

CAP. XLIII.

An Act to incorporate the " Laprairie Navigation Company."

[Assented to 24th December, 1870.]

WHEREAS Jean-Baptiste Varin, John Dunn, Camille La-
combe, Julien Brosseau and Julien Brossard, residing Preamble.
in the village of Laprairie, in the district of Montreal, have,
by petition, represented that an association was formed in
the parish of Laprairie, three years ago, under the name
and style of " The County of Laprairie Navigation Com-
pany," in which, with other persons, they are subscri-
bers and shareholders, with the view of promoting the
public interest, by building vessels, wharves and landing-
places, and by establishing a line of steamboats, for the
transport of freight and passengers, between the port of
Montreal and the said parish of Laprairie, and for every
other purpose relating to the inland navigation of this Pro-
vince ; and whereas the object of the said company is to
facilitate the trade of this province, and to promote the
progress of navigation therein ; and, whereas, the said com-
pany might be put under the necessity of becoming a party
to suits at law, and, in order to avoid certain technical
inconveniences, the said company have prayed to be incor-
porated ; Therefore, Her Majesty, by and with the advice
and consent of the Legislature of Quebec, enacts as fol-
lows :

1. Jean-Baptiste Varin, John Dunn, Camille Lacombe, Certain persons
incorporated.
Julien Brosseau and Julien Brossard, and all other persons
who may now be, or hereafter become subscribers or stock-
holders in the said company, and all or any other person or
persons, bodies politic and corporate, who, as executors,
administrators, successors and assigns, or by any other law-
ful title, may hold any part, share or interest in the capital
stock of the said company, and their executors, adminis-
trators, successors and assigns shall be, and they are hereby
constituted a body politic and corporate, for the purposes Corporate
powers.
mentioned in the preamble of this act, under the name
and style of " The Laprairie Navigation Company," and shall,
by that name, have perpetual succession and a common seal,
and by the same name be capable of suing and being sued in
all courts of justice in this province ; the said company may
make, establish and put into execution, alter or repeal all by-
laws, rules, ordinances and regulations, the same not being
contrary to the laws of the province, or to the provisions of
this act, as may appear to them necessary or expedient, for
the management of the business of the said company ; all the

Property of
former com-
pany transfer-
red to present
corporation.

movable and immovable property, rights and actions belonging to the said county of Laprairie Navigation Company are hereby transferred to the said corporation, and from and after the passing of this act, the said corporation shall be the proprietor thereof and of all other movable property and effects which the said corporation may hereafter acquire ; and all the debts and obligations of the said county of Laprairie Navigation Company shall be acquitted and performed by the said corporation ; provided always that no by-law, ordinance, rule or regulation shall be in force until the same shall have been approved of by a majority of the directors hereinafter mentioned, or their successors, authorized to that effect at the annual general meeting of the stockholders of the said company.

Proviso :

Capital.

2. The capital of the said company is hereby limited to the sum of sixty thousand dollars currency, divided into twelve hundred shares of fifty dollars each, but it shall be lawful for the said company to use and enjoy the rights, privileges and advantages granted by this act, as soon as thirty thousand dollars of the said company shall have been subscribed and paid ; and the shareholders of the said company shall not be in any case liable for more than the amount by them respectively subscribed, or the amount of the shares taken by them respectively in the said company, and the amount of the said shares being once paid in full, nothing more shall, in any case, be exacted of the said shareholders ; after an amount equal to the said sum of thirty thousand dollars currency has been subscribed and paid, no new shares in the said company shall be taken so as to increase the subscribed capital, until a resolution to that effect has been adopted by the board of directors, to be approved by a majority of the shareholders, at their annual meeting, or a special meeting to be convened for that purpose.

Liabilities of
shareholders
limited.

Power to hold
property for
wharves, &c.

3. The said corporation under the name of the " Laprairie Navigation Company," may also acquire and hold real estate for the construction of wharves and the erection of warehouses and offices, and for such other necessary purposes in connection therewith, as the said company may deem expedient, at the different ports and places at which the steamboats belonging to the said company shall touch, and may at any time sell, exchange and dispose of the same, and purchase other property for the same purpose ; provided always, that the said company shall not at any time possess real estate, the total value of which shall exceed the sum of ten thousand dollars currency.

Proviso :

Directors.

4. The superintendence, control and management of the affairs of the said company shall be vested in five directors, three of whom shall be a quorum, which said directors shall be stockholders in the said company, and shall not be

Quorum.

eligible unless each of them possess, in his own name, for at least one month then last past, ten shares in the said company ; these directors shall be elected at regular meetings on the third Tuesday of the month of January in each year, or in the event of it being impossible to hold the said meeting on such day, thereupon on the day and at the hour and place which shall be appointed by a majority of directors, and notice whereof shall be given in writing by the secretary of the company, ten days previous to the day appointed for the said meeting ; and the said election shall be had and made by the shareholders of the said company present at the said meeting, or represented thereat by any person holding a written power of attorney in the form A annexed to this act, or passed before notaries ; and all elections of directors shall be in the manner prescribed in the by-laws of the said company ; the directors elected shall choose out of their number a president ; they may also appoint a secretary of the board of directors who may be at the same time one of the directors, on such conditions as they may deem advisable, provided he be a shareholder of the company : it shall be the duty of the said president to preside at all meetings of the stockholders or directors, he may vote at all meetings of the directors, and in case of an equal division of votes, he shall also have a casting vote ; any vacancy among the directors occasioned by death, resignation, or absence from the province, shall be filled by such person as the directors may appoint, and it shall be lawful for the stockholders at any special meeting called for that purpose, to remove all or any of the said directors and to appoint others in their stead, in the same manner as the annual election of the directors as hereby provided for.

Election of directors.

President and secretary.

Vacancies among directors.

5. Each stockholder shall be entitled at the general meeting to a number of votes proportionate to the number of shares which he has or shall have had in his own name at least one month previous to the time of voting in the following proportion, to wit : one vote for one share, two votes for four shares, three votes for ten shares, four votes for sixteen shares, and five votes for thirty shares or more, whatever may be the number ; and all questions brought before the stockholders at any general or special meeting shall be decided by a majority of such votes of shareholders then present, subject, in case of an equality of votes, to the casting vote of the president.

Voting.

6. All the ordinary affairs of the company shall be administered by the board of directors and decided by a majority of votes ; the said board of directors may, in the interests of the company, dispose of the movable or immovable property of the company, by sale or exchange, or in any other way which the interests of the said company may

Power of directors.

require, and acquire other movable or immovable property for the same purposes.

Meetings, how called.

7. The president or any two or more directors may, at any time, and from time to time, call a meeting or meetings of the stockholders, either for general or special purposes.

Duties of directors.

8. It shall be the duty of the directors to make such yearly dividends of the profits of the company as to them shall appear advisable; and an exact and particular statement shall be annually made of their affairs, debts, credits, profits and losses, such statement to appear on the books of the company and to be open to the perusal of any stockholder; and a copy thereof certified by the oath of the president or two directors shall be transmitted annually to the three branches of the provincial legislature, which oath any judge, commissioner or justice of the peace, is hereby authorized to administer; and before paying and liquidating such annual dividends of the profits of the said company, and out of such dividends, the said company shall have a right to keep and retain a special and reserve fund, to be employed for the acquisition and construction and other expenses of steamboats of the said company, a clear statement whereof shall be submitted and retained by the directors of the said company, to form part of the minutes of their proceedings.

Failure to elect provided for.

9. If at any time, it shall happen that an election of directors shall not be made on any day when pursuant to this act it ought to have been made, the said company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election, in the same manner as the annual election of directors is herein provided for; and until such election, the former directors shall continue in office, and every act done by them shall have full force and effect.

Transfer of stock.

10. The shares of the said capital stock shall be transferable, and may be transferred by the respective holders and owners thereof, according to the form prescribed by form B hereunto annexed, provided always that the transferrer shall be held personally liable to the said company for all or any part of the shares by him subscribed, and which shall be found to be due and owing by him at the time of such transfer; and provided that the said transferrer shall not be able to transfer any part of all such shares by him subscribed for, until he shall have paid to the said company all and every the sums of money which he may owe to the said company, either for the whole or any part of the shares by him subscribed for, and for which he shall be indebted at the time of such transfer, cession or alienation, or which he shall owe to the said company upon old accounts, promissory notes and otherwise. Before being held to be holder and owner of a share

Proviso,

or shares in the said company, any transferrer shall be bound to give, or cause notice of such transfer to be given at the office of the said company within fifteen days after the date of such transfer.

11. Until the first annual general meeting of the company as above provided for, the board of directors of the said company shall be composed of the present directors who are Jean-Baptiste Varin, John Dunn, Camille Lacombe, Julien Brosseau and Julien Brossard, who shall continue to administer the affairs of the said company as directors duly elected, and shall continue in office until the appointment of their successors, as provided by this act. Provisional directors.

12. The principal office of the said company which shall be considered its chief place of business, shall be in the village of Laprairie; and any service of process made at that office, or upon the president of the company in person, shall be held and deemed to be good and sufficient service, by all courts of justice in this province. Place of business and mode of service.

13. Any shareholder in the said company may, by a power of attorney, according to the form A annexed to this act, or in any form to the same effect, or by a power of attorney executed before notaries, constitute or nominate an attorney to represent him with respect to the said company, convey his shares therein to third persons, accept the transfer of shares to him, receive his dividends and bonuses, sell his shares, and represent him at the meetings of shareholders, and vote for him. Shareholders may be represented by attorneys.
Form of power of attorney.
Form of transfer.

FORM A.

Referred to in the foregoing Act.

I, the undersigned, do hereby constitute and nominate C. M.—as my special attorney, to sell and convey the shares which I possess in the Laprairie Navigation Company, to buy shares in the said company for me, and receive transfer thereof, to receive all dividends and bonuses payable to me, and give receipts therefor, to represent me in meetings of shareholders of the said company, called for any purpose whatever, to give for me the number of votes to which I am entitled according to the number of my shares; and I ratify by these presents all that my said attorney shall do in virtue of this power of attorney.

Done at this day of one
thousand eight hundred and

Signed in presence of two witnesses.

Signature.

FORM B.

Referred to in the foregoing Act.

For value received from _____ of _____ I
 (or we) do hereby assign and transfer to _____ of _____
 shares on each of which has been paid _____ dollars
 cents currency in the capital stock of the "Laprairie Navi-
 gation Company," the office of which is at _____, subject
 to the rules and regulations of the said company, hereby
 obliging myself to fulfil the conditions imposed by the
 proviso contained in the eleventh section of the act of
 incorporation of the said company.

In testimony whereof, I (or we) have signed these
 presents at the office of the said company, this
 day of _____ one thousand eight hundred and

(Signature of the Transferrer, or of his Attorney.)

Witnesses.

I (or we) do hereby accept the foregoing assignment of
 shares in the capital stock of the Laprairie Navigation
 Company, to _____ (as above mentioned), _____ day of
 one thousand eight hundred and

(Signature of the Transferrer, or of his Attorney.)

Witnesses.

CAP. XLIV.

An Act to incorporate "La Compagnie de la Pêche aux
 Marsouins de la Rivière Ouelle," and for other pur-
 poses.

[Assented to 24th December, 1870.]

Preamble.

WHEREAS the co-proprietors of certain property,
 known as "La Pointe de la Rivière Ouelle," bounded
 to the east by Philippe Gagnon, and on its other sides by
 the River Saint Lawrence and River Ouelle, have, by their
 petition to the Legislature, prayed to be incorporated for
 the better administration of the said property, together with
 its fishing and hunting rights, and particularly the porpoise
 fishery, and to provide a mode by which the value of the
 said joint property be represented by a stock capital, to be
 subdivided between the co-proprietors thereof in a fair
 proportion, according to their respective rights to the said
 property and fishing and hunting rights, and for other pur-
 poses; Therefore, Her Majesty, by and with the advice and
 consent of the Legislature of Quebec, enacts as follows:

