

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

R. Woodward, all of the City of Sherbrooke, and William Angus, of the City of Montreal, all in the Province of Quebec, and such other persons as now are, or hereafter may become shareholders in the undertaking, are hereby constituted a body corporate and politic, in law, and in fact, by the name of the "Dominion Lime Company." Name.

2. The capital stock of the Company shall be thirty thousand dollars, in three hundred shares, of one hundred dollars each, and may be increased, from time to time, to any amount, not exceeding in the whole one hundred thousand dollars, as a majority of the shareholders, at a meeting to be specially called for that purpose, shall agree upon; provided, however, that the said capital stock shall not be increased so as to amount to more than fifty thousand dollars, unless the Company continue the line of Railway beyond the lime quarries of the Company, at least seven miles. Capital.
Increase.
Proviso.

3. The Company shall have power to carry on the business of manufacturing and selling lime in the said township of Dudswell and elsewhere, to keep a general store, and to that end may buy and sell goods, wares and merchandise of every kind and description, and they may also lay out, construct, finish and operate a line of railway, from a point on the line of the Quebec Central Railway, at or near Bishop's Crossing, in the said township of Dudswell, to the lime quarries of the Company, situated on lots, numbers thirteen and fourteen in the sixth range of the said township of Dudswell, and from thence to connect with the Quebec Branch of the Grand Trunk Railway, at any point in the counties of Richmond or Arthabaska; Power to
carry on cer-
tain business.

And the Company shall have all the powers and privileges conferred on Railway Corporations by the Quebec Consolidated Railway Act, 1880. Powers, &c.,
under 43-44
V., c. 43
granted to
company.

4. The head office and chief place of business of the Company shall be at the City of Sherbrooke. Head office.

5. The said William Bullock Ives, Francis P. Buck, James R. Woodward and William Angus, shall be, and are hereby constituted the provisional Board of Directors of the Company, and shall hold office as such until the directors shall be appointed under the provisions of this act, by the shareholders, and they shall have power and authority to fill vacancies occurring therein, and the persons so appointed to fill vacancies shall thereupon become and be directors of the Company. Provisional
directors.

Powers in
cases of va-
cancies.

The said provisional directors shall have power to open stock books, and procure subscriptions for the undertaking, to cause surveys and plans to be made and execut- Powers of
provisional
directors.

ed, and to call a general meeting of shareholders for the election of directors as hereinafter provided.

Calling of first meeting.

6. So soon as thirty thousand dollars of the capital stock of the Company have been subscribed, and twenty-five per cent thereof paid-up, the said directors, or a majority of them, may call a meeting of the shareholders, at such time and place as they shall think proper, giving at least one month's notice in one or more newspapers published in the City of Sherbrooke.

Election of directors.

At such general meeting, and at the annual general meetings, the shareholders, present in person, or represented by proxy, shall elect directors in the manner, and qualified as hereinafter provided, to constitute the Board of Directors; and the said Directors, so elected, shall hold office until the first Tuesday in March in the year following their election, and thereafter, until their successors have been duly elected.

Subsequent meeting for election of directors.

On the said first Tuesday in March, and on the first Tuesday in March in each year thereafter, at the principal office of the Company, there shall be held a general meeting of the shareholders of the Company, at which meeting the said shareholders shall elect the directors for the then ensuing year, in the manner and qualified as hereinafter provided.

Notice therefor.

A public notice of said annual meeting and election shall be published for one month before the day of election, one day in each week, as provided in this section.

Election to be by ballot.

The election of Directors shall be by ballot, and the persons so elected shall form the Board of Directors.

Number of directors.

The number of directors, so elected, shall be five.

Quorum of board.

7. Three members of the Board of Directors shall form a quorum for the transaction of business.

Salaried directors.

The Board of Directors may employ one or more of their number as paid director or directors, provided, however, that no person shall be elected as director, unless he shall be the holder and owner of, at least, ten shares of the capital stock of the Company, and shall have paid up all calls upon the said shares previously made by the Board of Directors.

Calls.

8. The Directors may, at any time, call upon shareholders for instalments upon each share, which they or any of them may hold in the capital stock of the Company, in such proportion as they may see fit; no such call, or instalment, however, to exceed ten per cent; and the Directors shall give one month's notice of such call, in such manner as may be provided in the by-laws of the Company.

Amount. Notice.

Power to become parties to notes, &c.

9. The Company shall have power and authority to become parties to promissory notes and bills of exchange, of not less than one hundred dollars;

Any promissory note or bill of exchange so made, accepted, or endorsed by the president, vice-president, or managing director of the Company, and countersigned by the secretary and treasurer, under the authority of the directors, as provided in the by-laws of the Company, shall be binding on the Company; and every such promissory note or bill of exchange, so made, shall be presumed to have been duly issued with the proper authority until the contrary be shown, and in no case shall it be necessary to have the seal of the Company affixed to any promissory note or bill of exchange; nor shall the president, vice-president, or managing director, the secretary or treasurer of the Company, be individually responsible for the same, unless the said promissory note or bill of exchange has been issued without the sanction and authority of the Board of Directors, as herein provided and enacted;

Effect of such notes.

President &c., not personally liable.

Nothing in this section shall, however, be construed as authorizing the Company to issue notes or bills of exchange payable to the bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Proviso.

10. The Company may enter into any arrangements with any other Company for leasing its railway or any part thereof, or the use thereof, at any time or for any period, or for leasing or hiring from any other Company any railway, or any part or branch of such other railway, or the use thereof, at any time or times, or for any period, provided that the terms of such amalgamation, acquisition, lease, sale, arrangement, or agreement are sanctioned by a majority of shareholders, present in person, or represented by proxy, at a special general meeting called for the purpose of considering the same.

Power to lease and hire road, &c.

The company shall also have the power to enter into any arrangement with any other company for leasing or hiring, as lessors or lessees, any locomotives, tenders, cars, or other rolling stock, or moveable property from or to any such company, or any company or individuals, and generally to make any agreement or arrangement with any other company, touching the use, by one or the other, or by both, of the said railway or rolling stock or moveable property of either or both, or any part thereof, or touching any service to be rendered by the one to the other, and the compensation therefor.

Power to lease and hire locomotives, &c.

11. The company shall have power to amalgamate and make arrangements with any line of railway which shall cross or join its line, and shall also have full power and authority to enter into and conclude any arrangements with any other railway company for the purpose of acquiring any branch or branches, to facilitate the connection between the company hereby incorporated and such

Power to amalgamate and make arrangements with other companies.

other railway company, or to acquire the corporate property and branches of any other railway company.

Rights of shareholders. 12. All shareholders in the Company, whether British subjects or aliens, residents in Canada or elsewhere, shall have equal rights to hold stock in the company, and to vote on the same, and shall be eligible to any office in the company, provided the majority of the Directors be British subjects.

Form of deeds of sale for lands. 13. All deeds and conveyances of land to the Company, for the purposes of this act, in so far as circumstances will admit, may be in form of the schedule annexed to this act.

Commencement and completion of works. 14. The construction of the railway shall be commenced not later than the first day of May, 1888, and shall be completed within five years from that date.

Power of municipal corporations holding stock to appoint a director. 15. Any municipal Council of any municipality, holding not less than ten thousand dollars stock in the said Company, shall be entitled to appoint annually a person to be a director of the said Company, and such person shall be a director of the said company in addition to all the other directors authorized by this act.

Coming into force. 16. This act shall come into force on the day of its sanction.

SCHEDULE.

FORM OF DEED OF SALE.

Know all men by these presents that _____ of
do hereby, and in consideration of _____
paid to me by the "Dominion Lime Company,"
the receipt whereof is hereby acknowledged, grant, bargain, sell and convey to the said "Dominion Lime Company," their successors and assigns, all that tract or parcel of land (*describe the land*), to have and to hold the said land and premises unto the said Company, their successors and assigns forever.

Given under my hand and seal, at _____, this
day of _____ eighteen hundred and _____
A. B.

Signed, sealed and delivered }
at _____, in presence of } (L. S.)