

2. The officers of the said corporation, shall consist of a president, treasurer, secretary, and a committee of management of not less than ten members, and such other officers, as shall, from time to time, seem necessary to this society. The foregoing officers shall be chosen from among the members of the society, and the president, treasurer and secretary, shall be *ex-officio* members of the said committee.

Officers of said corporation.

3. The said society shall have power to form a code of by-laws, not inconsistent with the laws of this province, or of the dominion, for fixing the terms of admission of its members, for the government of the same, for the election, changing and altering the officers above named, and for the general regulation and management of its affairs, which code, when formed and adopted at a regular meeting, shall, until modified or rescinded, be equally binding as this act, upon the society, its officers and members.

Power to make by-laws.

4. The society shall not hold other immovable property than shall be required for its use and occupation, and not exceeding the annual value of one thousand dollars.

Properties of said corporation limited.

5. The police force, constables and bailiffs shall, within the limits of the province of Quebec, as occasion may require, aid the society, its members and agents, in the enforcement of all laws, which are now or may hereafter be enacted for the protection of dumb animals.

Aid of the police, &c., in certain cases.

6. The word "person" in the thirteenth clause of chapter ninety-six, of the consolidated statutes of Canada, shall include this society, when incorporated by this act.

Interpretation of "person" in s. 13 of ch. 96, C. S. C.

7. No member of the corporation shall be individually liable for any debt incurred by the said corporation, for any of the purposes authorized by this act.

Individual ir-responsibility.

C A P . L X X X I .

An Act to incorporate "The Atlantic Insurance Company of Montreal."

[Assented to 23rd February, 1875.]

WHEREAS the increasing trade and commerce of the Province of Quebec justifies and demands increased facilities for Marine and Inland Insurance; and whereas the establishment and formation of companies, for that purpose, by fit and proper persons, will afford greater conve-

Preamble.

nience to the inhabitants of this province, in effecting insurances and settling losses; and also, more security for losses, and greater facilities for recovering them; and whereas the persons hereinafter named, are desirous to establish and maintain such a company; and have petitioned 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:

Certain persons incorporated.

1. John McLennan, Victor Hudon, Thomas Ryan, Peter Mitchell, John Rankin, Robert Simms, John Hope, Donald Lorn MacDougall, Gilbert Scott, William Markland Molson, Robert P. McLea, Henry McKay, John Cowan, and every other person who shall hereafter become a shareholder of the said company, shall be and are hereby united into a company, for making and effecting inland navigation and marine insurances, according to the rules hereinafter mentioned, and for that purpose, are constituted a body politic and corporate, under the name of "The Atlantic Insurance Company of Montreal."

Name of the corp.

Power to make certain contracts of insurances, &c.

2. The said company shall have the power and authority, within the limits of the province of Quebec, to make, with any person or persons, all insurances connected with marine risks, of navigation and transportation by water; against loss or damage, either by fire, or by perils of the navigation, of or to any vessel, steamer, boat, or other craft, either sea going or navigating upon lakes, rivers, or navigable waters, and of or to any cargo, goods, wares, and merchandizes, specie, bullion, jewels, bank notes, bills of exchange, and other evidences of debts conveyed therein; and of and to any timber or other property of any description, borne or carried by water, and of and to any freight, profit, commission, bottomry or *respondentia* interest; and to cause themselves to be re-insured when deemed expedient, against any loss or risk, on which they have made or may make insurance, and generally to do and perform all other necessary matters and things, relating to such objects.

Power to purchase, &c.

3. The said company shall have power and authority, within the limits of the said province, to purchase, have and hold, to them and their successors, any real or immovable estate, lands and tenements, which shall be necessary for their immediate accommodation, and the transaction of their business not exceeding the yearly value of five thousand dollars, and the same to sell and dispose of, and others to acquire as may be deemed expedient; and to take and hold any real estate *bonâ fide*, mortgaged and hypothecated to the said company by way of security, or conveyed

Limited.

to them in satisfaction or payment of any debt previously contracted in the course of their dealings, or purchased at any sale under any judgment, execution, or decree of court, which may have been obtained for such debts, or by virtue of any proceeding at law, or acquired by purchaser to avoid a loss to the said company through prior claims, and to hold the same for a period not exceeding five years, during which time the said company shall be bound to sell or dispose of, and convert the same into money or property authorized to be held by virtue of this act.

4. It shall be lawful for the said company, within the limits of the province, to invest their funds, or any part thereof, in loans on public or landed securities, and the same to call in and reloan as occasion may require, and as may be deemed expedient by their directors from time to time; and in the purchase of public securities, stock of chartered banks, or other chartered companies, the bonds and debentures, and the other evidences of debt of the government of the Dominion of Canada, or of the province of Quebec, and to sell and transfer the same; provided always that the said company shall not deal in any goods, wares or merchandizes, other than such as they shall become possessed of by virtue of any insurance made thereon, or which may be abandoned to them.

5. The capital of the said company shall be formed by and consist of ten thousand shares, of one hundred dollars each, and the said capital stock, with the property of the company, shall be held liable for the payment of all engagements, losses or damages that may from time to time occur, and be justly claimed from, or charged upon the said company; but it shall be lawful for the said company from time to time, to increase the capital stock to an amount not exceeding in the whole twenty thousand shares, by a resolution adopted by the majority of the shareholders present at a meeting or meetings expressly convened for the purpose.

6. John McLennan, Hon. Peter Mitchell, Victor Hudon, Hon. Thomas Ryan, Robert Simms, John Hope, John Rankin, Gilbert Scott, and Henry McKay, a majority of whom present in person or by proxy, held by another provisional director, shall constitute a quorum for the transaction of business, shall be and are hereby constituted a board of provisional directors of the company, until other directors shall be appointed under the provisions of this act; and shall have power and authority to elect a president and vice-president from amongst their number, to appoint a

secretary, to make agreements as hereinbefore provided, to open books of applications for stock, to call a general meeting of shareholders for the election of other directors, as hereinafter provided, and generally to do such other acts as shall be necessary for procuring the election of a board of directors by the shareholders and for effectually placing the enterprize under their control.

7. It shall be the duty of the parties named in the first clause of this act, or a majority of them, to open books in the city of Montreal, for the subscription of the stock of the said company, after giving at least ten days' notice thereof in one English and one French newspaper, published in the said city; and the said books of subscription shall be and remain open and accessible to the public for at least ten days, at a place to be designated in such notice, and should the said ten thousand shares not be fully subscribed during such time and at such place, the said parties, or a majority of them, so soon as one hundred thousand dollars of the said stock shall have been subscribed, and five per centum shall have been paid on account of the same, to organize the said company, and to call a meeting of the shareholders, by giving at least ten days' notice in two newspapers, published in the city of Montreal as aforesaid, for that purpose.

8. It shall be the duty of the said shareholders, or so many of them as shall attend the meeting, provided for in the last preceding clause of this act, at such meeting to proceed to the appointment and election of nine directors, as provided for by this act, upon whom shall devolve thereafter the duty of organizing, conducting and managing the affairs of the said company, until the first annual general meeting of shareholders upon the next ensuing first Wednesday in February, as provided for in this act, and the said parties named in the first clause of this act, after such election, shall be relieved from further duty, touching the organization or management of the affairs of the said company.

9. A general meeting of the shareholders, shall be held at the usual place of business of the said company, or any other place in the city of Montreal, upon the first Wednesday of February, annually, for the election of directors, which directors shall be elected by ballot, and shall serve till the next annual general meeting, and until such time as their successors shall be elected, and for the transaction of such other business, as may properly be laid before such meeting, and for the review of the general affairs of the said company; and it shall be the duty of the directors for the time being, to give due notice of such meeting, by publishing

the same at least ten days before the day aforementioned, in at least one daily newspaper, published in the city of Montreal; and in the event of the first Wednesday in February, in any year being a legal holiday, then the annual meeting aforesaid, shall be held on the next following day, not being a holiday; and the shareholders present, either in person or by proxy, at all general meetings, shall have one vote for each and every share that shall have been held in his or her name, or in the name of any firm, association or partnership of which he or she may be a partner, upon the books of the said company, for at least fifteen days next preceding such annual election; provided always, that no more than one vote be given or taken upon any share, and that the scrutineers at such election, shall decide as to the rights of any person to vote, in the event of disagreement or dispute between parties holding shares registered in the name of any firm, association or partnership, as aforesaid. And in case of a failure to elect from any equality of votes for more than nine directors, a new election shall be then and there held to fill the undetermined places, and in case of any vacancy occurring in the number of directors, such a vacancy shall be filled up for the remainder of the year, in which it may occur, by a shareholder to be nominated by a majority of the directors; provided always, that no person shall be elected or nominated to be a director, who shall not be a shareholder in the company to the extent of at least ten shares, at the time of his election or nomination, and during his continuance in office, either registered in his own name or the name of the firm or partnership of which he is a member; provided further, that no two persons of a firm or partnership, be qualified by the same shares.

Right to vote.

Proviso :

Vacancies.

Qualification of directors.

Case of co-partners.

10. The corporation shall not be dissolved by a failure to elect directors, at the time when such election should be made pursuant to this act; but such election may be made on any other day, in such manner as may be directed and required by the by-laws of the company; provided that any ten or more of the shareholders, holding or representing at least one-fourth of the subscribed stock, may require the directors to call a special general meeting of the shareholders, in the manner prescribed for the annual general meetings, for the purpose of electing new directors, or any other purpose to be mentioned in the requisition and advertisements, and on their refusal or neglect to do so, may themselves call such meeting, by an advertisement to be published in two newspapers, published in Montreal as aforesaid.

Case of failure in electing directors.

Meeting may be required or called by ten shareholders.

11. Any number of the directors aforesaid, being a majority of them, shall have full power from time to time to

Power to make by-laws.

make and enact by-laws, rules and regulations, (the same not being repugnant to this act, or to the laws of this province,) for the proper management of the affairs of the said company, and from time to time to alter and repeal the same, and others to make and enact in their stead ; provided that no such by-laws, rules and regulations as aforesaid shall be valid or have effect, after an annual or special general meeting convened as aforesaid, unless approved and confirmed by a majority of the shareholders present thereat.

Monthly meetings of the directors. **12.** There shall be a monthly meeting of the directors, and five or more of the directors shall form a quorum for transacting and managing the affairs of the company, and at the first meeting after the annual election, the said board of directors shall appoint one of their members to be president, who shall serve for one year, or until the next general annual meeting of directors, and until his successor shall be appointed, and such other officers as shall be deemed necessary, at such salaries as they may deem proper, and at such meeting shall also nominate and appoint one of their number to co-operate and advise with the president, until the next meeting of the board, in managing the ordinary business of the company, and the said board of directors shall have the power to call special general meetings of the shareholders whenever they shall deem it necessary for any purpose to be mentioned in the advertisement thereof.

Sub-board for the transaction of business. **13.** The president and two of the directors appointed for that purpose shall be a sub-board, and shall hold all requisite meetings for the transaction of business ; and all policies of insurance issued by the company shall be signed by the president and manager, with at least one of the directors so appointed ; provided always, that no director or officer shall be held liable except as a shareholder in the company, for the giving out and signing policies of insurance or any other lawful acts, deeds, or transactions done and performed in pursuance of this act.

Responsibility of the officers and shareholders.

Commencement of the business. **14.** So soon as the sum of fifty thousand dollars shall have been paid in on account of the said capital stock, and not before, the said court of directors shall proceed with the business and purposes of the said company.

Calls. **15.** Any person may subscribe for such and so many shares as he may think fit, and five per centum on each share shall be paid at the time of subscribing therefor, and the remainder at such times as the directors for the time being shall appoint, and if any shareholder refuse or neglect

to pay the calls or instalments thereon at the time when required so to do, he shall forfeit his shares, together with the amount paid thereon, and the said shares shall be sold, and the sum arising from such sale, together with the amount so previously paid, shall be accounted for and divided in the like manner as the other moneys of the company, unless the sum produced from such sale shall be more than sufficient to pay all arrears and interest on such instalments, together with the expense of such sale, and in such case the surplus of such money shall be paid on demand to the owner; and no more shares shall be sold than what shall be deemed necessary to pay such arrears, interest and expenses.

Case of refusal to pay them.

16. In case the said directors shall deem it more expedient in any case to enforce the payment of any unpaid instalments than to forfeit the shares, it shall and may be lawful for the company to sue for and recover the same from such shareholder, with interest thereon, in any action for debt, in any court having civil jurisdiction to the amount claimed, and in any such action it shall be sufficient to allege that the defendant is the holder of one or more shares (stating the number of shares) and is indebted to the company in the sum to which the calls in arrear may amount; and to maintain such action, it shall be sufficient that the signature of the defendant to some book or paper, by which subscription of such shares shall appear, be proved by one witness, whether in the employment of, or interested in the company, or in any way allied, or related to any of the said directors or shareholders, or other persons interested in the said company, or not, and that the number of calls in arrear have been made.

Recovery of instalments.

17. The shares of the said company shall be assignable and transferable according to such rules as the board of directors shall appoint and establish, and such transfers shall be recognized and acknowledged by the company, only after they shall have been entered in the books of the company; and no shareholder indebted to the company shall be permitted to make a transfer or receive a dividend until his debt is paid, or security to the satisfaction of the directors be given to them that it will be paid; and if any shares are sold under execution, the company shall have the first privilege or lien upon the proceeds thereof, for the payment of any debt due to the company.

Shares transferable.

Proviso:

Privilege, &c., of the company in case of forced sale.

18. An annual detailed statement shall be made which shall exhibit a full and unreserved statement of the affairs of the company, of their funds, property, and securities, the amount in real estate, bonds and mortgages, notes and

Annual statement of the affairs.

other securities therefor, public debt or other stock, and the amount of debt due to and from the company ; together with a fair estimate of the next profits of the company not before divided, up to the first day of February in each year, and allowing for any previous or probable deficiencies ; which said annual statement shall be submitted to the annual general meeting aforesaid, and published in two newspapers, one French and one English, in the city of Montreal.

Dividends.

19. The directors shall have power to declare and pay to the shareholders dividends from time to time, when they shall see fit, which dividends shall be paid, in cash ; from actual net earnings after provision shall have been made for all expenses and liabilities of the company ; leaving its capital unimpaired.

Liability of shareholders.

20. Shareholders shall not be held liable for any claim, engagements, loss or payment whatsoever, for or by reason of the liabilities of the said company, of what nature soever, beyond the amount of the share or shares which each may respectively hold remaining unpaid, and after payment to the said company of the full amount of such share or shares, such shareholders shall not be liable for any further sum of money whatsoever.

Shares deemed personal property.

21. All shares in the company shall be deemed personal property.

Place of business.

22. The operations and business of the said company shall be carried on at such place in the city of Montreal as the directors shall direct ; but agencies, with or without branch boards of directors, may be established elsewhere in this province, as the shareholders shall deem expedient, and such branch boards of directors shall consist of not less than three, who shall be shareholders to the extent of at least ten shares, or one thousand dollars each, and shall be appointed by the board of directors.

Agencies.

Suits.

23. Suits against the company may be prosecuted or maintained by any shareholder therein ; and no shareholder of the company, not being in his individual capacity a party to such suit, shall be incompetent as a witness in suits and legal proceedings, by or against the company.