

8. The officers and directors of the society shall prepare and present, at the annual meeting of the society, a detailed report of their operations during the past year, indicating the names of all the members of the society, the amount subscribed and paid by each, the names of the factories, inventions, improvements and products which deserve public notice and giving all the information which they deem useful in the interests of the dairy industry.

Reports, &c.,  
to be presented  
to annual  
meeting and  
what to con-  
tain.

### SCHEDULE.

We, the undersigned, agree to form ourselves into a society, under the provisions of the act 45 Victoria, chapter 66, under the name of the "Industrial Dairy Society of the Province of Quebec;" and we, hereby, severally agree to pay to the treasurer, yearly, while we continue members of the society, the sums opposite to our respective names and we further agree to conform to the rules and by-laws of the said society.

NAMES	\$	CTS.

### C A P . L X V I I .

An Act to incorporate the "French Phosphate Company of Canada."

[Assented to 27th May, 1882.]

**W**HEREAS Stephen Coup rie, general secretary of the Agricultural Society of La Gironde, Bordeaux, Aristide Barnier, mining engineer, councillor general of Aude, Toulouse, Numa Peyrelongue, gentleman, of Bordeaux, and Gustave Charchy, merchant, also of Bordeaux, aforesaid, have, by their petition, represented that they have formed themselves into an association under the name of the "French Phosphate Company of Canada", for the purpose :

Preamble.

1. Of working such phosphate mines as they may acquire ;

2. Preparing and selling the ores to be extracted from such mines ;

And that it is in the interest of the said association, and would facilitate its operations were it constituted a civil corporation ; and whereas 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 :

Persons in-  
corporated.

1. The petitioners and all others who are now shareholders of the joint-stock company, constituted according to the laws of France, under the name of the "French Phosphate Company of Canada," (*Société Française des phosphates du Canada*), and all, who may hereafter become shareholders in the corporation hereby created, are constituted a body politic and corporate, under the name of "The French Phosphate Company of Canada."

Name of the  
corporation.

Object of the  
society.

2. The object of the society is to acquire phosphate and other mines and to work the same, to sell, in Canada, or export abroad, the ores to be extracted therefrom and to do everything connected with such working.

Office of the  
company.

3. The seat and head office of the said company shall be at Bordeaux, in France, and its principal place of business, in the province of Quebec, shall be at Montreal.

Capital of the  
company.

4. The capital of the company shall be seven hundred and fifty thousand francs, French currency, divided into fifteen hundred shares of five hundred francs.

Increase  
thereof.

The said capital may be increased to the amount of three million francs, at such time and on such conditions as the shareholders may hereafter appoint and determine, at special general meetings, as hereinafter provided.

Paid up shares  
and scrip.

5. The paid up shares shall be made to bearer ; the scrip or stock certificates shall be taken from a register with counterfoil ; they shall be numbered consecutively, be stamped with the company's seal and be signed by two directors.

No divided  
Shares.

There shall be no divided shares ; each scrip or certificate granted as aforesaid shall not be for less than one share.

Board of  
management.

6. The company shall be managed by a board composed of four members, the first of whom shall be Stephen Couperie, Aristide Barnier, Numa Peyrelongue and Gustave Charchy.

These directors shall remain in office during three years, Duration of term of office. at the expiration of which the said board shall be entirely renewed. The new board shall be elected for such number New board. of years as may be determined by the rules or by-laws, and the members shall be replaced in the manner prescribed by the said rules or by-laws.

The number of directors may be increased to seven, by Increase of number of directors. a resolution adopted at a general meeting.

In case of a vacancy occurring between two general Vacancies on board. meetings, the board may always complete its number, subject to its selection being approved by the next ensuing meeting.

The director, so appointed, shall remain in office only Duration of term of office of replacing director. during the remainder of the term of office of his predecessor, whose rank of seniority he assumes.

7. Each director shall be the holder of at least twenty Qualification of directors. shares, which shall remain in his name and be wholly affected as security for his good management. They shall be non-transferable, be stamped with a stamp indicating that they are so, and shall remain deposited in the company's hands, during the whole time that he remains in office.

8. The board of management shall have the most ex- Powers of board of management. tended powers for the administration of the company's affairs; until such powers are extended or restricted by the shareholders, assembled in special general meeting, the board of management may act as follows:

1. Appoint and remove the employees, determine their duties and fix their salaries;

2. Sign and see to the carrying out of all contracts and agreements; claim, determine and receive all damages and interest;

3. Audit, approve or contest all accounts, or collect or pay the balances;

4. Consent to or accept all cancellations of contracts or leases, with or without compensation;

5. Cause all boundaries to be defined and surveys to be made; draw up reports and prosecute for all offences;

6. Authorize all purchases, leases, orders or sales of vessels and boats;

7. See to the investment and withdrawal of funds and securities, to all payments for and receipts from the price of immovables and balances of accounts, and give and receive all discharges;

8. Pay and receive all post-office orders and cheques ;

9. Accept all securities ;

10. In case of a difficulty with any one, it shall institute all actions, prosecutions, and take all proceedings necessary, both as plaintiff and defendant, enter into agreements if necessary, appoint experts and arbitrators and confer all powers upon them, enter into compromises and transactions in connection with suits at law ;

11. In default of a settlement, it shall appear, as plaintiff or defendant, in all suits and especially in all *actions resolutoires*, seizures of movables and immovables, comply with all orders for payment and distribution of monies, make all affirmations and declarations, get judgments and decrees, cause them to be executed by all lawful means, appeal therefrom and effect discontinuances ;

12. Perform all administrative acts, in general, even such as are not provided for by the by-laws of the said society ;

13. Moreover the board shall effect all purchases, sales, and exchanges of property, grant all discharges and acquittances, consent to all discontinuances, *mainlévees*, cancellations of hypothecs, inscriptions, seizures, oppositions and other proceedings, with or without payment.

Property that  
may be owned  
by company  
in the pro-  
vince.

9. The said company may own, in the province of Quebec, for its use, and for establishing therein its offices, store-houses for ores, work-shops and other things, connected with the operations for which it is incorporated, immovables whose value shall not exceed one hundred thousand dollars, over and above the mining lands and rights which it may acquire and possess, for the purposes of its undertaking.

Letters patent  
for mining  
lands.

10. Notwithstanding the provisions of the Quebec General Mining Act of 1880, it shall be lawful for the Lieutenant Governor in Council to grant letters-patents to the said society for phosphate mining-lands to the extent of five thousand acres ; the said society however being subject to the requirements of the Quebec General Mining Act of 1880.

Power to make  
by laws for  
certain pur-  
poses.

11. It shall be lawful for the company to make such rules or by-laws as may be necessary for the object which it has in view ; but such by-laws shall only come into force after they have been submitted to and approved by a special general meeting of the shareholders.

Power of spe-

The special general meetings shall deliberate upon th

increase of the capital, loans, and amendments to the by-laws, and upon all things which interest the society, within the limits of the present act and of the law.

The proceedings of such meetings shall not be valid, unless the latter be composed of a number of shareholders, representing at least one half of the capital.

With respect to such meetings, the board may reduce the number of shares entitling members to take part in them; in such a case the notice convening the meeting shall contain a statement thereof.

12. Copies or extracts from the company's books, containing the minutes of the meetings of the board or of general meetings, certified by the president or secretary of the board and bearing the company's stamp, shall be authentic and be *prima facie* proof of their contents.

13. All the rules and by-laws, made and adopted by the joint-stock company, hereby incorporated, are declared to be in force and binding upon the said company, until they are repealed or amended in the manner hereinabove set forth; provided always that such by-laws be not contrary to the laws of this province or of France and to the provisions of this act.

14. All the movable and immovable property, rights and actions, belonging to the said joint-stock company, heretofore carrying on its operations under the name of "*La Société Française des Phosphates du Canada*" shall be the property of the company, hereby incorporated, under the same name, and all the debts and obligations of the said joint-stock company shall be assumed by the company hereby incorporated, from and after the coming into force of this act; the intention being to substitute the company, hereby incorporated, in the place of the joint-stock company known as "*La Société Française des Phosphates du Canada*."

## C A P. L X V I I I .

An Act to incorporate "The Canada Lime and Phosphate Company."

[Assented to 1st May, 1882.]

WHEREAS the persons, hereinafter named, have, by their petition, represented that they propose to engage in the business of quarrying, manufacturing,

cial general meetings.

Conditions requisite for validity of proceedings.

Power of board with respect to qualification of members taking part in meeting.

Authenticity of copies or extracts of minutes.

Certain rules and by-laws declared binding.

Proviso.

Certain property vested in company, incorporated by this act.

Preamble.