the com-

Proviso.

pany shall sell the real estate so purchased or taken in payment and which it may not require for its offices or for the purposes of its business, within five years after the acquiring thereof.

9. The company may invest its funds in debentures, bonds, public or other securities of the Province of Quebec or of the Dominion of Canada or in public securities of any municipal corporation of the Province or in shares or debentures of any company or corporation whatsoever incorporated in the province of Quebec ; or lend its money on the guarantee of the said public securities, bonds or debentures or in mortgages on real estate in the Province of Quebec or on its own life policies to the amount which the insured would have a right to receive on abandoning the same ; and it may, from time to time, dispose of such public securities, bonds, debentures or mortgages and replace them by others, at the discretion of the directors.

Investment of company's funds.

10. The property, affairs and interests of the company shall be managed by a board of seven directors, one of whom shall be selected by them as president and another as vice president ;

Managment of affairs of company.

One of the directors or officers may be appointed administrator or manager and be paid by means of a salary or otherwise ;

Manager.

The board shall determine the *quorum* and manner of proceeding at its meetings ;

Quorum.

Until its members are replaced by others, the board shall for the present consist of the said Jacques Grenier, Louis Tourville, Charles C. de Lorimier, Ferdinand N. Belcourt, all of the city and district of Montreal, and of the Honorable Henri Gédéon Mailhot, of the city and district of Three Rivers, who shall be the provisional directors of the company. They shall also, as soon as they deem expedient, call a general meeting by means of a notice sent by registered letter to the address of each of the shareholders at least ten days before the date fixed for such meeting, for the purpose of proceeding to the regular election of directors and the general organization of the business of the company.

Provisional board.

First meeting for election of directors.

11. The head office of the company shall be in the city of Montreal, but it may establish agencies or branches in any part of the Province of Quebec.

Head office of company.

12. Every shareholder of the company shall be individually liable towards its creditors to the extent of the amount remaining due on his shares but no further ; and he cannot be sued by any creditor of the company until the insolvency of the company shall have been established ; and the shares shall be deemed to be moveable property.

Liability of shareholders limited.

Shares moveable property.

Transfer of shares.

13. No transfer of shares shall be valid until it has been entered in the books of the company in such form as may, from time to time, be prescribed by the directors, and until the whole of the capital stock has been paid up the consent of the directors to such transfer must be first obtained ; provided that no transfer of a share shall at any time be effected before the instalments due on such share are paid up.

Responsibility of company.

14. The company shall not be obliged to see to the execution of any trust, either express, implied or constructive, in respect of any share ; and the receipt of the shareholder, in whose name the same may stand in the books of the company, shall be a good and valid discharge for any dividend or money payable in respect of such share, and his signature will suffice for any transfer of such share or any thing concerning such share, whether or not notice of such trust shall have been given to the company ; and the company shall not be bound to see to the application of the money paid upon such receipt or transfer.

Return to holders of policies of part of company's profits.

15. It shall be lawful for the directors to return to the holders of the policies or other instruments, such part or parts of the profits of the company, in such share or proportion, and at such times and in such manner as the said directors may deem advisable ; and to enter into obligations so to do, either by endorsements on the policies or other instruments ; provided always that the holders of policies or other instruments shall not be held in any way responsible for the debts or losses of the company, beyond the amount of the premium or premiums which may have been actually paid up by them.

Proviso.

General powers of directors.

16. The directors shall have full power in all things to administer the affairs of the company, and may from time to time make by-laws, not contrary to law nor to this act, as to the management in all particulars of the affairs of the company, the remuneration of the directors, the qualification of the directors, the time and manner of calling general or special meetings of the directors or shareholders, the quorum of members or directors necessary for the meetings, and the method of voting and of being represented at such meetings ;

Power to pass by-laws &c.

Repeal same.

They may from time to time, repeal, amend, or re-enact such by-laws ; but every such by-law, repeal, amendment, or re-enactment thereof, unless in the mean time confirmed at a general meeting of the company duly called for that purpose, shall only have force until the next annual meeting of the company, which shall take place in the city of Montreal on the first Thursday in March, or if that day be a legal holiday then on the next day ; and in default of confirmation thereat, shall, at and from that time only, cease to have force.

17. The transfer of rights in any share of the capital stock, in consequence of the marriage, death, bankruptcy, or insolvency of a shareholder, or by any lawful means other than an ordinary transfer, shall be authenticated and made in such form, upon such proof, with such formalities and in such manner generally as the directors shall, from time to time, require or shall by by-law be prescribed;

Manner of effecting transfer of rights in shares.

In the case where the transfer of any share of the capital stock of the company shall be made in virtue of the marriage of a female shareholder, it shall be competent to include therein a declaration to the effect that the share transferred is the sole property and under the sole control of the wife, and that she may receive and grant receipts for the dividends and profits accruing in respect thereof, and dispose of and transfer the share itself, without requiring the consent or authority of her husband;

Transfer in cases of marriage.

Such declaration shall be binding upon the company and the parties making the same, until the said parties shall see fit to withdraw it by a written notice to the company to that effect; and the omission of a statement in any such declaration that the wife making the same is duly authorized by her husband to make the same, shall not cause the declaration to be deemed either illegal or informal, any law or usage to the contrary notwithstanding.

Effect of declaration.

18. If the directors of the company shall entertain doubts as to the legality of any claim to a share in the capital stock, it shall be lawful for the company to make and file in the Superior Court, or with any judge thereof, a declaration and petition in writing addressed to the said court, or to one of the judges thereof, setting forth the facts and praying for an order or judgment adjudicating or awarding the said share to the party or parties legally entitled to the same; and the company shall be guided by such order or judgment and held harmless, exonerated and released from all and every claim to the said share or arising therefrom;

Proceedings in case there are doubts as to ownership of shares.

Notice of such petition shall be given to the party claiming such share, who shall, upon the filing of such petition, establish his right to the several shares referred to in such petition; and the delays to plead and all other proceedings in such cases shall be the same as those upon interventions in cases before the said Superior Court:

Notice &c.

Unless the said court or judge otherwise orders, the costs and expenses of procuring such order, or judgment shall be paid by the party or parties to whom the said shares shall be declared lawfully to belong; and such shares shall not be transferred until such costs and expenses be paid.

Costs.

Officers, &c., to be competent witnesses.

19. In all actions, suits and prosecutions in which the company may at any time be engaged, any officer or shareholder of the company shall be a competent witness, notwithstanding any interest he may have therein.

Power of company to sue and be sued by shareholders &c.

20. It shall be lawful for the company to take suits against its shareholders and *vice-versa*; and every shareholder who is not a party to such suit may be examined as a witness.

Proof of by-laws.

21. A copy of any by-law, rule, regulation, minutes or entry in the books of the company, certified to be a true copy or extract under the hand of the president or vice-president or the manager of the company, and seal of the company, shall be *prima facie* evidence of such by-law, rule, regulation, minute or entry, in all courts of justice or in any proceeding without other proof, and without its being necessary to prove the official character or signature of such officer or the seal of the corporation.

Deposit with Provincial Treasurer.

22. The company may deposit with the Provincial Treasurer, in debentures, money or mortgages, the sum of twenty thousand dollars, out of the capital paid up in virtue of section three of this act, to form a permanent deposit as a guarantee for the insured.

Coming into force.

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

C A P . L X I I I .

An Act to incorporate the "Dominion Lime Company."

[Assented to 18th May, 1887.]

Preamble.

WHEREAS the persons hereinafter mentioned have petitioned for an act of incorporation for the purpose of enabling them to manufacture and deal in lime, and to construct a railway from the main line of the Quebec Central Railway, at a point in the Township of Dudswell, County of Wolfe, to the lime quarries, to be operated by the said Company, and with further power to continue the said line of railway so as to connect the same with the Grand Trunk Railway, Quebec Branch, at some point in the counties of Richmond or Arthabaska, and with power to buy and sell goods, wares, and merchandise, and it is expedient to grant their prayer; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

Persons incorporated.

1. William Bullock Ives, Francis P. Buck, and James