

Laws of Her Majesty's Province of United Canada, passed in the year 1851. Quebec: Stewart Derbyshire and George Desbarts, 1852.

16 Victoria – Chapter 79

An Act to incorporate the Society for the erection of an Hotel in the City of Quebec. Assented to 17th March, 1853.

Whereas Joseph Cauchon, M. P. P., Simon Peters, Louis Bilodeau, Edward Burroughs, J. B. Forsyth, William Sewell, George Irvine, A. D. Bell, Archibald Campbell, and John Ross, of the City of Quebec, Esquires, and others, have, by their petition, represented that they are desirous of forming a Society for the erection of an Hotel in the City of Quebec, for the convenience of Travellers, and in order to carry the said object into execution, they have prayed for an Act of Incorporation: Be it therefore enacted by the Queen's Most excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the government of Canada*, and it is hereby enacted by the authority of the same, That the above mentioned Joseph Cauchon, M. P. P., Simon Peters, Louis Bilodeau, Edward Burroughs, J. B. Forsyth, William Sewell, George Inline, A. D. Bell, Archibald Campbell, and John Ross, of the City of Quebec, Esquires, and others, and all such persons as shall hereafter form part of the said Society, their heirs, executors, curators, administrators and assigns, shall be and they are hereby declared to be a body politic and corporate by the name of *The City of Quebec Hotel Society*, and by the same name, they and their successors shall have perpetual succession, with power to sue and be sued, plead and be impleaded, answer and be answered unto, in all Courts and places whatsoever; and they may have a Common Seal with power to change and alter the same, at pleasure, and by the same name they may lawfully acquire and hold real and personal estate for the use of the said Corporation, and sell, alienate or lease the same as they may deem convenient and useful; but the value of the said real and personal estate, shall not at any time exceed the sum of Forty Thousand Pounds current money of this Province.

II. And be it enacted, That the capital of the said Society shall be Forty Thousand Pounds current money aforesaid, divided into three thousand two hundred shares of Twelve Pounds Ten Shillings currency each. The said shares shall be considered , personal estate, and be transferable as such: And the said three thousand two hundred shares shall be and are hereby vested in the Shareholders, and their respective heirs, executors, curators, administrator^ successors and assigns, to their proper use and behoof, proportionately to the sums subscribed and paid by each of the said Shareholders respectively. And the said Shareholders may sell, transfer, lease, give or alienate the shares held by them whenever and so often as they shall think fit. Subject to the By-laws of the Society to be passed by the Board of Management to be appointed as hereinafter provided.

III. And be it enacted, That any Shareholder who shall have subscribed and paid the sum of Twelve Pounds Ten Shillings or more, shall be a Member of the said Society, and, as such, shall be

entitled to have and receive, after the erection of the said building and its dependencies, all the net profits and advantages accruing from any sum of money levied, recovered' or received, under the authority of this Act, proportionably to the number of shares held by him.

IV. And be it enacted, That the *Quebec and Richmond Railway Company* may take shares in the said Capital Stock to the amount of Ten Thousand Pounds currency, and that the Grand Trunk Railroad Company of Canada East and the Saint Lawrence and Atlantic Railroad Company may also take shares in the said Stock to an amount not exceeding Ten Thousand Pounds currency each.

V. And be it enacted, That every Shareholder shall, in proportion to the number of shares held by him, pay, in the manner by this Act prescribed, his just portion of the sum necessary to carry into execution the said undertaking proportionably to the number of shares held by him.

VI. And be it enacted, That payment of the amount of the instalments shall be made, at the periods, and in the manner fixed and determined by the Board of Management hereinafter mentioned; but no instalment shall at any time exceed twenty per cent, of the amount subscribed, or Fifty Shillings currency per share, and an interval of at least three months shall be allowed between each instalment called in under this Act.

VII. And be it enacted, That any Shareholder neglecting to pay any of the instalments called in by the Board of Management, shall be called upon so to do by a written notice under the hand of the Treasurer; and such notice shall be left at the domicile elected by the Shareholder at the time of subscribing. If the Shareholder shall not have paid in the instalment called in within one month after such notice, he shall forfeit his right in the shares held by him, without its being necessary to obtain a judgment for that purpose in a Court of Justice, and the said shares shall be sold for the benefit of the Society in such manner as shall be determined by the Board of Management; and if the Shareholder so in arrear shall have already paid, at the time of such notice, one or several instalments, he shall nevertheless forfeit his right in the said shares, and the amounts paid in shall belong to the Society as an indemnification, without prejudice to any right of action which the Society may have against such Shareholder for the balance due by him on his shares.

VIII. And be it enacted, That no Shareholder shall be liable for the payment of any debt or obligation due by the said Society, beyond the amount of the unpaid shares held by him in the said Society.

IX. And be it enacted, That immediately after the passing of this Act, any three of the persons above named may open one or more Books of subscription for the purposes aforesaid; and so soon as one hundred shares shall have been subscribed in the said Books, the said persons shall call a meeting of the Shareholders, at the City of Quebec, by public notice inserted twice in a newspaper published in the English language, and in a newspaper published in the French language, in the said City, for the purpose of electing the Board of Management of the said Society, and Auditors as hereinafter mentioned; and such notice shall state the day, place and

hour of the said meeting, and shall be given at least eight days before the day fixed for the holding of such meeting.

X. And be it enacted, That at the first meeting of the Shareholders called as provided in the foregoing section, a majority of the Shareholders shall choose by ballot among the Shareholders holding at least six shares each, seven persons to form the Board of Management of the said Society, and two persons to be Auditors, for the year next after the day on which the said election shall have taken place.

XI. And be it enacted, That the annual meeting for the election of the Board of Management of the Society and of Auditors shall be called in the manner prescribed by the ninth section, and shall take place on the same day as the preceding election; and if such day shall happen to be a Sunday or a Statutory Holiday, the election shall in such case be held on the next day thereafter not being a Sunday or a Statutory Holiday.

XII. And be it enacted, That at all general meetings of the Shareholders to be held under this Act, all questions submitted to the consideration of the meeting, shall be decided by the majority of votes of the Shareholders, who shall be entitled to vote as follows: every Shareholder holding five shares, or less, shall have one vote for each share held by him; every Shareholder holding not less than six, nor more than eight shares, shall have six votes; every Shareholder holding not less than nine, nor more than twelve shares, shall have eight votes; every Shareholder holding not less than thirteen nor more than nineteen shares, shall have ten votes; every Shareholder holding twenty shares or more, shall have twelve votes; and any Shareholder may vote in person or by a proxy, being also a Shareholder, to be appointed by him for that purpose by a written instrument under his signature.

XIII. And be it enacted, That all General Meetings (except the first meeting called under this Act, which shall be presided over by the person elected for that occasion) by the Shareholders then present in person or by proxy, shall be presided over by the Chairman of the Board of Management, or in his absence, by such Shareholder as shall be chosen for that purpose by the meeting.

XIV. And be it enacted, That the powers and duties of the Board of Management shall be:

1stly. To choose from among the Members of the Board, a Chairman, who, in addition to his vote as a Member of the Board, shall have a casting vote in ease of an equal division of votes at the Meetings of the Board.

2ndly. To appoint and employ and remove at pleasure such Officer or Officers, Agent or Agents, Servant or Servants of the said Society as they may find from time to time expedient or necessary, and to regulate the duties and fix the salaries of the Officers, Agents and Servants of the said Society, and all the necessary expenditure for the management and working of the Society.

3rdly. To regulate the form of certificates of shares and the mode of their transfer.

4thly. To choose and acquire for and in the name of the said Society a convenient site for the construction of an Hotel and its dependencies, to cause the necessary plans and surveys to be made, and enter into the necessary agreements for the construction of the said Building and its dependencies.

5thly. To order the payment of any sum of money as they may deem necessary for the purposes of this Act.

6thly. To contract a loan or loans for and in the name of the said Society not exceeding in the whole at any one time the sum of Twenty-five Thousand Pounds currency, at a rate of interest not exceeding six per cent, per annum, and pledge the moveable and immoveable property of the said Society for the payment of the said loans and interest.

7thly. To determine the amount of the several instalments and the periods at which each Shareholder shall be obliged to pay in his instalments, and the amount of the dividends of the profits among all the Shareholders after deducting therefrom the costs and expenses incurred for the purposes of this Act.

8thly. To make the necessary By-laws for the government and management of the said Society, provided such By-laws be not contrary to this Act, nor to the laws of this Province.

9thly. To submit to the Annual General Meeting of the Shareholders a clear and detailed statement of the affairs of the said Society, certified by the Auditors as having been examined and found correct.

10thly. To call Special and General Meetings of the Shareholders whenever it shall be necessary, and so often as they shall be required by at least three Shareholders, giving at least fifteen days' notice thereof in Newspapers published at the said City of Quebec, in the English and French languages respectively.

XV. And be it enacted, That the number of Members of the said Board which shall be sufficient for the legal exercise of the powers and duties above mentioned, shall be four, and that in the absence of the Chairman it shall be in the power of the Members present to elect from among themselves a Chairman for the time being, who, in addition to his vote as a Member of the Board, shall have a casting vote in case of an equal division of votes at the Meeting of the Board at which he shall be chosen to preside.

XVI. And be it enacted, That in the event of the death or resignation, or of the absence for a period of more than six months from the City of Quebec, or of the disqualification of any Member of the Board of Management, the Shareholders shall, at a Meeting held after due notice given in the manner provided by the ninth section, choose a Shareholder in the place of the Member who

shall have deceased, resigned, absented himself or become disqualified: and such Shareholder shall form part of the said Board until the then next annual election.

XVII. And be it enacted, That the Members of the Board of Management going out of office, may be re-elected.

XVIII. And be it enacted, That the said Society shall, whenever required so to do by any one of the three Branches of the Legislature, furnish a detailed statement shewing the real and personal estate held by them, the amount of their debts, and the amount of the last dividend; and they shall also furnish a list of the Shareholders, and the names of the Members of the Board of Management of the said Society.

XIX. And be it enacted, That the Interpretation Act shall apply to this Act, which shall be a Public Act.