CHAP. clxxi.

An Act for granting further powers to the British American Land Company. [24th July 1871.]

A.D. 1871.

WHEREAS His late Majesty King William the Fourth, by a charter or letters patent dated at Westminster on the 20th day of March, in the fourth year of his reign, granted, ordained, and appointed that certain persons therein named, and all and every such other person or persons as had become or should thereafter become proprietors, shareholders, or subscribers of or for the capital stock of the Company therein-after mentioned, and their respective executors, administrators, and assigns, should be one body politic and corporate, in name and in deed, by the name of "The British American Land Company," and by that name have perpetual succession and a common seal; and it was by the said letters patent declared that the said corporation was and should be established for the purpose of purchasing, holding, improving, clearing, settling, cultivating, alienating, selling, exchanging, leasing, and disposing of waste lands and other lands, tenements, and hereditaments within the provinces and colonies of Lower Canada, Upper Canada, Nova Scotia, New Brunswick, Prince Edward's Island, and the Island of Newfoundland, and North America, and in the dependencies of the said several provinces and colonies, with full power to expend money in cultivating and utilising such lands, tenements, and hereditaments; and it was by the said letters patent declared that the capital or stock of the said Company should be a sum not exceeding 300,000*l.* sterling, to be raised in shares of 50*l.* each; and in the said letters patent are contained divers other clauses, regulations, powers, and authorities for the internal regulation and government of the said Company:

Charter, 20th March 1834.

And whereas by an Act passed in the fourth year of the reign of His said late Majesty, intituled "An Act for granting certain powers to the 'British American Land Company,'" it was enacted

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that the said recited charter, and the several clauses, powers, provisoes, authorities, matters, and things therein contained, should be, and the same were thereby ratified and confirmed, and additional powers were conferred upon the Company, and further directions were given for the regulation of their affairs:

10 Vict. c. lvi., 1847.

And whereas by an Act passed in the tenth year of the reign of Her present Majesty (cap. 56.), herein-after referred to as the Act of 1847, it was, among other things, enacted that it should be lawful for the Company, with the authority of three fifths of the shareholders present, either personally or by proxy, at a court of proprietors specially called for that purpose, from time to time to increase or diminish the capital of the said Company, and from time to time to effect any such increase of capital in manner provided by the said charter, and from time to time to effect any such reduction of capital in such manner as should by such authority be determined, subject to a proviso that the amount of the capital should not at any time be more than 600,000*l.* nor less than 100,000*l.*, and other further powers were conferred upon the said Company:

Capital.

And whereas the whole of the 6,000 original shares in the capital of the Company have been subscribed for and allotted, and 44*l.* per share has been paid up thereon, but no increase or reduction of the original capital of 300,000*l.* has been made under the powers of the last-recited Act:

And whereas the Company have acquired for the purposes of their undertaking, and still hold, lands in the said Province of Lower Canada, now the Province of Quebec, to the extent of 411,000 acres or thereabouts:

And whereas it is expedient that, subject to the restrictions herein-after contained, additional powers should be given for the disposal of the lands, property, and assets of the Company, and the repayment to the proprietors of the paid-up capital thereof:

And whereas the Company are indebted in the sum of 18,500*l.*, which is secured by debentures, and they are not otherwise indebted except for their current expenses:

And whereas the holders of the said debentures have consented to the provisions of this Act:

And whereas it is also expedient that power should be given to the Company to diminish the number of its directors:

But these purposes cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal,

and Commons, in this present Parliament assembled, and by the authority of the same, as follows: A.D. 1871.

Short title.

1. This Act may be cited for all purposes as "The British American Land Company's Act, 1871."

Recited Acts and this Act to be read as one Act.

2. The provisions of the recited Acts, except so far as modified by this Act, shall continue in force, and the recited Acts and this Act shall be read as one Act and carried into execution accordingly, and the said charter shall, as modified by the recited Acts and this Act, continue in full force and effect.

No further moneys to be borrowed.

3. From and after the passing of this Act it shall not be lawful for the Company to borrow any money on mortgage or bond.

Company empowered to sell lands to their own shareholders in consideration of shares.

4. It shall be lawful for the Company to sell or dispose of any lands, tenements, and hereditaments, or any estate or interest therein, or other assets of the Company, in consideration either of money or other valuable consideration, or of the surrender of shares in the capital of the Company, or partly the one or partly the other, provided that no fractional part of any share shall be surrendered; provided also, that not more than 4,000 shares shall be surrendered under the powers of this enactment.

Company empowered to convey.

5. It shall be lawful for the Company to carry such sales into effect by executing conveyances of the property sold in any form or manner in which the Company is now authorised to convey lands.

Capital to be reduced by amount of shares surrendered.

6. Immediately on the surrender of any share as the consideration for the purchase of any such property as aforesaid the capital of the Company shall ipso facto be reduced by the then nominal amount of the share so surrendered, and the liability to calls of the shareholder making such surrender shall thenceforth cease and determine as to the share so surrendered by him.

Directors may purchase.

7. Notwithstanding anything in the said letters patent contained, or any rule of law or equity to the contrary, it shall be lawful for any director of the Company to enter into such contracts with the Company as are herein authorised, and no such contract shall be avoided by reason only that the same was entered into with a director, provided that no director shall vote upon any question relating to any such contract in which he shall be personally interested.

Providing for scheme of sale of lands.

8. The court of directors shall, within one year after the passing of this Act, and before exercising the powers hereby granted of selling or contracting for the sale of any lands of the Company in consideration of the surrender of shares, submit to the proprietors, at a meeting duly convened with notice of the matter, the conditions

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and regulations for such sales, and the said conditions and regulations, with such modifications as the meeting may adopt, shall have no effect unless approved by at least three fourths of the paid-up capital of the Company represented at such meeting; and after the said conditions and regulations shall have been approved by such meeting, with or without modification, they shall in all things be complied with until they are varied or rescinded by the like authority of a general meeting of proprietors, and such conditions and regulations shall from time to time, and at intervals of not more than three years, be submitted to the proprietors for revision or re-adoption.

Power to persons under disability to surrender shares.

9. It shall be lawful for the guardians and committees of infant and lunatic shareholders to surrender the shares held by them in the Company by way of consideration for the purchase of lands.

Purchase money, &c. may be divided in reduction of capital.

10. It shall be lawful for the Company, by a resolution of a meeting of proprietors convened with due notice of the matter, to determine whether any money from time to time received by the Company, either by way of purchase money for land or in payment of principal sums outstanding on mortgage, shall be paid to the shareholders by way of return of capital or by way of dividend, and the directors shall treat the said money accordingly: Provided that no such return of capital shall be made to the shareholders whilst any sums are outstanding and due from the Company on mortgage or debenture, and that there shall not be paid to any shareholder by way of return of capital, in pursuance of this enactment, any greater sum per share than has been actually paid on the share in relation to which the return of capital is made.

Providing for payment of debenture debt.

11. Any moneys or securities for money which the Company shall receive from the Grand Trunk of Canada Railway Company in discharge of the debt of the same railway company to the Company (now amounting to 23,000*l.*) shall be applied, so far as the same are required, in discharge of the debenture debt of 18,500*l.* owing by the Company, or of so much of the same debenture debt as shall remain unpaid when such moneys or securities are received by the Company.

Power to vary number of directors.

12. It shall be lawful for the Company, by a resolution of a court of proprietors, to reduce the number of directors of the Company to any number not less than five, but the number of directors may be subsequently increased or reduced, so that it shall be at no time less than five nor greater than ten.

Quorum of directors.

13. The quorum of directors necessary for the transaction of business may by such resolution as aforesaid be reduced to three.

Quorum of meeting of proprietors.

14. Notwithstanding anything contained in the recited charter of incorporation, the quorum of a general meeting of the Company shall be fifteen members present in person or by proxy, and the instrument appointing such proxy shall be such as is required by the law for the time being regulating Joint Stock Companies.

Expenses of Act.

15. All costs, charges, and expenses of and relating to the applying for and obtaining this Act shall be paid by the Company.

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