

Coming into
force.

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

C A P . L X V .

An Act to incorporate the De Léry Gold Mining Company.

[Assented to 9th May, 1885.]

Preamble.

WHIEREAS the de Lery Gold Mining Company has, by petition, represented that it has been incorporated under Letters Patent of the late Province of Canada granted on the first day of July, 1865, under the authority of the Act, 27-28 Victoria, chapter 23, intituled: "An Act to authorize the granting of charters of incorporation to manufacturing, mining and other companies," with a capital of ten millions of dollars, divided into nine millions and a half of stock, called "The common stock", and five hundred thousand dollars of stock, called "The guaranteed stock," for the purposes of mining for gold, silver and other precious metals or ores existing within the limits of the seigniory of Rigaud-Vaudreuil, in the parish of St. François, in the county of Beauce, which said mines were granted to Dame Catherine Josephite Fraser, Charles and Alexander René Chaussegros de Léry, by and in virtue of certain letters patent issued also by the late Province of Canada on the 18th of September, 1846, and which are possessed and held by the said the de Léry Gold Mining Company since their incorporation as aforesaid;

Whereas the validity of the said Letters Patent of the 18th September, 1846, has been several times contested before the courts as well by private individuals, as by the Crown itself, during the last twenty years, and that finally their legality has been acknowledged and affirmed by a judgment of the Superior Court, unanimously confirmed by a judgment of the Court of Queen's Bench rendered at the city of Quebec, on the seventh day of December, 1883, in a suit under the No. 1212, wherein the Attorney-General of this Province was prosecuting in the name of our Sovereign Lady the Queen and demanding the cancellation of the said letters patent against the said the de Léry Gold Mining Company, defendant, and that the institution and continuance of the said several proceedings has prevented the company from collecting the balance of calls due by a certain number of its shareholders and has paralyzed the carrying on of the business and operations of the said company;

Whereas the subscription of the said guaranteed stock has produced large sums of money, which have been employed for the purchase of the mining rights now held by the said company and for defraying the expenses incurred in prospecting and opening their said property, whilst the holders of the said common stock have not paid and cannot be called upon to pay for their stock, although they have also the right to vote at all the meetings of the said company, and as the holders of the guaranteed stock must receive first on their said stock all the profits made by the said company to the extent of ten per centum, the surplus, if any, to be divided between the holders of the said common stock, the said arrangements are hurtful to the interests of the said company and to the holders of the said common stock, in practically making the said last mentioned stock of no value ;

Whereas the holders of two hundred and fifty thousand dollars of the guaranteed stock, called of the first issue, have received, as bonus on the payment of the said stock, for each of the said shares ten shares of the said common stock, and the holders of the other two hundred and fifty thousand dollars, called of the second issue, when fully paid up, will receive also as bonus five shares of the said common stock, for each of the shares so by them subscribed, and that at a general and special meeting of all the shareholders of the said company held according to law in the city of Quebec, on the fourth day of March, 1885, it has been resolved that the said common stock should be cancelled, and the capital stock of the said company reduced to five hundred thousand dollars, provided that the holders of the said common stock, not holders of guaranteed stock, receive a compensation not exceeding one share of guaranteed stock fully paid up for each one hundred shares of common stock so held by them ;

Whereas it is expedient to reduce the said stock to the said sum of five hundred thousand dollars currency and to make it all of one denomination, called the capital stock of the said company ;

Whereas it is also desirable to amend the charter, so granted to the said company under the statute aforesaid, so as to give them all the powers necessary to carry on their business and to enter into such contracts and make such other arrangements as may be profitable to their shareholders in making their property more valuable and also more advantageous to the Province, by increasing the revenue raised by the licenses granted to miners, and that it is necessary that the property and assets of the said joint stock company should be transferred to and vested

in the corporation hereby established; and whereas it is expedient that such prayer be granted;

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

Certain persons incorporated.

1. Abraham Joseph, John S. Fry, John Greaves Clapham, Honorable Pierre Garneau, R. F. Rinfret, M. P. P., J. D. Brousseau, M. P. P., C. Cinq-Mars, F. Weippert, G. Veasey, W. R. Holbrook, W. L. Allison, C. Alleyn, L. Barbeau, W. P. Bartley & Co., E. Beaudet, G. Beaudet, E. G. Bell, F. Bilodeau, representatives of the late C. Bliven, H. Bonnell, M. B. Brady, W. Breakey, J. B. Brigham, S. M. Buckingham, W. H. Burleigh, representatives of the late E. Burstall, J. Burstall, representatives of late J. Cauchon, E. C. Chapin, B. P. Chatfield, E. Chimic, T. Christian, C. R. Coker, T. Coman, A. Côté, G. D. Cragin, J. Crosbie, James N. Day, C. Delano, E. Delano, V. M. Delano, representatives of the late Honorable A. DeLery, representatives of the late L. T. Drummond, N. Dubord, J. W. Dunscomb, Eagle Lock Company, H. Feer, J. Ferguson, J. Fiset, representatives of the late R. A. Fortier, Jos. B. Forsyth, representatives of the late J. B. Forsyth, Miss Annie Forsyth, G. N. A. Fortier, A. Gagnon, representatives of the late James Gibb, E. E. Gilbert, P. Giroux, representatives of the late T. Glover, J. Graecen, H. Hagens, representatives of the late G. B. Hall, John L. Hall, Alfred Hector, H. Hogan, J. Horan, representatives of the late W. Hunt, L. Huyck, M. C. Jeffers, H. Jones, A. Jourdain, W. Kirwin, F. Langelier, Sir H. L. Langevin, L. N. Larochelle, P. Larue, C. C. Latham, J. Lemieux, Leonard and Squier, representatives of the late C. E. Levey, H. A. Lothrop & Co., S. E. Lothrop, W. R. Lothrop, W. Lyon, G. Mauley, E. H. Marceau, representatives of the late J. B. Martel, H. Martin, J. Mathewman, D. G. McCotter, T. McGreevy, A. McKinlay, Meriden Britannia Co., S. L. Mitchell, G. D. Mix, G. Moffat, Mrs. V. Moffat, E. B. Moore, F. Morency, A. H. Murphy, O. Murphy, E. W. Nash, J. T. Naylor, W. H. Onion, Mrs. O'Farrell, J. C. Pâquet, R. G. Pardee, W. Parker, representatives of the late G. T. Pemberton, representatives of the late H. G. Plantz, representatives of the late D. E. Price, representatives of the late John Porter, G. T. Reeve, representatives of the late Honorable L. Renaud, G. R. Renfrew, E. Rice, D. Richards, O. Robitaille, Rogers & Bros., Jas. G. Ross, Rittenhouse Fant & Co., Gilbert Scott, representatives of the late H. S. Scott, H. S. Scott & Co., representatives of the late J. A. Sewell, H. Shackell, C. Sharpe, P. A. Shaw, representatives of the late R. Shaw, T. D. Shipman, representatives of late G. H. Simard, representatives of the late C. F. Smith, H. S. Smith, J. O. Smith, representatives of late J. Stevenson, M. Stevenson, representatives

of the late A. Stewart, R. Sugden, H. E. Taschereau, J. R. Taylor, C. Têtu, representatives of the late P. Vallée, Mrs. Vallée, R. H. Vance, E. Vézina, representatives of the late F. Vézina, L. Vézina, A. Vézina, M. A. Vézina, Mrs. Z. Ludger Vézina, J. L. Ward, W. R. L. Ward, F. G. Wheeler, K. K. Wheeler, W. White, G. B. Williams, E. Wiman, representatives of the late J. M. Winchell, J. Wright, R. H. Würtele, the actual shareholders of the said company, together with all other persons as shall hereafter become shareholders in the company hereby constituted, shall be, and they are hereby made a body corporate and politic, by the name of "The DeLéry Gold Mining Company"; and all and every the estate and property, real and personal, belonging to the said joint stock company, and all debts and claims now due to or possessed by the said company, shall be and are hereby transferred to and vested in the said corporation hereby established, which shall, in like manner, be liable to and for all debts due by or claims upon the said joint stock company.

Name.
Vested with certain property, and charged with certain debts.

2. The company may carry on the business of exploring for, mining, smelting, manufacturing and selling gold, silver and other ores and metals, and, for these purposes, may acquire and hold, by purchase, lease or other legal title, such lands, streams and mining rights in lands in the district of Beauce, and construct and maintain such buildings and machinery, and other improvements thereon, and may utilize the waters of the streams and rivers adjoining the same by the construction of dams, waterways, and other erections, and sell and dispose of the same and acquire others in their stead, as the company may deem for its advantage, and may acquire or sell any stock, royalty or percentage payable for the privilege of mining, smelting or manufacturing gold, silver and other ores and metals, and, generally, may exercise all the powers which are necessary for the carrying on of the said works; provided however that the acquisition of such royalty or percentage shall not entitle the company to carry on any mining operations beyond the limits of the said district; but such company may carry on smelting and manufacturing operations elsewhere in the said Province than in the district of Beauce.

General powers of the company.

Proviso.

3. The capital stock of the company shall be of the sum of five hundred thousand dollars, called the "capital stock," divided into five thousand shares of one hundred dollars each;

Capital stock and shares.

Increase.

The said capital stock may be, from time to time, increased, as the wants of the company require, by vote of the stockholders, at a meeting of the company called for the purpose, to an amount not exceeding one million

Proviso.

dollars in the whole; provided always that no such increase of stock shall be made until the whole amount of the original stock of the company shall have been *bona fide* paid in.

Guaranteed stock of first issue to be part of capital stock.

2. The guaranteed stock of the first issue to the amount of two hundred and fifty thousand dollars, already subscribed and paid in full, shall be owned and held, as heretofore, by the shareholders who now own the same or their representatives, as part of the said "capital stock" of five hundred thousand dollars, in the following proportion, and the said stock will continue to be a part of the capital stock of the said company to wit: C. Alleyn, ten shares; L. Barbeau ten shares; W. P. Bartley & Co., three shares; E. Beaudet, two shares; C. Bliven, five shares; J. B. Brigham, three shares; J. D. Brousseau, ten shares; E. Burstall, fifty shares; J. Cauchon, twelve shares; B. P. Chatfield, ten shares; E. Chinié, five shares; C. Cinq-Mars, ten shares; J. G. Clapham, seventy-nine shares; T. Coman thirty shares; A. Côté, five shares; G. D. Cragin, one hundred and forty-five shares; J. Crosbie, four shares; C. Delano, one share; E. Delano, one share; Honorable A. DeLéry, three hundred and sixty shares; V. M. Delano, one share; N. Dubord, four shares; H. Feer, six shares; R. A. Fortier, five shares; John S. Fry, sixty-three shares; A. Gagnon, two shares; James Gibb, ten shares; E. E. Gilbert, two shares; T. Glover, thirty-four shares; J. Greacen, two hundred and fifteen shares; H. Hagens, sixty-three shares; G. B. Hall, ten shares; John L. Hall, fifty-three shares; H. Hogan, two shares; W. R. Holbrook, two hundred and sixty-five shares; J. Horan, four shares; W. Hant, ten shares; H. Jones, thirty-six shares; A. Joseph, thirty-five shares; A. Jourdain, two shares; F. Langelier, one share; Sir H. L. Langevin, C.B., G.C.M.G., ten shares; P. Larue, two shares; C. E. Levey, ten shares; W. Lyon, five shares; J. B. Martel, two shares; T. McGreevy, ten shares; S. L. Mitchel, forty-six shares; Mrs. V. Moffat, seven shares; J. F. Naylor, ten shares; Mrs. O'Farrell, fifteen shares; J. C. Paquet, eight shares; R. G. Pardee, two shares; W. Parker, fifty-three shares; D. E. Price, ten shares; John Porter, twenty-seven shares; Honorable L. Renaud, twenty-two shares; G. R. Renfrew, five shares; R. F. Rinfret ten shares; O. Robitaille, twelve shares; Jas. G. Ross, twenty-two shares; Gilbert Scott, five shares; H. S. Scott, ten shares; H. S. Scott

Holders of such guaranteed stock to be holders of certain shares in capital stock.

& Co., ten shares ; H. Shackell, four shares ; T. D. Shipman, two shares ; G. H. Simard, twenty-seven shares ; J. Stevenson, four shares ; C. Têtu, ten shares ; P. Vallée, ten shares ; Mrs. Vallée, two shares ; R. H. Vance, one hundred and eighty shares ; G. Veasey, twenty-seven shares ; E. Vezina, two shares ; F. Vezina, twelve shares ; L. Vezina, seven shares ; A. Vezina, seven shares ; M. A. Vezina, seven shares ; Z. Ludger Vezina, seven shares ; F. Weippert, thirty shares ; W. White, two shares ; J. Wright, twenty-nine shares ; R. H. Würtele, five shares.

The guaranteed stock of the second issue, to the amount of two hundred and fifty thousand dollars, already subscribed for and paid in part, will also form part of the said "Capital stock" of the said company and shall continue to be held and owned by the shareholders who now hold the same in the following proportion, to wit :

G. Beaudet, two shares ; F. Bilodeau, five shares ; W. Breakey, fifty shares ; J. D. Brousseau, twenty shares ; S. M. Buckingham, two hundred shares ; E. Burstall, fifty shares ; J. Burstall, ten shares, E. Chinic, fifty shares ; T. Christian, ten shares ; J. G. Clapham, fifty shares ; C. R. Coker, ten shares ; G. D. Cragin, one hundred shares ; J. Crosbie, twenty shares ; Honorable A. DeLéry, one hundred shares ; L. T. Drummond, ten shares, J. W. Dunscomb, fifty shares ; J. Fiset, three shares ; R. A. Fortier, ten shares ; Jos. B. Forsyth, ten shares ; Miss Annie Forsyth, twenty shares ; G. V. A. Fortier, five shares ; A. Gagnon, two shares ; P. Garneau, twenty shares ; P. Giroux, ten shares ; T. Glover, fifty shares ; J. Greasen, one hundred shares ; H. Hogan, three shares ; A. Joseph, ten shares ; A. Jourdain, four shares ; W. Kirwin, five shares ; L. N. Larocheille, fifty shares ; P. Larue, twelve shares ; J. Lemieux, five shares ; C. E. Lovey, ten shares ; E. H. Marceau, five shares ; J. B. Martel, five shares ; A. Mackinlay, five shares ; G. Moffat, twenty shares ; F. Morency, five shares ; A. H. Murphy, ten shares ; O. Murphy, five shares ; G. T. Pemberton, ten shares ; D. E. Price, ten shares ; G. T. Reeve, ten shares ; O. Robitaille, ten shares ; Jas. G. Ross, fifty shares ; H. S. Scott, thirty shares ; H. S. Scott & Co., twenty shares ; J. A. Sewell, ten shares ; H. Shackell, twenty shares ; P. A. Shaw, ten shares ; R. Shaw, ten shares ; G. H. Simard, fifty shares ; C. F. Smith, five shares ; H. S. Smith, ten shares ; J. Stevenson, twenty shares ; M. Stevenson, ten shares ; C. Têtu, fifty shares ; P. V. llée, fifty shares ; F. Vézina, fifty shares ; R. H. Würtele, twenty shares.

Guaranteed stock of 2nd issue to form part of capital stock.

Holder of such guaranteed stock to be holders of certain shares in capital stock.

5. The common stock of the said company, to the amount of nine millions five hundred thousand dollars, is cancelled.

Common stock cancelled.

hereby cancelled, and the directors of the said company, pursuant to a resolution adopted at a special general meeting of the shareholders of the said company, held at the office of the said company, in the city of Quebec, on the fourth day of March, in the year one thousand eight hundred and eighty-five, are hereby authorized to grant, out of the guaranteed stock now in the treasury of the said Company, to every shareholder of the said common stock, not holders of guaranteed stock, a compensation not exceeding one share of guaranteed stock fully paid up for each one hundred shares of common stock held by them, or a fraction of such guaranteed stock in proportion to the amount of such common stock so held by them; and the said directors are hereby authorized to re-issue, as part of the said "Capital Stock" of the said company, all the guaranteed stock forfeited or sold and now in the treasury of the said company, in shares of the value of one hundred dollars or of a smaller denomination as they will see fit.

Compensation to holders of common stock

Stock to be personal and assignable in certain manner. Proviso as to assignment.

6. The stock of the company shall be deemed personal estate, and be assignable in such manner only, and subject to such conditions and restrictions as the by-laws prescribe; but no share shall be assignable until all instalments called for thereon have been paid, unless it has been declared forfeited for non-payment.

Right to vote.

7. At all meetings of the company, every shareholder, not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the company; and no shareholder being in arrear shall be entitled to vote; and all votes may be given in person or by proxy; provided always the proxy is held by a shareholder not in arrear and in conformity with the by-laws.

Proxies. Proviso.

Board of directors.

8. The affairs of the company shall be administered by a board of not less than five, and not more than ten directors, being severally holders of at least ten shares of stock, and the actual directors of the said company shall continue in office until the next annual general meeting, and thereafter a new board of directors shall be elected at each annual meeting of the company to hold office until their successors are elected, and may always (if otherwise qualified) be re-elected;

Quorum of board. Vacancies in board.

Four members of such board, present in person, shall be a quorum thereof; and in case of the death, resignation, removal or disqualification of any director, such board may, if they see fit, fill the vacancy until the next annual meeting of the company, by appointing

any qualified shareholder thereto; but a failure to elect directors, shall not dissolve the corporation, and an election may be had at any general meeting of the company called for the purpose; provided that voting by proxy shall not be allowed at any meeting of the board of directors. Proviso.

9. The board of directors shall have full power in all things to administer the affairs of the company, and to make or cause to be made, any purchase and any description of contract which the company may by law make; to adopt a common seal; to make, from time to time, any and all by-laws (not contrary to law or to the votes of the company) regulating the calling in of instalments on stock and payment thereof; the issue and registration of certificates of stock; the forfeiture of stock for non-payment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appointment, functions, duties and removal of all agents, officers and servants of the company; the security to be given by them to the company; their remuneration, and that (if any) of the directors; the time and place for holding the annual and other meetings of the company; the calling of meetings of the company, and of the board of directors; the quorum, the requirements as to proxies, the procedure in all things at such meetings; the site of their chief place of business, and of any other offices which they may require to have; the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law; and the conduct in all other particulars of the affairs of the company; but every such by-law and every repeal, amendment, and re-enactment thereof, shall have force only until the next annual meeting of the company, unless confirmed at some general meeting of the company; and every copy of any by-law, under the seal of the company and purporting to be signed by any officer of the company, shall be received in all courts of law as *prima facie* evidence of such by-law. Powers of board.

10. Until the first election of such board, the said A. Joseph, J. G. Clapham, J. S. Fry, W. R. Holbrook, Honorable P. Garneau, J. D. Brousseau, R. F. Rinfret, C. Cinqmars, G. Veasey and F. Weippert, shall be the board of directors for the said company, with full power to fill vacancies, to open stock books, assign stock, make calls for and collect instalments, issue certificates and receipts, convene the first general meeting of the company, at such time and place, as they shall determine, and to do other acts necessary or proper to be done to organize the company and conduct Interim board.

Powers.

its affairs ; and their successors in office shall enjoy the same authority and exercise the same powers as are conferred upon them by the present act.

Additional
places of busi-
ness.

11. In addition to their ordinary place of business the company may establish and have any place or places of business in this province, and may, at any one thereof, order, direct, do and transact their affairs, and business or any thereof in such manner as may be prescribed by their by-laws.

Company not
bound to see
to execution of
trusts.

12. The company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares ; and the receipt of the person in whose name the same shall stand in the books of the company, shall be a discharge to the company for any dividend of money payable in respect of such shares, 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.

Personal lia-
bility of
shareholders
limited.

13. The shareholders of the company shall not, as such, be held responsible for any act, default or liability whatsoever of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the company, beyond the amount unpaid upon their shares in the stock thereof.

Contracts, &c.,
binding on
company.

14. All contracts, promissory notes, bills of exchange, and engagements, made on behalf of the company by the directors, officers, agents, or servants of the company, in accordance with their powers under the by-laws, or by vote of the company, shall be binding upon the company ; and in no case need the seal of the company be affixed thereto, nor shall such directors, officers, agents or servants thereby become individually liable to any third party therefor.

Seal not ne-
cessary there-
on.

Directors, &c.,
not personally
liable therefor.

By-laws con-
tinued until
repealed.

15. The by-laws of the company shall continue to be the by-laws of the present company until they are repealed or altered ; and a copy of such by-laws, under their seal and purporting to be signed by any officer of the company ; shall be received as *prima facie* evidence of such by-laws in all the courts in this Province.

Copies of by-
laws.

Act not to give
company
rights, &c., to
to property not
now enjoyed.

16. Nothing in this act contained shall be construed as giving to the said company rights or privileges to property which it does not now enjoy.

17. This act shall come into force on the day of its sanc- Coming into force.
tion.

C A P . L X V I .

An Act to amend the act, 40 Victoria, chapter 29, intituled :
“ Town Corporations’ General Clauses Act.”

[Assented to 9th May, 1885]

HER MAJESTY, by and with the advice and consent
of the Legislature of Quebec, enacts as follows :

1. Section 355 of the act 40 Victoria, chapter 29, is ^{40 V., c. 29, s. 355, amended.}
amended by striking out in the fifth line thereof the words
“ this legislature,” and inserting instead the words “ the
Lieutenant Governor in Council.”

C A P . L X V I I .

An Act to amend the charter of the city of Montreal.

[Assented to 9th May, 1885.]

WHEREAS the corporation of the City of Montreal, ^{Preamble.}
being desirous of promoting the improvement of
sanitary matters and salubrity within its limits, has,
through its city council, resolved to acquire the two
abattoirs established in the east and west of the said
city, and requires additional powers for that purpose ; and
whereas it is expedient to confer upon the said corporation
more authority as regards certain other matters of muni-
cipal jurisdiction, and whereas it has, by its petition, prayed
for the passing of an act to that effect ; Therefore, Her
Majesty, by and with the advice and consent of the Legis-
lature of Quebec, enacts as follows :

1. It shall be lawful for the city of Montreal to acquire <sup>Power to ac-
quire certain
abattoirs.</sup>
the two public abattoirs known under the name of “ The
Dominion Abattoirs and Stock Yards’ Company ” and “ *La
Compagnie d’Abattoirs de Montréal,*” the first of which is
situate within the limits of the municipality of St. Henry,
and the second within the eastern limits of the city, and
to resell, cede and transfer the same to the association
established by virtue of letters patent, issued under the
great seal of the Province of Quebec, on the eighth October,