

**1.** The following words in the second section of the act of this province, 36 Vict., cap. 74, "provided that the lands so to be taken for the canals and for the ditches on either side thereof, and for such road or roads, shall not exceed six hundred feet, english measure, in width," shall be and the same are hereby struck out and omitted. 36 V., c. 74, s. 2, amended.

**2.** Section ten is hereby amended so as to read, instead of the words "after the whole capital stock of the company shall have been allotted or paid in," as follows: "after the whole capital stock of the company shall have been subscribed and one-fourth thereof paid in." S. 10. amended.

**3.** Section thirteen is hereby amended by adding after the words: "under the hand of the president," the words "or vice-president." S. 13, amended.

**4.** Section fourteen is hereby amended by adding after the words: "support of the government," the words, "and in default of payment of such forfeiture or penalty and the costs within fifteen days, from the rendering of the judgment, the person condemned may be imprisoned for any time, not less than fifteen days and not exceeding two months, which imprisonment, however, shall end on payment of the said sum." S. 14, amended. Imprisonment.

**5.** Section fifteen of the said act is hereby repealed, and the following enacted in lieu thereof: "The powers granted to the company shall wholly cease, if their works are not commenced within five years from the passing of this amending act." S. 15 replaced. Delay fixed.

**6.** The joint stock companies general clauses act shall apply to and form a part of this act, except in so far as it is in contradiction to or inconsistent with any of the provisions of this act, or of the act hereby amended, with the exception of clauses 32 and 39 thereof, the same not being applicable to this act, and the act hereby amended. General clauses act shall apply.

C A P. L X.

An Act to incorporate "the Patriotic Insurance Company of Canada."

[Assented to 24th December, 1875.]

**W**HEREAS Thomas Simpson, Angus R. Bethune, James P. Clark, Michael P. Ryan, Edouard J. Barbeau and Antoine A. Trottier, of Montreal, have petitioned for an act to incorporate them and others under Preamble

the name of "The Patriotic Insurance Company of Canada," to enable them to carry on the business of Life Insurance and Fire and Marine Insurance, and whereas it has been considered advisable 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 :

Incorporation.

**1.** The said parties and all other person and persons, firm and firms and bodies politic, as shall from time to time be possessed of any share or shares of the stock of the said company, are hereby constituted and shall be a body politic and corporate by the name of "the Patriotic Insurance Company of Canada," and by that name shall have perpetuity and a common seal, with power to make and alter such seal, and by that name may sue and be sued, plead and be impleaded in all courts whatever.

Name.

General powers.

Capital stock.

Subscriptions

**2.** The capital stock of the said company shall be one million of dollars, divided into ten thousand shares of one hundred dollars each, and books of subscription shall be opened in the city of Montreal and elsewhere, at the discretion of the directors, and shall remain open so long as and in the manner that they shall deem proper, after giving public notice thereof for such period as the said directors shall deem advisable, and such shares are hereby vested in the several persons, firms or corporations who shall subscribe for the same, and their legal representatives and assigns, subject to the provisions of this act ;

Increase of the capital stock.

Provided always that it shall be lawful for the said company to increase its capital stock from time to time, to a sum not exceeding the further sum of two millions of dollars, or such portion thereof as the majority of the stock-holders, at a meeting to be specially convened for that purpose shall agree to.

Subscription.

**3.** It shall be lawful for any person or persons, firm or body politic to subscribe for such and so many shares as he shall or they may see fit ; five per cent shall be paid at the time of subscription, five per cent in three months thereafter, and the remainder shall be payable in such instalments as the majority of the directors may determine upon ; provided always that no instalment shall be called for nor be payable, in less than fifteen days after public notice, given in two newspapers, english and french, as the directors may direct.

Instalments.

Proviso.

Neglect to pay instalments.

**4.** If any stockholder or stockholders, as aforesaid, shall refuse or neglect to pay the instalment due upon any share or shares held by him, her or them at the time required so to do, he, she or they shall *ipso facto* be and

become further liable to the payment to the company of interest on the amount of the unpaid call, from the date fixed for the payment of the same, at the rate of seven per cent per annum.

And the directors may declare such share or shares as aforesaid to be forfeited, together with the amount previously paid thereon, and such forfeited share or shares may be sold at a public sale by the said directors, after such notice as they may direct; and the moneys arising therefrom shall be applied for the purposes of this act; provided always that in case the money produced by any sale of shares, be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus money shall be paid on demand to the owner.

Forfeiture of shares.

Use of the products of the sale.

Proviso.

5. Provided always that the company may, if the directors think proper, enforce payment of all calls and interest thereon, with costs of suit by action in any competent court; and in such action it shall not be necessary to set forth the special matter, but it shall be sufficient for the company to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more on one share or more, stating the number of calls and the amount of each, whereby an action has accrued to the company to recover the same with interest for non-payment, and a certificate under the seal of the company, and purporting to be signed by one of its officers, to the effect that the defendant is a share-holder, that such call or calls has or have been made, and that so much is due by him, shall be received in all courts of law as *prima facie* evidence to that effect.

Suits for recovery of the instalments.

Certificates of the company received as evidence.

6. A copy of any by-law, rule, regulation or minute, or of any entry in any book of the company certified to be a true copy or extract under the hand of the president or the vice-president, or the manager or secretary of the company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without further proof and without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Authenticity of the by-laws, books, &c.

7. The company shall have power to make and effect contracts of life insurance with any person or persons, and to carry on the business of life insurance in all branches and modes of conducting the same, and on any plan or principle as the board of directors may determine and direct, and generally to enter into any transaction depend-

Life insurances.

ent upon the contingency of life, and all other transactions usually entered into by life insurance companies; and shall also have the power and authority to effect contracts of insurance against loss by fire, or the perils of the sea and inland navigation, subject, however, to the provisions hereinafter mentioned, and the said company shall also have power to cause themselves to be insured against any loss or risk they may have incurred in the course of their business, and generally to do and perform all other necessary matters and things connected with and necessary to promote their objects.

Agencies and local board of directors.

**8.** For any or all of the purposes aforesaid, it shall be lawful for the directors to establish agencies and local board of directors for the carrying on of the business of the company, at any place it may be deemed advisable by the board of directors, and to appoint from time to time and to remove such agencies and local boards, as they in their discretion may deem advantageous, and to remunerate such agents and local boards, and to invest them with such powers as may be deemed necessary.

Commencement of the business.

**9.** It shall be lawful for the said company, so soon as one hundred thousand dollars shall have been subscribed, and twenty thousand dollars of that amount paid in, to carry on the business of life insurance; and that as soon as a further sum of two hundred and fifty thousand dollars shall have been subscribed, and of the latter amount fifty thousand dollars paid in, the said company shall also be authorized to carry on the business of fire and

Separation of the business.

marine insurance; provided always, that before such business of fire and marine insurance shall be commenced, separate books of accounts shall be opened and kept for all transactions connected with the said business of fire and marine insurance; and further that the fund pertaining to the branch of life insurance shall be vested in trustees, not less than three in number, to be chosen by the directors, to be held by the said trustees for the benefit of life

Funds derivable from the life branch.

policy holders, and that all funds derivable from the life branch shall be under the control of the said trustees, and be kept distinct and separate from the funds derivable from the other branches of fire and marine insurance, and shall not in any way be held with or attached in any manner, for any liabilities incurred in either the fire and

Commencement of the business.

marine branches; provided also, that ten directors may in the first instance carry on the business of fire and marine insurance so soon as the sum of two hundred and fifty thousand dollars has been subscribed, and fifty thousand thereof paid in; and may afterwards carry on the business of life insurance if a further sum of one hundred thousand dollars has been subscribed, of which twenty thousand dollars is paid in, subject however to the provi-

sions above mentioned as to the appointment of trustees, the keeping of separate books for such life insurance business, and the vesting of the funds in such trustees for the exclusive benefit of life policy holders.

**10.** The said company shall have power to acquire and hold for the purposes of its business such real estate in the province of Quebec, to sell the same and buy others, as the directors may deem expedient; and the said company, in addition to the above mentioned real estate, may purchase and hold such other real estate on which it may hold mortgages or hypothecs, which may be brought to a forced sale; or it may take any real estate, with the approval of the majority of the directors, in payment of any debt due to it in the course of its legitimate business; but the said company shall sell such real estate, either so purchased or so taken in payment, and not acquired for offices or for the purposes of its business, as above provided, within five years after the same shall have been acquired.

Right to acquire properties, &c.

Proviso.

**11.** It shall be lawful for the said company to invest its funds in the debentures, bonds, stocks or other securities of the Dominion of Canada, or in the securities of any of the provinces comprising the Dominion, or in the securities of any municipal corporation in the Dominion, or in stocks of banks or building societies incorporated in Canada, or in stocks or debentures of companies incorporated in Canada, or to loan its funds on the security of such stocks, bonds or debentures, or on hypothecs or mortgages on real estate in the Dominion of Canada, or on its life policies to the extent of their surrender value, and it shall have power from time to time to dispose of such stocks, bonds or debentures and hypothecs, and replace them by others at the discretion of the directors.

Investment of the funds of the company in public stocks.

**12.** The property, affairs and concerns of the said company shall be managed and conducted by a board of directors to consist of not less than five and not more than nine incorporators, as may be determined by the provisional board of directors hereinafter named, one of whom shall be chosen president and one vice-president by them, and they shall fix the quorum and procedure of their meetings; which boards in the first instance and until replaced by others, shall consist of Thomas Simpson, Angus R. Bethune, James P. Clark, Michael P. Ryan, Edouard J. Barbeau and Antoine A. Trottier, all of the city and district of Montreal.

Board of directors.

President and vice-president.

Provisional directors.

**13.** The principal offices of the company shall be in the city of Montreal.

Place of business.

General meetings.

**14.** The said provisional directors may call a general meeting of the share-holders at some place, to be named, in the city of Montreal, a previous notice of ten days being given to such share-holders by mail, viz., such notice prepaid in the post office at Montreal to the address of such share-holders, at which general meeting the share-holders present in person or by proxy, shall elect not less than five, nor more than nine directors in the manner and qualified as hereinafter provided, who shall constitute a board of directors, and shall hold office until the annual general meeting in the year following the election.

Notice.

First election of the directors.

General annual meetings.

**15.** The annual general meeting of the shareholders shall be held at such time as may be determined by the board of directors, at which meeting shall be submitted a statement of the affairs of the company. The annual election of directors shall take place at this meeting by ballot, which shall be kept open from two to three o'clock of the said afternoon, at the expiration of which time it shall be closed, and when so closed no person shall have a right to vote on any pretence whatever, and the persons who shall have the greatest number of votes at any such election shall be directors, except as hereinafter directed; and if any two or more persons have an equal number of votes, in such a manner that a greater number of persons than the requisite number shall appear to be chosen as directors, then the directors who shall have the greater number of votes or a majority of them, shall determine which of the said persons so having an equal number of votes shall be the director or directors so as to complete the whole number required; and no person shall be eligible to be, or shall continue as director, unless he shall hold in his name and for his own use, stock in the said company to the amount of twenty five shares, and shall have paid all calls made and due upon his stock.

Statement of the affairs.  
Election.

Qualification.

Special meetings.

**16.** Special general meetings of the share-holders may be called for any day not a holiday, by order of the president, or in his absence of the vice-president, or on the requisition of share-holders representing one-fifth of the subscribed capital stock of the company; and on such requisition the directors shall be bound to call the meetings within the time specified therein.

Place of the general meetings.

**17.** All general meetings of shareholders, whether for the annual election or special or other purpose, shall be held in such place in the city of Montreal, as the directors may select and indicate.

Notices.

And notices of all such meetings shall be given by advertisement, during the ten days preceding the day fixed for the meeting in a daily english newspaper and a

daily french newspaper published in the city of Montreal. The quorum at all such meetings shall consist of twelve Quorum. shareholders duly qualified to vote. At all such general meetings, whether for the annual election or for any other purpose, each share-holder shall be entitled to give one vote for every share held by him absolutely and in his Right to vote. own name for not less than thirty days prior to the said meeting, upon which all calls then due have been paid up; such votes may be given in person or by proxy, the holder of such proxy being himself a shareholder qualified to vote; and all questions proposed for consideration shall be determined by the majority of votes, Decision. the chairman presiding at such meeting having the casting vote in case of an equality of votes.

**18.** In case it should at any time happen that an elec- Default of election. tion of directors of said company should not be made on the day appointed, it shall be lawfully held on any other subsequent day appointed by the directors for the time being; and they shall so continue in office until a new election is made.

**19.** And if any vacancy should at any time happen Vacancy amongst the directors. amongst the said directors, such vacancy shall be filled for the remainder of the year by the remaining directors or the majority of them electing in such place or places, a shareholder or shareholders eligible for such office.

**20.** Each share-holder shall be individually liable to the creditors of the company, to an amount equal to the amount unpaid on the stock held by him for the debts and liabilities thereof, but no further; but shall not be liable to an action therefor by any creditor before the state of insolvency of the company be proved; and the Liability of the share-holders. shares shall be deemed personal estate. Nature of the shares.

**21.** No transfer of any shares of the stock of the said company shall be valid until entered in the books of the said company, according to such form as may, from time to time, be fixed by the directors; and until the whole of the capital stock of the said company is paid up it shall be necessary to obtain the consent of the directors to such transfer being made,—provided that no transfer of stock shall at any time be made until all calls due thereon have been paid in. Transfer of shares.

**22.** The company shall not be bound to see to the execution of any trust, whether 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 valid and binding discharge to the company, for any dividend or money pay- Execution of trusts.

able in respect of such share, and his signature will suffice for any transfer of such share or other thing concerning such share, whether or not such notice of such trust shall have been given the company; and the company shall not be bound to see to the application of the money paid upon such receipt or transfer.

Share of the holders in the profits.

**23.** It shall be lawful for the directors to return to the holders of the policies or other instrument such part or parts of the profits of the company in such parts, shares and proportions, 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 endorsement on the policies or otherwise;

Provided always that such holders of policies or other instruments, shall not be held to be in any wise answerable for the debts or losses of the company, beyond the amount of the premium or premiums which may have been actually paid up by him, her or them.

Management of business.

**24.** The directors of the company shall have full power in all things to administer the affairs of the company, and may from time to time, if they deem advisable make by-laws not contrary to law nor to this act, for the conduct in all particulars of the affairs of the company and the remuneration of the directors, and may, from time to time, repeal, amend or re-enact the same, but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime 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, and in default of confirmation thereat shall at and from that time only, cease to have force.

By-laws.

Approval.

Transmission of shares, settled.

**25.** The transmission of the interest in any share of the capital stock, in consequence of the marriage, death, bankruptcy or insolvency of a shareholder, or by any other lawful means than an ordinary transfer, shall be authenticated and made in such form, by such proof, with such formalities, and generally in such manner, as the directors shall from time to time require, or by any by-law may direct; and in case the transmission of any share of the capital stock of the company shall be by virtue of the marriage of a female share-holder, it shall be competent to include therein a declaration to the effect that the share transmitted 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 and parties making the same, until the said parties shall see fit to resolve it by a written notice to

Shares of married women.

that effect to the company, 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.

**26.** If the directors of the company shall entertain doubts as to the legality of any claim to and upon such share of stock, it shall be lawful for the company to make and file in the superior court of Montreal, a declaration and petition in writing, addressed to the said court, or to one judge 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 by which order or judgment the company shall be guided and held fully harmless and indemnified and released from all and every other claim for the said share or arising therefrom; provided always, that 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 observed in interventions in cases pending before the said superior court; provided also, that unless the said court or judge otherwise order, the costs and expenses of procuring such order and adjudication 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, saving the recourse of such party against any party contesting his right.

*If the Co.'y. has doubts as to certain claims.*

*Proceedings.*

*Notice.*

*Costs.*

*Recourse.*

**27.** Any person who, as secretary, clerk or other officer of the company, shall be guilty of any designed fraud or falsehood, in any matter or thing pertaining to his office or duty, shall be guilty of a misdemeanor; and any person offering to vote in person at any election of directors in the said company, who shall falsely personate another or who shall falsely sign or affix the name of any other person, a member of the company, to any appointment of a proxy, shall be guilty of a misdemeanor.

*Persons in default.*

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

*Competent witnesses.*

**29.** During the hours of business every stockholder of the said corporation shall have power to ask and receive from the president, secretary or other officer, the names

*Information required.*

of all the stock-holders of the said corporation, and the number of shares held by each of them.

Suits.

**30.** Any description of action may be prosecuted and maintained between the company and any shareholder thereof; and no shareholder not being himself a party to such suit shall be incompetent as a witness therein.

Witnesses.

## C A P L X I .

An Act to amend chapter 69 of the consolidated statutes for Lower Canada, respecting building societies, in providing for the means of their union or fusion.

[Assented to 24th December, 1875.]

Preamble.

**W**HEREAS it is expedient to provide for the union or fusion of building societies established in this province, under the provisions of chapter 69 of the consolidated statutes for Lower Canada, and with such view to amend such act; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

Right of amalgamation.

**1.** It shall be lawful for two or more building societies established under the provisions of chapter 69 of the consolidated statutes for Lower Canada, to unite and join together to form one corporation, under the name of either of such societies, and to unite their capital, property, business, privileges, hypothecs, warranties, rights, powers and duties, by observing, however, the formalities hereinafter set forth :

Mode.

*a.* The directors of each of the societies desirous of uniting, shall fix and establish the terms of union, at one of their respective meetings, held in the ordinary manner,

Meetings.

at their respective offices or places of business. When the directors of each of such societies have settled the terms of union, the secretary of each shall convene a general meeting of the share-holders of the society, at the usual place of business of such society, by notice published in the french and english languages, twice in each language, during one month, in two newspapers, if there are two in the city, town, village or municipality, in which is situated the society's place of business, or in the same newspaper, if there is only one published in such locality,

Notice.

How published and forwarded.

and in default of such newspaper there, in any other newspaper published in the neighborhood; and a copy of this notice shall be forwarded by mail to the address of each share-holder ;