

sents by its petition, that it is desirous of raising additional capital ; and whereas, it is expedient to authorize the said company so to do ; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. It shall be lawful for the said company, by a by-law duly made and approved by the shareholders thereof representing at least two-thirds of paid up stock of the company, in the manner in which the said company is authorized to pass by-laws, to authorize the directors thereof to raise additional capital for the purposes of the said company, not exceeding the sum of fifty thousand dollars, currency, either by the issue of preferential stock bearing guaranteed dividends, or by the issue of debentures hypothecating the property of the company ; the whole upon such terms and conditions and at such rates as may be fixed and prescribed by such by-law.

Power to increase the capital of the company.

## C A P . L X .

An Act to incorporate the " Club Montarville de Longueuil."

[Assented to 1st February, 1870.]

WHEREAS there exists in the village of Longueuil an association known as " Le Club Montarville de Longueuil," established for the promotion of literary education and the purpose of offering to the persons forming part thereof a recreation for the mind as well as a relaxation for the body, the said association being in existence in the village of Longueuil, with the said objects in view, since the year one thousand eight hundred and sixty-four ; and whereas, the said persons hereafter named have prayed to be incorporated under the name of " Club Montarville de Longueuil," and that it is expedient to grant their petition ; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

Preamble.

1. A. A. Boudreau, George H. Kernick, Moise Bouthillier, Siméon Bonneville, A. Adolphe Cherrick, Joseph Lespérance, Alfred Fortier, Charles A. Cypriot, Hypolite Roussin, Gédéon Larocque, Alfred Cusson, L. J. Normand, N. Mignault, J. U. Marchand, Isaie A. Jodoin and Charles Bourdon, and such other persons as are now or shall hereafter become members or shareholders of the said association, shall be and are hereby declared to be a body politic and corporate in fact and in name, by the name of " Club Montarville de Longueuil," and shall, by the same name, be duly autho-

Association incorporated.

Name.

Powers.

rized and be able, from time to time, and at all times hereafter to purchase, acquire, hold, possess and enjoy, and to have, exchange, take and receive for them and their successors, for the permanent use of the said corporation, for the purposes for which they have been incorporated, all lands and immoveable estate situate in the village of Longueuil and its vicinity ; and the said properties to sell, alienate, hypothecate and dispose of whensoever the said corporation may deem it proper so to do, and the constitution, rules and regulations now in force with regard to the administration and general management of the affairs and interests of the said association, in so far as they are not inconsistent with the laws of this province, shall be the constitution, rules and regulations of the said corporation ; provided always, that the said corporation may, from time to time, alter, repeal and change such constitution, rules and regulations in the manner provided by the constitution, rules and regulations of the said corporation.

Proviso.

Employment of property now possessed by said association.

**2.** All property and effects now owned by or held in trust for the said association are hereby vested in the said corporation ; and shall be applied solely to the purposes of the said corporation, and the said corporation shall be charged with the liabilities and obligations of the said association.

Amount of capital.

**3.** The capital stock of the said corporation is actually fixed at the sum of three thousand dollars, divided in shares of ten dollars each, with power at a general meeting of the corporation to increase the said capital stock to the sum of ten thousand dollars, in shares of the same amount.

Liability of shareholders.

**4.** The shareholders of the club hereby incorporated, shall not be liable as such beyond the amount of the shares subscribed or the amount remaining due on such shares.

Powers of the company.

**5.** The said corporation shall, by by-laws to that effect, fix and determine the time for the payment of the instalments due by the shareholders, as also the interest and rate thereof to be paid ; which instalments so required by the directors from the shareholders in the manner prescribed by the by-laws of the said corporation, if not paid when due, the directors, instead of suing for the same, may, by a by-law passed to that effect, sell the shares on which the said calls are due and unpaid, and transfer them to the purchaser as the holder thereof could have done, and after having deducted all the instalments due, the interests and the expenses of sale, they shall pay over the surplus of the proceeds to the proprietor of the shares sold as aforesaid. The directors shall be bound before proceeding to the sale of such shares, to give a notice to be posted up in one of the rooms of the club during eight

days, the said notice stating the name of the proprietor or the shares to be sold, the number of the same, and the day of the sale.

6. The board of directors shall have the power, in the interest of the corporation, to exclude any shareholder from the said corporation, for infraction of the constitution and regulations of said corporation, after having given due notice to the said shareholder for his appearance before the said board; and in case of exclusion of any such shareholder, notice in writing shall be given to him, that he shall have to sell his share or shares in the capital stock of the said corporation, within the delay of one month from the date of notice; and in default by the said member so excluded of so doing within the delay granted to him, the directors shall have power to proceed to the sale of the share or shares and the proceeds thereof shall be distributed in the manner mentioned in the next preceding clause.

Power to exclude.

7. There shall be kept a book, called the "Register of Shares" in which shall be recorded, from time to time, the names and the residences of the shareholders of the said corporation, and the number of shares held by them.

A register of shares shall be kept.

8. The shares of the said club shall be held to be personal estate and shall be transmissible to others by the proprietors thereof, but no one shall be allowed to sell or transfer his shares or any part thereof, until he shall have paid all debts actually due to the said club.

Shares shall be transferable.

9. The transfer of the shares shall be made according to the schedule A annexed to this act, and shall be signed by the transferer, and accepted by the transferee, and the deed of transfer shall be delivered to the treasurer of the club, who shall register the same in a book called "Transfer Book," but a notice of at least a week shall be given by the transferer, of his intention to make the said transfer, to the board of directors of the club, and the board shall have during that week the privilege, by preference, to accept the transfer of any such share or shares, at the price and condition asked for by the transferer, should it be deemed by the board advantageous to the club.

Mode of transfer.

#### ANNUAL GENERAL MEETING.

10. The annual general meeting of the shareholders of the club, shall be held at the village of Longueuil, at the ordinary place of meeting, the second Wednesday of November in each year, for the election of the president, vice-president, secretary, treasurer and directors, and for the general transaction of the affairs of the club, and shall be called by a notice from the president or vice-president sent to every shareholder, by mail or otherwise, or in

General meeting of shareholders.

default by these two last officers of so doing, by two of the directors.

Special meet-  
ings.

**11.** Special general meetings shall be called for the consideration and transaction of the affairs of the club, by the board of directors, as often as it may be required by the affairs of the club, and also by shareholders holding one-fourth of the capital stock of the said club, and notice of the said meeting shall be given in the same manner as for the annual general meetings, stating the object of the same.

Votes of share-  
holders.

**12.** The shareholders may assist at the annual or special general meetings and vote in person only; every question shall be decided, and the directors shall be chosen and elected by the majority of the votes of the shareholders, and in the case of the votes being equally divided, the president shall have the casting vote.

Shareholders  
in arrears not  
entitled to vote.

**13.** Every shareholder, if not in arrears for any of the instalments due, shall have the right to as many votes as he may possess shares in the capital stock of the said club, and of which shares he should have been the proprietor at least one month before the day of the vote, and no shareholder in arrears shall have the right of voting, either at the annual or special general meetings of the club.

#### ADMINISTRATION OF THE AFFAIRS OF THE CLUB.

Management  
of the affairs of  
the company.

**14.** The affairs of the club shall be managed by a board of not less than five, and not more than nine directors, who shall be chosen and appointed every year at the annual general meeting of the club, by the shareholders in person, in the manner hereinbefore mentioned; the president and vice-president shall be directors *ex officio*; in the case of death or absence from the county for a certain period of time, or of resignation of one or more directors, or in case of refusal to accept the said office, the board of directors shall fill the vacancy. But none of the shareholders shall be eligible as such director, unless he be the proprietor of at least five shares, on which no arrears shall be due, and which he shall not be allowed to sell or alienate while holding office.

Quorum.

**15.** At each meeting of the directors three of them shall be a *quorum*; every question shall be decided by the majority of the votes, and in case of the votes being equally divided, the presiding member shall have the casting vote.

Who shall form  
the board of  
directors.

**16.** The actual members of the managing committee of the "Club Montarville de Longueuil," the president and vice-president, shall form the board of directors, and the

secretary as well as the treasurer shall hold office, until the next annual general meeting of the said club.

**17.** If the election of directors and officers be not made at the time prescribed, the corporation hereby created shall not be dissolved for this reason, but such election shall take place at any special general meeting duly called for that purpose.

Corporation not dissolved by failure to elect directors within prescribed time.

**18.** The president, or in his absence the vice-president, shall call the meetings of the directors every time it may be required, and at such a place as may be deemed expedient (not to be nevertheless without the limits of the village of Longueuil) and shall preside at the said meeting; and in case of these officers refusing or neglecting so to do, two of the directors may call the meetings by letters sent by mail or otherwise to the directors, at least three days before the day of the meeting.

Summoning of meetings of directors.

**19.** The board of directors shall appoint such managers and servants as may be required, and auditors to audit the accounts, shall fix the remuneration of the said managers and servants of the club, shall make by-laws for the management and administration of the affairs of the club, provided they be not contrary to the laws of this province, nor inconsistent with the provisions of this act, and shall alter, amend, repeal or re-enact the same as they may deem expedient.

Appointment of employees and auditors.

**20.** Within the fifteen days before the annual general meeting, the auditors of the accounts of the club, shall, on being duly notified to that effect by the board of directors, attend at the office of the club, verify the accounts for the last past year, and shall report on the same at the said annual general meeting.

Report to annual general meeting.

**21.** The directors shall declare such annual dividends of so much of the profits of the club, as to them or a majority of them, shall appear advisable, and a detailed and exact statement of the affairs, debts, profits and losses, shall be made every year, which said statement shall be recorded in the books of the club, which books shall be open to the inspection of every shareholder. The profits made during the year, if no dividend is declared, shall be employed to the use and for the repairs of the buildings of the club, to the purchase of books, or as the directors shall deem expedient.

Annual report of the affairs of the corporation.

**22.** Every service made to the office of the club in the village of Longueuil, or to the president or to the treasurer of the said club, shall be deemed sufficient in every court of justice in this province.

On whom services shall be made.

**23.** In any action or suit brought by or against the said club, on any contract or for any matter or thing whatever, any shareholder, officer or servant of the club, shall be a

Members may be witnesses.

competent witness, and his testimony shall not be deemed inadmissible on the ground of his being such shareholder, officer or servant of the said club.

Who may appear in suits.

24. If a writ of *saisie arrêt* be served on the said club, the president or the treasurer may in any such case appear and make such declaration as required by law, and such declaration shall be deemed and considered in all courts of justice in this province, as the declaration of the club.

## SCHEDULE A.

### *Club Montarville de Longueuil.*

I, A. B., in consideration of the sum of \$  
paid to me by C. D.  
make over and transfer by these presents to the said C. D.  
shares or actions of the  
" Club Montarville de Longueuil " to be held by the said  
C. D. his successors and assigns, subject nevertheless to the  
same conditions as those under which I held them myself,  
and I the said C. D. agree by these presents, to accept and  
receive the said shares subject to the same conditions.

In witness thereof, we had signed the present transfer  
at the day of  
the month of in the year of  
our Lord one thousand eight hundred and

A. B.

C. D.

Witnesses,

C A P . L X I .

An Act to incorporate the Society called " The Union  
of St. Joseph of Farnham."

[Assented to 1st February, 1870.]

Preamble.

**W**HEREAS there exists an association known under the name of " L'Union St. Joseph de Farnham," which has for its object the aiding and assisting of its members in case of sickness, and of assuring similar relief and other advantages to the widows and children of deceased members of the said association ; and whereas the members of the said association have, by their petition, asked that they be incorporated ; and whereas it is just to grant their demand ; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :