

punish by imprisonment not exceeding thirty days, or by a fine not exceeding forty dollars, or by their expulsion from the court until the close of the sitting, all persons being guilty of contempt of court, either by not obeying the order of the sitting judge as regards decorum and good order during the sitting or in any other manner.

9. Any summons, order or warrant issued and signed by the mayor of said town of Berthier against any person, for any offence or violation of any by-law or of any provision of said act or amendments made thereto, may be legally executed against such person and his goods and chattels, within the whole extent of the district of Richelieu, as if such summons, order or warrant had been issued and signed by any justice of the peace within and for the district of Richelieu.”

Services, &c. may be made within the district of Richelieu.

41. The said act of incorporation is also amended by adding thereto a fifty-eighth and a fifty-ninth section, as follows :

Two sections added to said act.

“58. The said town council of Berthier shall have the power to make all by-laws they shall see fit to cause to be opened, or excavated, or cleansed, or widened or properly maintained any boundary or common ditches or any water-course common to several lots which they shall deem necessary for the draining of any ground situate within said town, by declaring how, when, and by what persons these works shall be made, and in what manner the whole shall be made and executed, and they may also order and regulate the cleansing, widening or maintaining of any boundary or common ditch and of any water-course common to several lots, as aforesaid, already opened.”

Ditches and water-courses.

“59. All powers conferred by the Lower Canada municipal act of one thousand eight hundred and sixty and its amendments on any municipal council, on the councillors and officers of such council, and in nowise inconsistent with the said act of incorporation of said town and the amendments now made thereto, shall apply to the corporation of the town of Berthier, to the municipal council, to the councillors, and to the officers of the said corporation.”

Certain powers vested in the council and officers of the corporation.

C A P. X X X V I .

An Act to Incorporate the Montreal Credit Company.

[Assented to 23rd December, 1871.]

WHEREAS the persons hereinafter named, interested in the property known as the Brewster property, have petitioned for an Act of Incorporation for the purposes here-

Preamble.

inafter specified, and it is expedient to grant the said petition; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

Certain persons incorporated.

1. Sir Hugh Allan, the Honorable James Ferrier, the Honorable Thomas Ryan, Charles J. Brydges, Peter Redpath, Thomas Cramp, Donald Lorn MacDougall, Robert James Reekie, William MacNaughton, (who shall be Provisional Directors) and all other persons and bodies corporate, who shall from time to time be possessed of any share or shares in the company, shall form an incorporated company, by the name of the Montreal Credit Company, with all the powers and rights incident to such corporations.

Power to acquire and dispose of stocks, securities, &c.

2. The company may acquire, hold and dispose of public securities, stocks, bonds or debentures of any corporate bodies, the bonds and debentures and other evidences of debt of the Government, municipal debentures, or debentures issued by the Government of Canada in exchange for those of any town, city or municipality of this Province, constituted and ground rents (but not arrears of *cens et rentes*), and any moneys secured by privilege, hypothec, mortgage, pledge or otherwise, and the titles or evidences thereof, and shall, by the acquisition thereof, be subrogated in and have all the rights of the parties from whom the same or any of them shall be acquired.

Capital stock.

3. The capital stock of the company shall be one million dollars, divided into two thousand shares of five hundred dollars each, and may be increased to an amount not exceeding two million dollars by a vote of two-thirds of the shareholders present, or represented, at any annual or special meeting to be called for that purpose; provided, that stock to the amount of one hundred thousand dollars shall be subscribed and an amount of at least fifty thousand dollars on subscribed stock paid up before the company shall go into operation.

Stock may be classified.

4. The directors may issue the said shares of capital stock, or such number of them as they shall see fit, in separate classes or denominations, and distinguish each class or denomination as may be convenient, and may determine out of what investments or profits dividends shall be declared, upon such classes of stock respectively; and, upon their so doing, the profits derived or losses arising from investments under one class of stock, shall not be participated in or borne by the holders of any other class of stock as such; provided, that the directors may apportion the expenses of management in an equitable manner among all classes of stock.

Liability of holders of each kind of stock.

Proviso.

5. The directors may, from time to time, with the consent of the shareholders present or represented in a general meeting; borrow money on behalf of the company at such lawful rates of interest, and upon such terms as they may think proper; and the directors may, for that purpose, make, or cause to be made, bonds or other instruments under the common seal of the company for sums of not less than four hundred dollars, which may be payable at any place, and either to order or to bearer, and may have interest coupons attached; provided that the aggregate of the sum or sums so borrowed shall not at any time exceed the amount of the subscribed capital of the company, for the time being, actually paid up, and no lender shall be bound to enquire into the occasion for any such loan, or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted.

Power to borrow money.

Proviso.

6. The company is empowered to act as an Agency and Trust company, and may hold, invest and deal, in its own name or otherwise, with such moneys, mortgages, hypothecs, securities or evidences of debt as shall, from time to time, be transferred or delivered to the company, upon trust or as agents, and may exercise all the rights which the parties so transferring or delivering the same might or could exercise; and the company may give such guarantee as may be agreed on for repayment of principal or interest, or both, of any such moneys, mortgages, hypothecs, securities or evidences of debt.

Company may act as an agency and trust company.

7. The petitioners and others interested in the property on the Lachine Canal, commonly called the Brewster property, acquired under the deed from Edward Alexander Prentice to the Honorable Thomas Ryan and others, passed at Montreal before Theodore Doucet, notary, on the twentieth day of September, 1867, may transfer all their respective rights therein, whether real or personal, to the said company hereby incorporated, and on the execution of a sufficient deed or deeds thereof such rights so far as transferred shall be vested in the hereby incorporated company, without prejudice however to any claims against or in respect of such property which shall subsist and be in force as if this act had not been passed; and the parties interested shall, in addition, have all such recourse against the company hereby incorporated, as their acts or promises may lawfully subject them to.

Power to acquire the Brewster property.

8. The company hereby incorporated may sell, dispose of, realize, get in and collect all the rights, claim and interest in the said Brewster property, which may become vested in them, and, in so far as not converted into shares in the capital stock of the company hereby incorporated,

Power to manage and dispose of said property.

Parties interested may convert their interest into shares in the capital stock of the company.

the net proceeds of all such rights, claims and interests shall be, by the said company, paid over to the parties interested, by dividends, from time to time, as realized, in proportion to their respective interests, but, at any time before such payment, the party or parties interested may make option to have his or their proportion of such proceeds, or such part thereof as he or they may indicate, converted and applied to the payment of capital shares in the said company, or in payment of calls on such capital shares, and a notice in writing to the company or its managing agent shall entitle such party or parties interested to have such application made, so long as any of the shares of the company, remain unallotted and such written notice shall, according to its purport, be proof of such option by the party or parties interested, and the company incorporated by this act, immediately on its passing, shall have power to deal with the said property so acquired under the said deed in receiving transfers or conveyances thereof, or of any rights thereto or therein, realizing the same, and distributing the proceeds thereof, although the present act may not be put in force for any other purpose.

Company may hold real estate for five years.

9 The company may hold such real estate as, being mortgaged or hypothecated to them, may be required by them for the protection of their investment, and may from time to time sell, mortgage, lease or otherwise dispose of the same; provided always, that the company shall sell any such real estate within five years after so acquiring it.

Office in London.

10 The company may have an office in London, England, for such purposes as the directors shall determine, and the bonds, coupons or dividends of the company may be made payable at any place in London aforesaid, and in sterling or currency.

Transmission of shares by marriage, death, &c.

11 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 other 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 shareholder, it shall be competent to include therein a declaration to the effect that the share so transmitted is the sole property, and under the sole control of the wife, 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 such de-

claration shall be binding upon the company and the parties making the same, until the said parties shall see fit to resolve it by a written notice to 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.

12. If the directors of the company shall entertain doubts as to the legality of any claim to and upon such share or shares of stock, it shall be lawful for the company to make and file in the Superior Court for Lower Canada, a declaration and petition in writing, addressed to the justices of the said court, setting forth the facts, and praying for an order or judgment adjudicating or awarding the said shares 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 shares, or arising therefrom; provided always, that notice of such petition shall be given to the party claiming such shares, 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 superior court 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.

Directors may petition Sup. Court respecting doubtful claims.

Proviso.

Proviso.

13. The company may acquire, hold, alienate and convey, any real estate necessary or requisite for the carrying on of the undertaking of such company, and shall be invested with all the powers, privileges and immunities necessary to carry into effect the intentions and objects of this act, and which by law are incident to such corporation.

General corporate powers.

14. The affairs of the company shall be managed by a board of not less than five nor more than nine directors, and the persons named in section one of this act shall be the directors of the company until replaced by others duly named in their stead.

Board of directors.

First directors.

15. No person shall hereafter be named a director unless he be a shareholder owning stock in his own right and not in arrear in respect of any call thereon, and the

Qualification of directors.

major part of the directors must be residents within the Dominion of Canada and British subjects.

Election of directors.

16. The directors to be hereafter named shall be elected, by ballot, or by acclamation without a ballot if so agreed upon, by the shareholders in general meeting of the company assembled at such times, in such manner, and for such term not exceeding two years as the by-laws of the company may prescribe, and until a by-law shall be made for the purpose, the election shall take place annually.

Notice of meetings.

17. Notice of the time and place for holding general meetings of the company shall be given at least thirty days previously thereto in some newspaper published at, or as near as may be to, the office or chief place of business of the company.

Voting.

18. Every shareholder shall be entitled to as many votes as he owns shares in the company, and may vote by proxy.

Vacancies.

19. Vacancies occurring in the board of directors may be filled for the unexpired term by the board, from among the qualified shareholders.

President.

20. The directors shall, from time to time, elect from among themselves, a president of the company, and shall also name, and may remove at pleasure, all other officers thereof.

Provision in case of failure of election.

21. If at any time an election of directors be not made or do not take effect at the proper time, the company shall not be held to be thereby dissolved; but such election may take place at any general meeting of the company duly called for that purpose; and the retiring directors shall continue in office until their successors are elected.

Powers of directors.

22. The directors of the company shall have full power in all things to administer the affairs of the company, and may make or cause to be made for the company any description of contract which the company may by law enter into; and may from time to time make by-laws not contrary to law, nor to this act, to regulate the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the number of the directors, their term of service, and the quorum necessary for the transaction of business, the amount of their stock qualification, 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.

By-laws for divers purposes.

ration and that (if any) of the directors, the time at which and place where the annual meetings of the company shall be held, the calling of meetings, regular and special, of the board of directors, and of the company, the requirements as to proxies, and the procedure in all things at such meetings, 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; 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; provided always, that one-fourth part in value of the shareholders of the company shall at all times have the right to call a special meeting thereof, for the transaction of any business specified in such written requisition and notice as they may issue to that effect.

How to be confirmed.

Proviso: calling special meetings.

23. A copy of any by-law of the company, under their seal, and purporting to be signed by any officer of the company, shall be received as *prima facie* evidence of such by-law in all courts of law or equity in this province.

Proof of by-laws.

24. The stock of the company shall be deemed personal estate, and shall be transferable, in such manner only, and subject to all such conditions and restrictions as by the by-laws of the company shall be prescribed.

Stock to be personalty. Transfer.

25. The capital stock shall be allotted when and as the directors, by by-law or otherwise, may ordain.

Allotting stock.

26. The directors of the company may call in and demand from the shareholders thereof, respectively, all sums of money by them subscribed, at such time and places, and in such payments or instalments as this act may require or allow; and interest shall accrue and fall due upon the amount of any unpaid call, from the day appointed for payment of such call.

Calling in instalments.

27. The company may enforce payment of all calls and interest thereon, 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 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 upon one share or more, stating the number of calls and the amount of each, whereby an action hath accrued to the

Action for calls; what only need be alleged and proved.

company under this act; and a certificate under their seal, and purporting to be signed by any officer of the company, to the effect that the defendant is a shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received in all courts of law and equity as *prima facie* evidence to that effect.

Calls must be paid before transfer.

28. No share shall be transferable, until all previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon.

Shareholders in arrear not to vote.

29. No shareholder being in arrear in respect of any call shall be entitled to vote at any meeting of the company.

Books to be kept by the company.

30. The company shall cause a book or books to be kept by the secretary, or by some other officer specially charged with that duty, wherein shall be kept recorded—

What they shall contain.

1. The names, alphabetically arranged, of all persons who are or have been shareholders;

2. The address and calling of every such person, while such shareholder;

3. The number of shares of stock held by each shareholder;

4. The amounts paid in, and remaining unpaid, respectively, on the stock of each shareholder;

5. All transfers of stock, in their order as presented to the company for entry, with the date and other particulars of each transfer, and the date of entry thereof; and—

6. The names, addresses and calling, of all persons who are or have been directors of the company; with the several dates at which each ever became or ceased to be such director.

Books to be open to shareholders and creditors.

31. Such books shall, during reasonable business hours of every day, except Sundays and holidays, be kept open for the inspection of shareholders and creditors of the company, and their personal representatives, at the office or chief place of business of the company, and every such shareholder, creditor or representative may make extracts therefrom.

Books to be *prima facie* evidence.

32. Such books shall be *prima facie* evidence of all facts purporting to be thereby stated, in any suit or proceeding against the company, or against any shareholder.

Company not bound to see to trusts on shares.

33. The company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive, in respect of any shares; 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 dis-

charge to the company for any dividend or money payable in respect of such shares, and 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.

34. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed on behalf of the company, by any agent, officer or servant of the company, in general accordance with his powers as such under the by-laws of the company, shall be binding upon the company; and in no case shall it be necessary to have the seal of the company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-law, or special vote or order; nor shall the party so acting as agent, officer or servant of the company, be thereby subjected individually to any liability whatsoever to any third party, therefor; provided, always, that nothing in this section shall be construed to authorize the company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a bank.

Contracts, bills, notes, &c., by the company how to be executed.

Proviso as to bank notes.

35. Each shareholder, until the whole amount of his stock has been paid up, shall be individually liable to the creditors of the company, to an amount equal to that not paid up thereon; but shall not be liable to an action therefor by any creditor, before an execution against the company has been returned unsatisfied in whole or in part; and the amount due on such execution shall be the amount recoverable with costs, against such shareholder.

Liability of shareholders.

36. 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 of their respective shares in the capital stock thereof.

Liability of Shareholders.

37. No person holding stock in the company as an executor, administrator, tutor, curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such person, shall be liable in like manner, and to the same extent, as the testator or intestate, or the minor, ward and interdicted person, or the person interested in such trust fund, would be, if living and competent to act, and holding such stock in his own name; and no person holding such stock as collateral secu-

As to stock held by persons in a representative capacity.

rity, shall be personally subject to such liability, but the person pledging such stock shall be considered as holding the same, and shall be liable as a shareholder accordingly.

Voting on such stock.

38. Every such executor, administrator, tutor, curator, guardian or trustee, shall represent the stock in his hands, at all meetings of the company, and may vote accordingly as a shareholder.

Penalty for lending company's money to shareholders.

39. No loan shall be made by the company to any shareholder, and if such be made, all directors and other officers of the company making the same, or in any wise assenting thereto, shall be jointly and severally liable to the company for the amount of such loan.

Service of process on the company.

40. Service of all manner of summonses or writ whatever upon the company, may be made by leaving a copy thereof at the office or chief place of business of the company, with any grown person in charge thereof, or elsewhere with the president or secretary thereof; or if the company have no known office or chief place of business, and have no known president or secretary, then, upon return to that effect duly made, the court shall order such publication as it may deem requisite to be made in the premises, for at least one month, in at least one newspaper; and such publication shall be held to be due service upon the company.

Actions between company and shareholders.

41. 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.

Interpretation of

42. The following words and expressions, in this act, shall have the meanings hereby assigned to them, unless there is something in the subject or context repugnant to such construction, that is to say:

"The company,"

1. The expression "the company" shall mean the company incorporated by this act;

"The undertaking,"

2. The expression "the undertaking" shall mean the whole of the works and business of whatever kind, which the company is authorized to undertake and carry on;

"Real estate,"

3. The expression "real estate" or "land" shall include all real estate, messuages, lands, tenements and hereditaments, of any tenure;

"Shareholder,"

4. The word "shareholder" shall mean every subscriber to or holder of stock in the company, and shall extend to and include the personal representatives of the shareholder.