

company contracted from the time of the making of such loan to that of the repayment thereof.

39. The directors of the company shall be jointly and severally liable to the laborers, servants and apprentices of the company, for all debts not exceeding one year's wages, due for service performed for the company whilst they are such directors respectively; but no director shall be liable to an action therefor, unless the company has been sued therefor within one year after the debt became due nor yet unless such director is sued therefor within one year from the time when he ceased to be such director, nor yet before an execution against the company has been returned unsatisfied in whole or part; and the amount due on such execution shall be the amount recoverable, with costs, against the directors.

Subsidiary liability of directors for wages of laborers, servants, &c., of the company.

40. 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.

Actions between shareholders and the company.

41. Service of all manner of summons 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.

How service may be made on the company.

42. Whenever this act is referred to, it shall be sufficient, in citing the same, to use the expression "the joint stock companies general clauses act."

Short title.

43. The act chapter eighteen, of the statutes of the late province of Canada, passed in the twenty-fourth year of her majesty's reign, in so far as it is applicable to this province, is repealed.

24 V. c. 18 repealed.

C A P . X X V .

An act respecting the Incorporation of Joint Stock Companies.

Assented to, 24th February, 1868.

HER MAJESTY, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. The following expressions, in this act and in all letters-patent and supplementary letters-patent issued under the same, have the meanings hereby assigned to them, unless

Interpretation of the words :—

there is something in the subject or context repugnant to such construction, that is to say :

“ The letters-patent ; ”

1. The expression “ the letters-patent ” means the letters-patent incorporating a company for any purpose contemplated by this act ;

“ The supplementary letters-patent ; ”

2. The expression “ the supplementary letters-patent ” means any letters-patent granted for the increasing or reducing of the capital stock of such company ;

“ The company ; ”

3. The expression “ the company ” means the company so incorporated by letters-patent ;

“ The undertaking ; ”

4. The expression “ the undertaking ” means the whole of the works and business of every kind, which the company is authorized to carry on ;

“ Real estate, ”
“ land ; ”

5. The expression “ real estate ” or “ land ” includes all immovable property of every kind ;

“ Shareholder, ”
“ stockholder. ”

6. The expression “ shareholder ” or “ stockholder, ” means every subscriber to or holder of stock in the company, and extends to and includes the personal representatives of the shareholder.

Companies formed for certain purposes may be incorporated by letters-patent.

2. The lieutenant-governor in council may, by letters-patent under the great seal, grant a charter to any number of persons not less than five, who shall petition therefor, constituting such persons and others who may become shareholders in the company thereby created, a body corporate and politic, for any of the following purposes :

Purposes enumerated.

1. Carrying on any kind of manufacturing, shipbuilding, mechanical, printing and publishing or chemical business ;

2. Mining for gold, silver, copper, or other metals or ores ; or for coal, plumbago or other minerals ;

3. Washing, dressing, smelting, and otherwise preparing for market, the ores of all kinds of metals ;

4. Erecting, maintaining and using dams, sluices and apparatus for excavating and washing auriferous earth in the process of gold mining ;

5. Opening and working quarries of marble, slate or other economic minerals, or mineral substances and the manufacture, exportation and sale thereof ;

6. Boring for, opening and using petroleum, salt or other mineral springs ;

7. Erecting and maintaining any building or buildings to be used, in whole or part, as a mechanic's institute, or public reading or lecture room, or gymnasium, or as a public hotel, or as baths or bath houses, or for skating, or curling rinks, or for agricultural or horticultural fairs or exhibitions, or for libraries, or for educational, literary, scientific or religious purposes, or as houses to be leased ;

8. Carrying on any fishery or fisheries in this province or the waters thereto adjacent, or in the gulf of St. Lawrence, and building and equipping vessels for such fishery or fisheries ;

9. Carrying on any forwarding business, and constructing, owning, chartering or leasing ships, steamboats, wharfs,

roads or other property required for the purpose of such forwarding business ;

10. Acquiring or constructing, and maintaining, any plank, macadamized or gravelled road, or any bridge, pier, wharf, dry dock, or marine railway, or any dam, sluice, race-way or other hydraulic apparatus for manufacturing use of any kind.

11. Acquiring, holding and carrying on any model farm or garden, and dealing in improved stock, seed grain and other articles for agricultural use.

12. Reclaiming and improving tracts of marshy or other waste lands by drainage or planting of trees or otherwise.

And such letters-patent may be granted to any one company for any two or more of the purposes mentioned in the paragraphs numbered two, three, four and five of this section.

3. The applicants for such letters-patent must give at least one month's previous notice in the Quebec Official Gazette, of their intention to apply for the same, stating therein :

Notice to be given in the Q. Official Gazette.

1. The proposed corporate name of the company, which shall not be that of any other known company, incorporated or unincorporated, or any name liable to be unfairly confounded therewith, or otherwise on public grounds objectionable ;

What notice shall contain.

2. The object for which its incorporation is sought ;

3. The place or places within this province where its operations are to be carried on, with special mention, if there be two or more such places, of some one of them as its chief place of business ;

4. The amount of its capital stock ;

5. The number of shares and amount of each share ;

6. The names in full and the address and calling of each of the applicants, with special mention of the names of not less than three nor more than nine of their number, who are to be the first directors of the company, and the major part of whom must be resident in Canada and subjects of her majesty by birth or naturalization.

4. At any time not more than one month after the last publication of such notice, the applicants may petition the lieutenant-governor through the secretary of the province, for the issue of such letters-patent ;

Petition for letters-patent.

2. Such petition must recite the facts set forth in the notice, and must further state the amount of stock taken by each applicant, and also the amount paid in upon the stock of each applicant, and the manner in which the same has been paid in, and is held for the company ;

What it shall contain.

3. The aggregate of the stock so taken must be at least the one half of the total amount of the stock of the company ;

4. The aggregate so paid in thereon must be at least ten per cent thereof, or five per cent of the total capital ; unless such total exceed five hundred thousand dollars, in which case the aggregate paid in upon such excess must be at least two per cent thereof ;

5. Such aggregate must have been paid in to the credit of the company, or of trustees therefor, and must be standing at such credit, in some chartered bank or banks within the province, unless the object of the company is one requiring that it should own real estate, in which case, not more than one half thereof may be taken as invested in real estate suitable to such object, duly held by trustees therefor, and being fully of the required value over and above all incumbrances thereon ;

6. The petition may ask for the embodying in the letters patent, of any provision which otherwise under this act might be embodied in any by-law of the company when incorporated.

Preliminary conditions.

5. Before the letters-patent are issued, the applicants must establish to the satisfaction of the secretary, or of such other officer as may be charged by order of the lieutenant-governor in council to report thereon the sufficiency of their notice and petition, the truth and sufficiency of the facts therein set forth, —and further that the applicants, and more especially the provisional directors named, are persons of sufficient reputed means to warrant the application ;

2. And to that end, the secretary or such other officer may take and keep of record any requisite evidence in writing under oath or affirmation, and may administer every requisite oath or affirmation.

Facts to be recited in letters-patent.

6. The letters-patent shall recite all the material averments of the notice and petition, as so established.

Notice of issuing letters-patent.

7. Notice of the granting of the letters-patent, shall be forthwith given by the secretary of the province, in the Quebec Official Gazette, in the form of the schedule A appended to this act ; and thereupon, from the date of the letters-patent, the persons therein named and their successors, shall be a body corporate and politic by the name mentioned therein.

General corporate powers of such companies.

8. Every company so incorporated may acquire, hold, alienate and convey, any real estate, requisite for the carrying on of the undertaking of such company and shall forthwith become and be invested with all rights, real and personal, theretofore held by or for it under any trust created with a view to its incorporation, and with all the powers privileges and immunities requisite to the carrying on of its undertaking, as though incorporated by a special act of parliament making it by that name a body politic and corporate, and embodying all the provisions of this act and of the letters-patent.

Increase of capital.

9. The directors of the company, if they see fit at any time after the whole capital stock of the company shall have been allotted and paid in, but not sooner, may make a by-law for increasing the capital stock of the company to any amount which they may consider requisite in order to the due carrying out of the objects of the company ;

2. Such by-law shall declare the number and value of the shares of the new stock; and may prescribe the manner in which the same shall be allotted; and in default of its so doing, the control of such allotment shall be held to vest absolutely in the directors.

By-law for that purpose.

10. The directors of the company, if they see fit at any time, may make a by-law for decreasing the capital stock of the company to any amount which they may consider sufficient in order to the due carrying out of the undertaking of the company, and advisable;

Reduction of capital.

2. Such by-law shall declare the number and value of the shares of the stock as so decreased; and the allotment thereof, or the rule or rules by which the same shall be made.

By-law for that purpose.

11. But no by-law for increasing or decreasing the capital stock of the company, shall have any force or effect whatever, until after it shall have been sanctioned by a vote of not less than two thirds in amount of the shareholders at a general meeting of the company duly called for considering the same, —and afterwards confirmed by supplementary letters-patent.

Such by-law to be approved by shareholders and confirmed by supplementary letters-patent.

12. At any time not more than six months after such sanction of such by-law, the directors may petition the lieutenant-governor, through the secretary of the province, for the issue of supplementary letters-patent, to confirm the same;

Petition for supplementary letters-patent.

2. With such petition they must produce such by-law, and establish to the satisfaction of the secretary or of such other officer as may be charged by order of the lieutenant-governor in council to report thereon,—the due passage and sanction of such by-law, and the *bonâ fide* character of the increase or decrease of capital thereby provided for;

By-law, &c., to be produced with petition.

3. And to that end the secretary or such officer may take and keep of record any requisite evidence in writing under oath or affirmation, and may administer every requisite oath or affirmation.

Powers of officer charged to report on petition.

13. Upon due proof so made, the lieutenant-governor in council may grant such supplementary letters-patent under the great seal; and notice thereof shall be forthwith given by the secretary of the province in the Quebec Official Gazette, in the form of the schedule B appended to this act; and thereupon, from the date of the supplementary letters-patent, the capital stock of the company shall be and remain increased, or decreased, as the case may be, to the amount, in the manner, and subject to the conditions set forth by such by-law; and the whole of the stock, as so increased or decreased, shall become subject to the provisions of this act, in like manner (so far as may be) as though every part thereof had formed part of the stock of the company originally subscribed.

Granting of supplementary letters-patent; —notice; —effect of such letters-patent.

14. All powers given to the company by the letters patent and supplementary-letters patent granted in its behalf, shall be exercised subject to the provisions and restrictions contained in this act.

Powers of the company to be subject to this act.

Directors.

15. The affairs of the company shall be managed by a board of not less than three, nor more than nine directors.

First directors.

16. The persons named as such in the letters-patent, shall be the directors of the company, until replaced by others duly named in their stead.

Qualification of directors.

17. No person shall be elected or named as a director thereafter, unless he is a shareholder, owning stock absolutely in his own right, and not in arrear in respect of any call thereon; and the major part of the after directors of the company shall further at all times, be persons resident in Canada and subjects of her majesty by birth or naturalization.

Elections.

18. The after directors of the company shall be elected by the shareholders, in general meeting of the company assembled, at such times, in such wise, and for such term, not exceeding two years, as the letters-patent or (in default thereof) the by-laws of the company may prescribe.

As to elections when not otherwise provided for.

19. In default only of other express provisions in such behalf, by the letters-patent or by-laws of the company ;

1. Such election shall take place yearly, all the members of the board retiring, and (if otherwise qualified) being eligible for re-election ;

2. Notice of the time and place for holding general meetings of the company shall be given at least ten 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 ;

3. At all general meetings of the company, every shareholder shall be entitled to as many votes as he owns shares in the company, and may vote by proxy ;

4. Elections of directors shall be by ballot ;

Vacancies.

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

President.

6. 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.

In case of failure of election.

20. 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.

21. 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 the letters-patent of the company, 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

May make by-laws ; and for what purposes.

the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the number of the directors, their term of service, 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 and that (if any) of the directors, the time at which and the place within this province where the annual meetings of the company shall be held, the place or places where its business shall be conducted, the calling of meetings, regular and special, of the board of directors, and of the company, the quorum, 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, from that time only, cease to have force.

Proviso : by-laws must be confirmed by general meetings.

22. 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.

Calling of 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 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 this act or by the letters-patent, or the by-laws of the company shall be prescribed.

Transfer of stock.

25. If the letters-patent make no other definite provision, the stock of the company, so far as the same is not allotted thereby, shall be allotted when, and as the directors, by by-law or otherwise, may ordain.

Allotment of 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 times and places, and in such payments or instalments, as the letters-patent, or this act or the by-laws of the company may require or allow ; and interest shall accrue and fall due, at the rate of six per cent per annum, upon the amount of any unpaid call, from the day appointed for payment of such call.

Calls on stock.

Interest on calls unpaid.

27. Not less than ten per cent upon the allotted stock of the company shall, by means of one or more calls, be called in and made payable within one year from the incorporation

Amount of calls.

of the company; and for every year thereafter, at least a further five per cent shall in like manner be called in and made payable, until the half shall have been so called in.

Enforcing payment of calls.

28. 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 has accrued to the company; 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 as *prima facie* evidence to that effect.

What only need be alleged.

Proof.

Forfeiture for non-payment.

29. If, after such demand or notice as by the letters-patent or by-laws of the company may be prescribed, any call made upon any share or shares be not paid within such time as by the letters-patent or by-laws may be limited in that behalf, the directors, in their discretion, by vote to that effect, reciting the facts and duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made; and the same shall thereupon become the property of the company, and may be disposed of as by by-law or otherwise they shall ordain.

Calls must be paid before transfer.

30. No share shall be transferable, until the previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon, or sold under execution.

No shareholder in arrear to vote.

31. 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.

32. 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 correctly recorded:

What they shall contain.

1. A copy of the letters-patent incorporating the company, —and of any supplementary letters-patent for increasing the capital stock thereof,—and of all by-laws thereof;

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

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

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

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

6. 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—

7. The names, addresses and calling, of all persons who are

or have been directors of the company ; with the several dates at which each became or ceased to be such director.

33. The directors may refuse to allow the entry into any such book, of any transfer not made by sale under execution, of stock whereof the whole amount has not been paid in ; and whenever entry is made into such book of any such transfer of stock not fully paid in, to a person not being of apparently sufficient means, the directors jointly and severally shall be liable to the creditors of the company, in the same manner and to the same extent as the transferring shareholder, but for such entry, would have been ; but if any director present when such entry is allowed do forthwith, or if any director then absent do within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minute-book of the board of directors his protest against the same, and do within eight days thereafter publish such protest in at least one newspaper published at or as near as may be possible to the office or chief place of business of the company, such director may thereby, and not otherwise, exonerate himself from such liability.

Directors may disallow transfer of stock in certain cases ;—their liability if transfer is allowed in such cases ;—how they may avoid such liability.

34. No transfer of stock, unless made by sale under execution, shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferee liable *ad interim* jointly and severally with the transferor, to the company and their creditors,—until entry thereof has been duly made in such book or books.

Effect of transfer limited until allowed.

35. 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 open to shareholders and creditors.

36. 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.

Effect as evidence.

37. Every director, officer or servant of the company, who knowingly makes or assists to make any untrue entry in any such book, or who refuses or neglects to make any proper entry therein, or to exhibit the same, or to allow the same to be inspected and extracts to be taken therefrom, shall be liable to a penalty of one hundred dollars for every such untrue entry and for every such refusal or neglect, and also in damages for all loss or injury which any party interested may have sustained thereby.

Penalty for making untrue entries.

38. Every company neglecting to keep such book or books so open for inspection, shall forfeit its corporate rights.

Forfeiture of rights for refusing inspection of books.

39. The company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares ; and the receipt of the shareholder in

Company not bound to see to

execution of trusts.

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 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.

Contract, &c., by company how executed.

40. 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 whatever 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.

Proviso: as to bank notes.

One company not to buy shares in another.

41. No company shall use any of its funds in the purchase of stock in any other corporation.

Liability of shareholders.

42. 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 creditors, 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 limited.

43. The shareholders of the company shall not as such be held responsible for any act, default or liability whatever, of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatever, relating to or connected with the company, beyond the amount of their respective shares in the capital stock thereof.

As to stock held by persons in a representative capacity.

44. 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 or 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 security, 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.

45. 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; and every person who pledges his stock may represent the same at all such meetings, and may vote accordingly as a shareholder.

Voting on such stock.

46. If the directors of the company declare and pay any dividend when the company is insolvent, or any dividend the payment of which renders the company insolvent, or diminishes the capital stock thereof, they shall be jointly and severally liable, as well to the company as to the individual shareholders and creditors thereof, for all the debts of the company then existing, and for all thereafter contracted during their continuance in office, respectively; but if any director present when such dividend is declared do forthwith, or if any director then absent do within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minutes of the board of directors his protest against the same, and do within eight days thereafter publish such protest in at least one paper published at, or as near as may be possible to, the office or chief place of business of the company, such director may thereby, and not otherwise, exonerate himself from such liability.

Liability if dividend is paid when company is insolvent.

How liability may be avoided.

47. 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,—and also to third parties, to the extent of such loan with legal interest,—for all debts of the company contracted from the time of the making of such loan to that of the repayment thereof.

No money to be lent to shareholders.

48. The directors of the company shall be jointly and severally liable to the laborers, servants and apprentices thereof, for all debts, not exceeding one year's wages, due for service performed for the company whilst they are such directors respectively; but no director shall be liable to an action therefor, unless the company has been sued therefor within one year after the debt became due, nor yet unless such director is sued therefor within one year from the time when he ceased to be such director, nor yet before an execution against the company has been returned unsatisfied in whole or part; and the amount due on such execution shall be the amount recoverable with costs against the directors.

Subsidiary liability of directors to laborers, servants, &c.

49. 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.

Actions between shareholders and the company.

Service upon the company.

50. Service of all manner of summons 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 may 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.

What need be alleged and proved in such actions.

51. In any action or other legal proceeding, it shall not be requisite to set forth the mode of incorporation of the company, otherwise than by mention of it under its corporate name, as incorporated by virtue of letters-patent,—or of letters-patent and supplementary letters-patent, as the case may be,—under this act; and the notice in the Quebec Official Gazette, of the issue thereof, shall be *prima facie* proof of all things thereby declared; and on production of the letters patent, or supplementary letters-patent themselves, or of any exemplification or copy thereof under the great seal, the fact of such notice shall be presumed; and, save only in any proceeding, by *scire facias* or otherwise, for direct impeachment thereof, the letters patent or supplementary letters-patent themselves, or any exemplification or copy thereof under the great seal, shall be conclusive proof of every matter and thing therein set forth.

Forfeiture of charter by non-user.

52. The charter of the company shall be forfeited by non-user during three consecutive years at any one time,—or if the company do not go into actual operation within three years after it is granted; and no declaration of such forfeiture by any act of the legislature shall be deemed an infringement of such charter.

Company to be subject to further laws.

53. The company shall be subject to such further and other provisions as the legislature may hereafter deem expedient.

Tariff of fees for letters-patent to be made.

54. The lieutenant-governor in council may from time to time establish, alter, and regulate the tariff of the fees to be paid on applications for letters patent and supplementary letters-patent under this act, may designate the department or departments through which the issue thereof shall take place, and may prescribe the forms of proceeding and record in respect thereof, and all other matters requisite for carrying out the objects of this act.

Fees may vary.

2. Such fees may be made to vary in amount, under any rule or rules,—as to nature of company, amount of capital, and otherwise,—that may be deemed expedient;

Letters-patent not to issue until fees are paid.

3. No step shall be taken in any department towards the issue of any letters-patent or supplementary letters-patent under this act, until after the amount of all fees therefor shall have been duly paid.

55. After the present session of this legislature, no bill for incorporating a company for any of the purposes set forth in the first section of this act, or for increasing or decreasing the capital stock of any such company, shall be introduced or proceeded with, either in the legislative council or in the legislative assembly, until there has been paid in, to the credit of the treasurer, for the public use of the province,—over and above whatever may be required to be paid by way of fee or for printing or otherwise, under the rules of the legislative council or legislative assembly,—a sum equal to what would have to be paid under the order or orders in council in force upon letters-patent or supplementary letters-patent (as the case may be), if the privileges sought by means of such bill were sought by means of letters patent or supplementary letters-patent under this act.

Like fees to be paid on bills for incorporation by act of legislature.

2. Should such bill fail to become law, so much only of such amount, not exceeding one-third thereof, as may be remitted by joint resolution of the legislative council and legislative assembly, may be repaid to the depositor ;

Portion to be refunded in certain cases.

3. Should such bill be so amended as to make the amount payable therefor as amended, other than what was so payable therefor as introduced, any excess of payment shall be repaid, or any required further payment made good, as the case may be ;

4. And no such bill shall be presentable for sanction to the lieutenant-governor, unless there is endorsed thereon a certificate by the clerks of the legislative council and assembly respectively, that they are officially assured of the fact that all payment hereby exigible has been duly made upon the bill.

No such bill to be sanctioned without certificate of payment of fees.

56. The act chapter sixty-three of the consolidated statutes of Canada, intituled : “ An act respecting joint stock companies for manufacturing, mining, mechanical, chemical or other purposes, or for the erection of public hotels or baths and bath-houses, or the opening and using of salt or mineral springs, or for carrying on fishing,”—the act chapter thirty-one of the statutes of Canada, passed in the twenty-third year of her majesty’s reign, and intituled : “ An act respecting the judicial incorporation of joint-stock companies for certain purposes,”—and the act chapter twenty-three of the statutes of Canada, passed in the session of the parliament of Canada, held in the twenty-seventh and twenty-eighth years of her majesty’s reign, and intituled : “ An act to authorize the granting of charters of incorporation to manufacturing, mining and other companies,”—and all acts extending or amending the same or any of them,—are hereby repealed in so far as regards the formation or incorporation hereafter, in virtue of any of the provisions thereof, of any company whatever ; the incorporation of which is subject to the control of this legislature ;

C. S. C. c. 63 ; 23 V. c. 31 ; and 27-28 V. c. 23 repealed.

2. But every such company heretofore incorporated in virtue of any of such provisions, shall so remain, and no pro-

As to companies already incorporated.

vision of such acts shall, as touching any such company, be in any wise affected by this act;

As to pending application.

3. And every application for incorporation of any company, the incorporation of which is subject to the control of this legislature,—now pending, under the said statute passed in the twenty-third year of her majesty's reign, or under the said act chapter twenty-three of the said statutes passed in the session held in the twenty-seventh and twenty-eighth years of her majesty's reign,—may be proceeded with, and incorporation by judicial decree or letters patent (as the case may be) may be obtained in virtue thereof, as though this act had not been passed;

As to letters-patent applied for under 27-28 V. c. 23, prior to 1st July, 1867.

4. And no letters-patent granted, or which may be granted by the lieutenant-governor in council, upon any such application under the said act chapter twenty-three of the said session held in the twenty-seventh and twenty-eighth years of her majesty's reign, which was pending, or for which notice had been given or was in process of being given, on the first day of July last, shall be deemed irregular by reason of any participation whatever of any department or officer of the dominion in the proceedings had upon such application, or in any thereof.

Short title.

57. This act may be cited as “the joint-stock companies incorporation act.”

SCHEDULE A.

Form of notice.

Public notice is hereby given, that under the joint-stock companies incorporation act, letters-patent have been issued under the great seal of the province of Quebec, bearing date of the day of incorporating [*here state names, address and calling, of each corporator named in the letters patent*], for the purpose of [*here state undertaking of the company, as set forth in the letters-patent*], by the name of [*here state name of the company, as in the letters-patent*] with a total capital stock of dollars, divided into shares of dollars each.

Dated at the office of the secretary of the province of Quebec, this day of

A. B.

Secretary.

SCHEDULE B.

Form of notice.

Public notice is hereby given, that under the joint-stock companies incorporation act, supplementary letters-patent have been this day issued under the great seal of the province of Quebec, bearing date the day of whereby the total capital stock of [*here*

state the name of the company] is increased [*or decreased, as the case may be*] from _____ dollars to _____ dollars.

Dated at the office of the secretary of the province of Quebec, this _____ day of _____

A. B.

Secretary.

C A P. X X V I.

An act to amend the Game Laws of this Province.

[*Assented to, 24th February, 1868.*]

HER MAJESTY, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

- 1.** No elk, moose, caribou, deer, fawn or hare shall be hunted, taken or killed between the first day of February and the first day of September in any year. Period for hunting deer, &c., limited.
- 2.** No grouse, ptarmigan, partridge, woodcock or snipe shall be shot at, hunted, taken or killed between the first day of March and the first day of September in any year. Woodcock, snipe, &c.
- 3.** No wild swan, wild goose or wild duck of any kind, or widgeon or teal shall be shot at, hunted, taken or killed between the twentieth day of May and the first day of September in any year, except it be in those parts of the province east of the place in the River St. Lawrence, known as the Brandy Pots, in which parts the inhabitants may, for food, but not for traffic or barter, hunt, take, or kill the same at any time between the first day of September and the first day of June in any year. Wild swan, geese, duck, &c.
- 4.** No woodcock, snipe, wild swan, wild goose, or wild duck of any kind, or widgeon or teal shall be shot at, hunted, taken or killed at any time between sunset and sunrise. Shooting at night prohibited.
- 5.** No animal or bird, except hares and partridges, named in any of the foregoing sections shall be taken or killed at any time by means of any rope, snare, spring, cage, net or trap of any kind ; nor shall any such engine be for that purpose at any time placed, constructed, erected or set, either wholly or in part ; and any person may take possession of and destroy any such engine so placed, constructed, erected or set. Nets, traps, &c. prohibited.
- 6.** Any person may, and every magistrate, constable, market-clerk, peace-officer, railroad employee, and officer of customs shall, seize on view any of the said animals or birds, or any parts thereof, found in the possession or charge of any person during the times prohibited by this act, or which may appear to have been taken or killed at any time by any of the unlawful means aforesaid, and shall bring the same before a justice of the peace, who, unless the party found in posses- Animals or birds unlawfully taken, to be seized, &c.