

137

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The Committee of Council submit for the consideration of His Honour the Lieutenant-Governor a Bill intituled

"An Act to revise and consolidate the 'Companies Act, 1897', and Amending Acts.

and advise that the same be transmitted by Message to the Legislative Assembly.

Victoria, 14th February, 1910.

F. Carter-Cotton

Presiding Member of the Executive Council.

Approved 14th February, 1910.

Shrewsbury

Lieutenant-Governor.

137.
1910

14 February

Bill entitled
"An act to revise and
consolidate the Companies
Act 1897 and amending Act"
Transmitted by Message
to the Legislative Assembly.

Amendations
Lieutenant Governor.

HON. ATTORNEY-GENERAL.

BILL.

No. 14.]

[1910.

An Act to revise and consolidate the "Companies Act, 1897," and Amending Acts.

HIS MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Short Title.

1. This Act may be known and cited as the "Companies Act, Short title, 1910."

Interpretation, &c.

2. In this Act, unless the context otherwise requires, the following expressions have the meanings hereby assigned to them, that is to say:—

"Existing company" means a company formed and registered under some former Ordinance or Act of this Province, except the "Companies Act, 1878," and the "Companies Act, 1890":

Interpretation.
"Existing company."

"Company" means a company formed and registered under this Act or an existing company:

"Company."

"Extra-Provincial Company" means any duly incorporated company other than a company incorporated under the laws of the Province of British Columbia, or the former Colonies of British Columbia and Vancouver Island:

"Extra-Provincial Company."

"Articles" means the articles of association of a company as originally framed or as altered by special resolution, including, so far as they apply to the company, the regulations contained (as the case may be) in Table A in the First Schedule annexed to the "Companies Act, 1897," or in that table as altered in pursuance of section 121 of that Act, or in Table A in the First Schedule to this Act; and shall include the by-laws of any existing company except by-laws made by directors:

"Articles."

"Memorandum" means the memorandum of association of a company, as originally framed or as altered in pursuance of the provisions of this Act:

"Memorandum."

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| "Charter." | "Charter" of a company shall mean the Act, Statute, Ordinance or other provision of law by or under which the company is incorporated, and any amendments thereto applying to such company, whether of this or of any other Province, or of the Dominion of Canada, or of the United Kingdom, or of any colony or dependency thereof, or of any foreign state or country, the memorandum of association or agreement or deed of settlement of the company, and the letters patent or charter of incorporation, and the licence or certificate of registration of the company, as the case may be: |
| "Charter and regulations." | "Charter and regulations" of a company shall mean the charter of the company and the articles of association, and all by-laws, rules and regulations of the company, and all resolutions and contracts relating to or affecting the capital and assets of the company: |
| "Document." | "Document" includes summons, notice, order and other legal process and registers: |
| "Share." | "Share" means share in the share capital of the company, and includes stock except where a distinction between stock and shares is expressed or implied: |
| "Debenture" | "Debenture" includes debenture stock: |
| "Books and papers." | "Books and papers" and "books or papers" include accounts, deeds, writings and documents: |
| "The Registrar of Companies." | "The Registrar of Companies," or, when used in relation to registration of companies, "the Registrar" means the Registrar of Joint-Stock Companies or other officer performing under this Act the duty of registration of companies: |
| "The Court." | "The Court," used in relation to a company, means the Supreme Court of British Columbia: |
| "The Gazette." | "The Gazette" means the British Columbia Gazette: |
| "General rules." | "General rules" means general rules made under this Act, and includes forms: |
| "Prescribed." | "Prescribed" means prescribed by general rules or by the Lieutenant-Governor in Council or other lawful authority: |
| "Director." | "Director" includes any person occupying the position of director by whatever name called: |
| "Prospectus." | "Prospectus" means any prospectus, notice, circular, advertisement or other invitation offering to the public for subscription or purchase any shares or debentures of a company: |
| "Real estate" or "land." | "Real estate" or "land" shall include all messuages, lands, tenements, leaseholds and hereditaments of any tenure, and all immovable property of every kind: |

“Shareholder” shall mean every subscriber to or holder of “Shareholder.” shares in a company, and extend to and include the personal representatives of such shareholder:

“Subscriber” shall mean any person who subscribes for “Subscriber.” shares in the memorandum of association of a company:

In addition to the above, the following words are defined in the Act:—

Certified—Sec. 129.
 Company—Sec. 129.
 Contributory—Sec. 180.
 Deed of settlement—
 Expert—Sec. 92.
 Joint-stock company—
 Member—Sec. 32.
 Minimum subscription—Sec. 93.
 Place of business—
 Private company—Sec. 130.
 Promoter—Sec. 92.
 Registered office—Sec. 70.
 Special and extraordinary resolution—Sec. 77.
 Statutory meeting—Sec. 73 (1).
 Statutory report—Sec. 73 (1).
 Vendor—Sec. 90.

Division of Act.

3. This Act is divided into XII. parts, relating to the following subjects:—

Part I.—Preliminary.
 Part II.—Constitution and Incorporation.
 Part III.—Distribution and Reduction of Share Capital, Registration of Unlimited Company as Limited, and Unlimited Liability of Directors.
 Part IV.—Management and Administration.
 Part V.—Incorporation of Mining Companies without Personal Liability.
 Part VI.—Licensing and Registration of Extra-Provincial Companies.
 Part VII.—Process against Unregistered Companies.
 Part VIII.—Winding Up.
 Part IX.—Registration Office.
 Part X.—Application of Act to Companies formed and Registered under former Companies Acts.
 Part XI.—Companies authorised to Register under this Act.
 Part XII.—Miscellaneous and Supplemental.

PART I.

PRELIMINARY.

Registrar of Joint-Stock Companies.

4. The Lieutenant-Governor in Council, from time to time, may:—

Orders.

- (a.) Appoint such persons as he shall think proper to act as Registrar or Deputy Registrar of Joint-Stock Companies;
- (b.) By Order in Council, make and establish such general rules and orders, not inconsistent with this Act, as may appear necessary or expedient for the purpose of giving full effect to the provisions of this Act, or any of them, and for prescribing the course to be adopted in the course of official business under this Act. All such general rules and orders shall, after the making thereof, be published in the Gazette, and shall thereupon have the force of law, until amended, altered or revoked. R. S., B. C., c. 44, s. 3.
- (c.) Make such alterations in the tables and forms contained in the First Schedule hereto, so that it does not increase the amount of fees payable to the Registrar in the said Schedule mentioned, and in the forms in the Second Schedule, or make such additions to the last-mentioned forms as may be requisite. Any such table or form when altered shall be published in the Gazette, and upon such publication being made such table or form shall have the same force as if it were included in the Schedule to this Act; but no alteration made by the Lieutenant-Governor in Council in the table marked A, contained in the First Schedule, shall affect any company registered prior to the date of such alteration, or repeal, as respects such company, any portion of that table. [25 & 26 Vict., c. 89, s. 71]; R. S., B. C., c. 44, s. 121; [8 Ed. 7, c. 9, s. 118].

Lieut. Governor in Council may alter forms in Schedule.

5. It shall be the duty of the Registrar to enforce compliance with the several provisions, regulations and stipulations in this Act contained, or in any regulations made thereunder, but such duty shall not affect the right of any other person to compel compliance with the provisions hereof. R. S., B. C., c. 44, s. 2.

6. The forms set forth in the Second Schedule hereto, or forms as near thereto as circumstances admit, shall be used in all matters to which such forms refer.

7. No company shall be incorporated under this Act for the construction and working of railways or the business of insurance.

Definition of Insurance Company.

8. For the purposes of this Act, a company that carries on the business of fire, life, marine or other insurance in common with any other business shall be deemed to be an insurance company. [25 & 26 Vict., c. 89, s. 3]; R. S., B. C., c. 44, s. 6.

9. No company, association or partnership, consisting of more than twenty persons, shall be formed for the purpose of carrying on any business that has for its object the acquisition of gain by the company, association or partnership, or by the individual members thereof, unless it is registered as a company under this Act, or is formed in pursuance of some other Act, or of letters patent. [25 & 26 Vict., c. 89, s. 4]; R. S., B. C., c. 44, s. 7; [8 Ed. 7, c. 69, s. 1, subsec. (2), Imp].

Prohibition of partnership exceeding a certain number.

10. Nothing in this Act shall be construed to authorise a 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, or to engage in the business of banking. R. S., B. C., c. 44, s. 27.

Issue of bank notes prohibited.

11. This Act shall not apply to the Governor and Company of Adventurers of England trading into Hudson's Bay. [62 Vict. (1899), c. 15, s. 3].

PART II.

CONSTITUTION AND INCORPORATION.

Memorandum of Association.

12. Any five or more persons (or, where the company to be formed will be a private company within the meaning of this Act, any two or more persons) associated for any lawful purpose may, by subscribing their names to a memorandum of association and otherwise complying with the requirements of this Act in respect of registration, form an incorporated company, with or without limited liability, that is to say, either:—

Mode of forming incorporated company.

- (a.) A company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them (in this Act termed a company limited by shares); or
- (b.) A company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up (in this Act termed a company limited by guarantee); or
- (c.) A company not having any limit on the liability of its members (in this Act termed an unlimited company). R. S., B. C., c. 44, s. 9; [8 Ed. 7, c. 69, s. 2].

13. In the case of a company limited by shares—

Memorandum of company limited by shares.

- (1.) The memorandum must state—
 - (a.) The name of the company, with " Limited " as the last word in its name;
 - (b.) The city, town, district or county in which the registered office of the company is to be situate;
 - (c.) The objects of the company;
 - (d.) That the liability of the members is limited;

(c.) The amount of share capital with which the company proposes to be registered, and the division thereof into shares of a fixed amount:

- (2.) No subscriber of the memorandum may take less than one share;
- (3.) Each subscriber must write opposite to his name the number of shares he takes. [25 & 26 Vict., c. 89, s. 8]; R. S., B. C., c. 44, s. 11; [8 Ed. 7, c. 69, s. 3].

Memorandum of company limited by guarantee.

14. In the case of a company limited by guarantee—

- (1.) The memorandum must state—

(a.) The name of the company, with "Limited" as the last word in its name;

(b.) The city, town, district or county in which the registered office of the company is to be situate;

(c.) The objects of the company;

(d.) That the liability of the members is limited;

(e.) That each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount:

- (2.) If the company has a share capital—

(a.) The memorandum must also state the amount of share capital with which the company proposes to be registered and the division thereof into shares of a fixed amount;

(b.) No subscriber of the memorandum may take less than one share;

(c.) Each subscriber must write opposite to his name the number of shares he takes. R. S., B. C., c. 44, s. 12; [8 Ed. 7, c. 69, s. 4].

Memorandum of unlimited company.

15. In the case of an unlimited company—

- (1.) The memorandum must state—

(a.) The name of the company;

(b.) The city, town, district or county in which the registered office of the company is to be situate;

(c.) The objects of the company;

- (2.) If the company has a share capital—

(a.) No subscriber of the memorandum may take less than one share;

(b.) Each subscriber must write opposite to his name the number of shares he takes. [25 & 26 Vict., c. 89, s. 10]; R. S., B. C., c. 44, s. 13; [8 Ed. 7, c. 69, s. 5].

16. The memorandum must be signed by each subscriber in the presence of at least one witness, who must attest the signature. Stamp and signature of memorandum. [25 & 26 Vict., c. 89, s. 11 (*part*)]; R. S., B. C., c. 44, s. 14 (*part*); [8 Ed. 7, c. 69, s. 6].

17. A company may not alter the conditions contained in its memorandum, except in the cases and in the mode and to the extent for which express provision is made in this Act. Restriction on alteration of memorandum. [Replaces s. 12, 25 & 26 Vict., c. 89]; R. S., B. C., c. 44, s. 15; [8 Ed. 7, c. 69, s. 7].

18. (1.) A company may not be registered by a name identical with that by which a company in existence is already registered, or a society is incorporated, under the provisions of the "Investment and Loan Societies Act," or a society is registered under the provisions of the "Industrial and Provident Societies Act," or so nearly resembling that name as in the opinion of the Registrar shall be calculated to deceive, except where the company in existence is in the course of being dissolved and signifies its consent in such manner as the Registrar requires. Name of company and change of name.

(2.) If a company, through inadvertence or otherwise, is, without such consent as aforesaid, registered by a name identical with that by which a company or society in existence is previously registered, or so nearly resembling it as in the opinion of the Registrar shall be calculated to deceive, the first-mentioned company shall, upon being required so to do by the Registrar, change its name.

(3.) Any company may, by special resolution and with the approval of the Registrar of Companies, signified in writing, change its name.

(4.) The company shall give at least three months' previous continuous notice in the Gazette, and in some newspaper published or circulated in the locality in which the operations of the company are carried on, of the intention to apply for the change of name, and shall state the name proposed to be adopted.

(5.) Where a company changes its name, the Registrar shall enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case.

(6.) The change of name shall not affect any rights or obligations of the company, or render defective any legal proceedings by or against the company, and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name. [25 & 26 Vict., c. 89, ss. 13, 20]; R. S., B. C., c. 44, s. 82, subsec. (2); [8 Ed. 7, c. 69, s. 8].

Alteration of objects
of company.

19. (1.) Subject to the provisions of this section a company may, by special resolution, alter the provisions of its memorandum with respect to the objects of the company, so far as may be required to enable it—

- (a.) To carry on its business more economically or more efficiently; or
- (b.) To attain its main purpose by new or improved means; or
- (c.) To enlarge or change the local area of its operations; or
- (d.) To carry on some business which, under existing circumstances, may conveniently or advantageously be combined with the business of the company; or
- (e.) To restrict or abandon any of the objects specified in the memorandum.

(2.) The alteration shall not take effect until and except in so far as it is confirmed on petition by the Court.

(3.) Before confirming the alteration the Court must be satisfied—

- (a.) That sufficient notice has been given to every holder of debentures of the company, and to any persons or class of persons whose interests will, in the opinion of the Court, be affected by the alteration; and
- (b.) That, with respect to every creditor who, in the opinion of the Court, is entitled to object, and who signifies his objection in manner directed by the Court, either his consent to the alteration has been obtained or his debt or claim has been discharged or has determined, or has been secured to the satisfaction of the Court:

Provided that the Court may, in the case of any person or class, for special reasons, dispense with the notice required by this section.

(4.) The Court may make an order confirming the alteration either wholly or in part, and on such terms and conditions as it thinks fit, and may make such order as to costs as it thinks proper.

(5.) The Court shall, in exercising its discretion under this section, have regard to the rights and interests of the members of the company or of any class of them, as well as to the rights and interests of the creditors, and may, if it thinks fit, adjourn the proceedings in order that an arrangement may be made to the satisfaction of the Court for the purchase of the interests of dissentient members; and may give such directions and make such orders as it may think expedient for facilitating or carrying into effect any such arrangement: Provided that no part of the capital of the company may be expended in any such purchase.

(6.) An office copy of the order confirming the alteration, together with a printed copy of the memorandum as altered, shall, within fifteen days from the date of the order, be delivered by the company to the Registrar of Companies, and he shall register the same, and shall certify the registration under his hand, and the

certificate shall be conclusive evidence that all the requirements of this Act with respect to the alteration and the confirmation thereof have been complied with, and thenceforth the memorandum so altered shall be the memorandum of the company.

The Court may by order at any time extend the time for the delivery of documents to the Registrar under this section for such period as the Court may think proper.

(7.) If a company makes default in delivering to the Registrar of Companies any document required by this section to be delivered to him, the company shall be liable to a fine not exceeding fifty dollars for every day during which it is in default. R. S., B. C., c. 44, s. 21; [8 Ed. 7, c. 69, s. 9].

Articles of Association.

20. (1.) There may, in the case of a company limited by shares, and there shall in the case of a company limited by guarantee or unlimited, be registered with the memorandum articles of association signed by the subscribers to the memorandum and prescribing regulations for the company. Registration of articles.

(2.) Articles of association may adopt all or any of the regulations contained in Table A in the First Schedule to this Act.

(3.) In the case of an unlimited company or a company limited by guarantee, the articles, if the company has a share capital, must state the amount of share capital with which the company purposes to be registered.

(4.) In the case of an unlimited company or a company limited by guarantee, if the company has not a share capital, the articles must state the number of members with which the company proposes to be registered, for the purpose of enabling the Registrar to determine the fees payable on registration. [25 & 26 Vict., c. 89, s. 14]; R. S., B. C., c. 44, s. 16; [8 Ed. 7, c. 69, s. 10].

21. In the case of a company limited by shares and registered after the commencement of this Act, if articles are not registered, or, if articles are registered, in so far as the articles do not exclude or modify the regulations in Table A in the First Schedule to this Act, those regulations shall, so far as applicable, be the regulations of the company in the same manner and to the same extent as if they were contained in duly registered articles. [25 & 26 Vict., c. 89, s. 15]; R. S., B. C., c. 44, s. 17; [8 Ed. 7, c. 69, s. 11]. Application of Table A.

22. Articles must—

- (a.) Be printed:
- (b.) Be divided into paragraphs numbered consecutively:
- (c.) Be signed by each subscriber of the memorandum of association in the presence of at least one witness who must attest the signature. [25 & 26 Vict., c. 89, ss. 14, 16]; R. S., B. C., c. 44, ss. 16, 18; [8 Ed. 7, c. 69, s. 12].

Form, stamp and signature of articles.

Alteration of articles by special resolution.

23. (1.) Subject to the provisions of this Act and to the conditions contained in its memorandum, a company may by special resolution alter or add to its articles; and any alteration or addition so made shall be as valid as if originally contained in the articles, and be subject in like manner to alteration by special resolution. [25 & 26 Vict., c. 89, s. 50 (*part*); R. S., B. C., c. 44, s. 99; [8 Ed. 7, c. 69, s. 13, subsec. (1)].

(2.) The power of altering articles under this section shall, in the case of an unlimited company, extend to altering any regulations relating to the amount of capital or its distribution into shares, notwithstanding that those regulations are contained in the memorandum. [25 & 26 Vict., c. 89, s. 176 (*part*); 8 Ed. 7, c. 69, s. 13, subsec. (2).]

General Provisions.

Effect of memorandum and articles.

24. (1.) The memorandum and articles shall, when registered, bind the company and the members thereof to the same extent as if they respectively had been signed and sealed by each member, and contained covenants on the part of each member, his heirs, executors and administrators, to observe all the provisions of the memorandum and of the articles, subject to the provisions of this Act.

(2.) All money payable by any member to the company under the memorandum or articles shall be a debt due from him to the company of the nature of a specialty debt. [25 & 26 Vict., c. 89, ss. 11, 16]; R. S., B. C., c. 44, s. 16; [8 Ed. 7, c. 69, s. 14].

Registration of memorandum and articles.

25. The memorandum and the articles (if any) shall be delivered to the Registrar of Companies, and he shall retain and register them. [25 & 26 Vict., c. 89, s. 17 (*part*); R. S., B. C., c. 44, s. 19 (*part*); [8 Ed. 7, c. 69, s. 15].

26. (1.) On the registration of the memorandum of a company the Registrar shall issue a certificate under his seal of office, showing—

- (a.) That the company is incorporated;
- (b.) The amount of its capital (if any);
- (c.) The number of shares into which it is divided;
- (d.) In the case of a limited company, that the company is limited;
- (e.) In the case of a mining company incorporated with non-personal liability, that the liability of the company and the shareholders therein is specially limited under Part V.

(2.) From the date of incorporation mentioned in the certificate of incorporation the subscribers of the memorandum, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum, capable forthwith of exercising all the functions of an incorporated company, and having perpetual succession and a com-

mon seal, with power to hold lands, but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in this Act. [25 & 26 Vict., c. 89, s. 18]; R. S., B. C., c. 44, s. 20; [8 Ed. 7, c. 69, s. 16].

(3.) The Registrar shall, at the cost of the parties applying for registration of a memorandum of association, publish the certificate of incorporation and a statement showing the objects for which the company named in the certificate has been incorporated, for four weeks in the Gazette. 1900, c. 5, s. 4.

Publication of certificate.

27. (1.) A certificate of incorporation given by the Registrar in respect of any company shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the association is a company authorised to be registered and duly registered under this Act.

Conclusiveness of certificate of incorporation.

(2.) A statutory declaration by a solicitor of the Supreme Court engaged in the formation of the company, or by a person named in the articles as a director or secretary of the company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a declaration as sufficient evidence of compliance. [8 Ed. 7, c. 69, s. 17; 25 & 26 Vict., c. 89, s. 18]; R. S., B. C., c. 44, s. 20.

28. (1.) Every company shall send to every member, at his request, and on payment of one dollar or such less sum as the company may prescribe, a copy of the memorandum and of the articles (if any).

Copies of memorandum and articles to be given to members.

(2.) If a company makes default in complying with the requirements of this section, it shall be liable for each offence to a fine not exceeding five dollars. [25 & 26 Vict., c. 89, s. 19]; R. S., B. C., c. 44, s. 23; [8 Ed. 7, c. 69, s. 18].

Companies Limited by Guarantee.

29. (1.) In the case of a company limited by guarantee and not having a share capital, and registered after the passing of this Act, every provision in the memorandum or articles or in any resolution of the company purporting to give any person a right to participate in the divisible profits of the company otherwise than as a member shall be void.

Provisions as to companies limited by guarantee.

(2.) For the purpose of the provisions of this Act relating to the memorandum of a company limited by guarantee and of this section, every provision in the memorandum or articles, or in any resolution, of any company limited by guarantee and registered on or after the passing of this Act purporting to divide the undertaking of the company into shares or interests shall be treated as a provision for a share capital, notwithstanding that the nominal amount or number of the shares or interests is not specified thereby. [8 Ed. 7, c. 69, s. 21.]

PART III.

DISTRIBUTION AND REDUCTION OF SHARE CAPITAL, REGISTRATION OF
UNLIMITED COMPANY AS LIMITED, AND UNLIMITED
LIABILITY OF DIRECTORS.

Distribution of Share Capital.

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| Nature of shares. | <p>30. (1.) The shares or other interest of any member in a company shall be personal estate, transferable in manner provided by the articles of the company, and shall not be of the nature of real estate.</p> <p>(2.) Each share in a company having a share capital shall be distinguished by its appropriate number. [25 & 26 Vict., c. 89, s. 22]; R. S., B. C., c. 44, s. 31; [8 Ed. 7, c. 69, s. 22].</p> |
| Certificate of shares or stock. | <p>31. A certificate, under the common seal of the company, specifying any shares or stock held by any member, shall be <i>prima facie</i> evidence of the title of the member to the shares or stock. [25 & 26 Vict., c. 89, s. 31]; R. S., B. C., c. 44, s. 43; [8 Ed. 7, c. 69, s. 23].</p> |
| Definition of member. | <p>32. (1.) The subscribers of the memorandum of a company shall be deemed to have agreed to become members of the company, and on its registration shall be entered as members in its register of members.</p> <p>(2.) Every other person who agrees to become a member of a company, and whose name is entered in its register of members, shall be a member of the company. [25 & 26 Vict., c. 89, s. 23]; R. S., B. C., c. 44, s. 30; [8 Ed. 7, c. 69, s. 24].</p> |
| Register of members. | <p>33. (1.) Every company shall keep in one or more books a register of its members, and enter therein the following particulars:—</p> <ul style="list-style-type: none"> (a.) The names and addresses and the occupations (if any) of the members, and in the case of a company having a share capital, a statement of the shares held by each member, distinguishing each share by its number, and of the amount paid or agreed to be considered as paid on the shares of each member; (b.) The date at which each person was entered in the register as a member; (c.) The date at which any person ceased to be a member. <p>(2.) If a company fails to comply with this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.</p> |
| Annual list of members and summary. | <p>34. (1.) Every company having a share capital shall once at least in every year make a list of all persons who, on the fourteenth day after the first or only ordinary general meeting in the year, are</p> |

members of the company, and of all persons who have ceased to be members since the date of the last return or (in the case of the first return) of the incorporation of the company.

(2.) The list must state the names, addresses and occupations of all the past and present members therein mentioned, and the number of shares held by each of the existing members at the date of the return, specifying shares transferred since the date of the last return or (in the case of the first return) of the incorporation of the company by persons who are still members and have ceased to be members respectively and the dates of registration of the transfers, and must contain a summary distinguishing between shares issued for cash and shares issued as fully or partly paid up otherwise than in cash, and specifying the following particulars:—

- (a.) The amount of the share capital of the company, and the number of the shares into which it is divided;
- (b.) The number of shares taken from the commencement of the company up to the date of the return;
- (c.) The amount called up on each share;
- (d.) The total amount of calls received;
- (e.) The total amount of calls unpaid;
- (f.) The total amount of the sums (if any) paid by way of commission in respect of any shares or debentures, or allowed by way of discount in respect of any debentures, since the date of the last return;
- (g.) The total number of shares forfeited;
- (h.) The total amount of shares or stock for which share warrants are outstanding at the date of the return;
- (i.) The total amount of share warrants issued and surrendered respectively since the date of the last return;
- (j.) The number of shares or amount of stock comprised in each share warrant;
- (k.) The names and addresses of the persons who at the date of the return are the directors of the company, or occupy the position of directors, by whatever name called; and
- (l.) The total amount of debt due from the company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies under this Act.

(3.) The summary must also (except where the company is a private company) include a statement, made up to such date as may be specified in the statement, in the form of a balance sheet, audited by the company's auditors, and containing a summary of its share capital, its liabilities and its assets, giving such particulars as will disclose the general nature of those liabilities and assets, and how the values of the fixed assets have been arrived at, but the balance sheet need not include a statement of profit and loss.

(4.) The above list and summary must be contained in a separate part of the register of members, and must be completed within seven days after the fourteenth day aforesaid, and the company must forthwith forward to the Registrar of Companies a copy signed by the manager, the secretary or by some other officer of the company.

(5.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues, and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty. [25 & 26 Vict., c. 89, ss. 26, 27 (*part*)] ; R. S., B. C., c. 44, ss. 36, 37 (*part*) ; [8 Ed. 7, c. 69, s. 26].

Trusts not to be entered on register.

35. No notice of any trust, expressed, implied or constructive, shall be entered on the register, or be receivable by the Registrar, in the case of companies registered pursuant to this Act. [25 & 26 Vict., c. 89, s. 30] ; R. S., B. C., c. 44, s. 41 ; [8 Ed. 7, c. 69, s. 27].

Registration of transfer at request of transferor.

36. On the application of the transferor of any share or interest in a company, the company shall enter in its register of members the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee. [30 & 31 Vict., c. 131, s. 26] ; R. S., B. C., c. 44, s. 34 ; [8 Ed. 7, c. 69, s. 28].

Transfer by personal representative.

37. A transfer of the share or other interest of a deceased member of a company made by his personal representative shall, although the personal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer. [25 & 26 Vict., c. 89, s. 24] ; R. S., B. C., c. 44, s. 32 ; [8 Ed. 7, c. 69, s. 29].

Executors and pledgors voting.

38. Every executor, administrator, guardian or trustee shall represent the shares or 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 nevertheless represent the same at all such meetings, and may vote accordingly as a shareholder. R. S., B. C., c. 44, s. 33.

Trustees, etc.

39. No person holding shares, stock or other interest in the company as executor, administrator, 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 person interested in the trust fund would be if living and competent to act and holding such shares, stock or other interest in his own name. R. S., B. C., c. 44, s. 52.

Non-personal liability of mortgagee or pledgee of shares.

40. No person holding shares, stock or other interest as collateral security shall be personally subject to liability as a shareholder ; but the person pledging such shares, stock or other interest as such

collateral security shall be considered as holding the same, and shall be liable as a shareholder in respect thereof. R. S., B. C., c. 44, s. 53.

41. (1.) The register of members, commencing from the date of the registration of the company, shall be kept at the registered office of the company, and, except when closed under the provisions of this Act, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member gratis, and to the inspection of any other person on payment of twenty-five cents, or such less sum as the company may prescribe, for each inspection. Inspection or register of members.

(2.) Any member or other person may require a copy of the register, or of any part thereof, or of the list and summary required by this Act, or any part thereof, on payment of twenty-five cents, or such less sum as the company may prescribe, for every hundred words of fractional part thereof required to be copied.

(3.) If any inspection or copy required under this section is refused, the company shall be liable for each refusal to a fine not exceeding ten dollars, and to a further fine not exceeding ten dollars for every day during which the refusal continues, and every director and manager of the company who knowingly authorises or permits the refusal shall be liable to the like penalty; and any Judge of the Supreme Court may by order compel an immediate inspection of the register. [25 & 26 Vict., c. 89, s. 32]; R. S., B. C., c. 44, s. 44; [8 Ed. 7, c. 69, s. 30].

42. A company may, on giving notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members for any time or times not exceeding in the whole thirty days in each year. [25 & 26 Vict., c. 89, s. 33]; R. S., B. C., c. 44, s. 45; [8 Ed. 7, c. 69, s. 31]. Power to close register.

43. (1.) If—

(a.) The name of any person is, without sufficient cause, entered in or omitted from the register of members of a company: or

(b.) Default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member,

the person aggrieved, or any member of the company, or the company, may apply to the Court for rectification of the register. Power of Court to rectify register.

(2.) The application may be made to a Judge of the Supreme Court sitting in Chambers; and the Court may either refuse the application, or may direct rectification of the register, and payment by the company of any damages sustained by any party aggrieved.

(3.) On any application under this section the Court may decide any question relating to the title of any person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged

members, or between members or alleged members on the one hand and the company on the other hand; and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4) In the case of a company required by this Act to send a list of its members to the Registrar of Companies, the Court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the Registrar. [25 & 26 Vict., c. 89, ss. 35, 36]; R. S., B. C., c. 44, ss. 47, 48; [8 Ed. 7, c. 69, s. 32].

Register to be evidence.

44. The register of members shall be *prima facie* evidence of any matters by this Act directed or authorised to be inserted therein. [25 & 26 Vict., c. 89, s. 37]; R. S., B. C., c. 44, s. 49; [8 Ed. 7, c. 69, s. 33].

Issue and effect of share warrants to bearer.

45. (1.) A company limited by shares, if so authorised by its articles, may, with respect to any fully paid-up shares, or to stock, issue under its common seal a warrant stating that the bearer of the warrant is entitled to the shares or stock therein specified, and may provide, by coupons or otherwise, for the payment of the future dividends on the shares or stock included in the warrant, in this Act termed a share warrant.

(2.) A share warrant shall entitle the bearer thereof to the shares or stock therein specified, and the shares or stock may be transferred by delivery of the warrant.

(3.) The bearer of a share warrant shall, subject to the articles of the company, be entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members; and the company shall be responsible for any loss incurred by any person by reason of the company entering in its register the name of a bearer of a share warrant in respect of the shares or stock therein specified without the warrant being surrendered and cancelled.

(4.) The bearer of a share warrant may, if the articles of the company so provide, be deemed to be a member of the company within the meaning of this Act, either to the full extent or for any purposes defined in the articles; except that he shall not be qualified in respect of the shares or stock specified in the warrant for being a director or manager of the company, in cases where such a qualification is required by the articles.

(5.) On the issue of a share warrant the company shall strike out of the register of members the name of the member then entered therein as holding the shares or stock specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely:—

- (a.) The fact of the issue of the warrant:
- (b.) A statement of the shares or stock included in the warrant, distinguishing each share by its number: and

(c.) The date of the issue of the warrant.

(6.) Until the warrant is surrendered, the above particulars shall be deemed to be the particulars required by this Act to be entered in the register of members; and, on the surrender, the date of the surrender must be entered as if it were the date at which a person ceased to be a member. [30 & 31 Vict., c. 131, ss. 27 to 32]; R. S., B. C., c. 44, ss. 65 to 70; [8 Ed. 7, c. 69, s. 37].

46. A company, if so authorised by its articles, may do any one or more of the following things, namely:—

Power of company to arrange for different amounts being paid on shares.

- (1.) Make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;
- (2.) Accept from any member who assents thereto the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up;
- (3.) Pay dividend in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others. [30 & 31 Vict., c. 131, s. 24]; R. S., B. C., c. 44, s. 62; [8 Ed. 7, c. 69, s. 39].

47. (1.) When a company has accumulated a sum of undivided profits, which with the sanction of the shareholders may be distributed among the shareholders in the form of a dividend or bonus, it may, by special resolution, return the same, or any part thereof, to the shareholders in reduction of the paid-up capital of the company, the unpaid capital being thereby increased by a similar amount.

Power to return accumulated profits in reduction of paid-up share capital.

(2.) The resolution shall not take effect until a memorandum, showing the particulars required by this Act in the case of a reduction of share capital, has been produced to and registered by the Registrar of Companies, but the other provisions of this Act with respect to reduction of share capital shall not apply to a reduction of paid-up share capital under this section.

(3.) On a reduction of paid-up capital in pursuance of this section any shareholder, or any one or more of several joint shareholders, may within one month after the passing of the resolution for the reduction, require the company to retain, and the company shall retain accordingly, the whole of the money actually paid on the shares held by him either alone or jointly with any other person, which, in consequence of the reduction, would otherwise be returned to him or them, and thereupon those shares shall, as regards the payment of dividend, be deemed to be paid up to the same extent only as the shares on which payment has been accepted by the shareholders in reduction of paid-up capital, and the company shall invest and keep invested the money so retained in such securities authorised for investment by trustees as the company may determine, and on the money so invested or on so much thereof as

from time to time exceeds the amount of calls subsequently made on the shares in respect of which it has been retained, the company shall pay the interest received from time to time on the securities.

(4.) The amount retained and invested shall be held to represent the future calls which may be made to replace the share capital so reduced on those shares, whether the amount obtained on sale of the whole or such proportion thereof as represents the amount of any call when made produces more or less than the amount of the call.

(5.) On a reduction of paid-up share capital in pursuance of this section, the powers vested in the directors of making calls on shareholders in respect of the amount unpaid on their shares shall extend to the amount of the unpaid share capital as augmented by the reduction.

(6.) After any reduction of share capital under this section the company shall specify in the annual list of members required by this Act the amounts retained at the request of any of the shareholders in pursuance of this section, and shall specify in the statements of account laid before any general meeting of the company the amount of undivided profits returned in reduction of paid-up share capital under this section. [43 Vict., c. 49, ss. 3 to 6; 8 Ed. 7, c. 69, s. 40.]

Power of company limited by shares to alter its share capital.

48. (1.) A company limited by shares, if so authorised by its articles, may alter the conditions of its memorandum as follows, that is to say, it may:—

- (a.) Increase its share capital by the issue of new shares of such amount as it thinks expedient;
- (b.) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c.) Convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination;
- (d.) Subdivide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (e.) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

(2.) The powers conferred by this section with respect to subdivision of shares must be exercised by special resolution.

(3.) Where any alteration has been made under this section in the memorandum of a company, every copy of the memorandum

issued after the date of the alteration shall be in accordance with the alteration.

If a company makes default in complying with this provision it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made; and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.

(4.) A cancellation of shares in pursuance of this section shall not be deemed to be a reduction of share capital within the meaning of this Act. [25 & 26 Vict., c. 89, s. 12]; R. S., B. C., c. 44, s. 15; [30 & 31 Vict., c. 131, s. 21; 40 & 41 Vict., c. 26, s. 5; 63 & 64 Vict., c. 48, s. 29; 8 Ed. 7, c. 69, s. 41].

49. Where a company having a share capital has consolidated and divided its share capital into shares of larger amount than its existing shares, or converted any of its shares into stock, or reconverted stock into shares, it shall give notice to the Registrar of Companies of the consolidation, division, conversion or reconversion specifying the shares consolidated, divided or converted, or the stock reconverted. [25 & 26 Vict., c. 89, s. 28]; R. S., B. C., c. 44, s. 39; [8 Ed. 7, c. 69, s. 42].

Notice to Registrar of consolidation of share capital, conversion of shares into stock, etc.

50. Where a company having a share capital has converted any of its shares into stock, and given notice of the conversion to the Registrar of Companies, all the provisions of this Act which are applicable to shares only shall cease as to so much of the share capital as is converted into stock; and the register of members of the company, and the list of members to be forwarded to the Registrar, shall show the amount of stock held by each member instead of the amount of shares and the particulars relating to shares hereinbefore required by this Act. [25 & 26 Vict., c. 89, s. 29]; R. S., B. C., c. 44, s. 40; [8 Ed. 7, c. 69, s. 43].

Effect of conversion of shares into stock.

51. (1.) Where a company having a share capital, whether its shares have or have not been converted into stock, has increased its share capital beyond the registered capital, and where a company not having a share capital has increased the number of its members beyond the registered number, it shall give to the Registrar of Companies, in the case of an increase of share capital, within fifteen days after the passing, or in the case of a special resolution the confirmation, of the resolution authorising the increase, and in the case of an increase of members within fifteen days after the increase was resolved on or took place, notice of the increase of capital or members, and the Registrar shall record the increase.

Notice of Increase of share capital or of members.

(2.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues, and every director and manager of the company who knowingly and

wilfully authorises or permits the default shall be liable to the like penalty. [25 & 26 Vict., c. 89, s. 34]; R. S., B. C., c. 44, s. 46; [8 Ed. 7, c. 69, s. 44].

Reorganisation of
share capital.

52. (1.) A company limited by shares may, by special resolution confirmed by an order of the Court, modify the conditions contained in its memorandum so as to reorganise its share capital, whether by the consolidation of shares of different classes or by the division of its shares into shares of different classes:

Provided that no preference or special privilege attached to or belonging to any class of shares shall be interfered with except by a resolution passed by a majority in number of shareholders of that class holding three-fourths of the share capital of that class and confirmed at a meeting of shareholders of that class in the same manner as a special resolution of the company is required to be confirmed, and every resolution so passed shall bind all shareholders of the class.

(2.) Where an order is made under this section an office copy thereof shall be filed with the Registrar of Companies within seven days after the making of the order, or within such further time as the Court may allow, and the resolution shall not take effect until such a copy has been so filed. [8 Ed. 7, c. 69, s. 45.]

Reduction of Share Capital.

Special resolution
reduction of share
capital.

53. (1.) Subject to confirmation by the Court, a company limited by shares, if so authorised by its articles, may by special resolution reduce its share capital in any way, and in particular (without prejudice to the generality of the foregoing power) may—

- (a.) Extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
- (b.) Either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost or unrepresented by available assets; or
- (c.) Either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the company,

and may, if and so far as is necessary, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.

(2.) A special resolution under this section is in this Act called a resolution for reducing share capital. [30 & 31 Vict., c. 131, s. 9; 40 & 41 Vict., c. 26, s. 3; 8 Ed. 7, c. 69, s. 46]; R. S., B. C., c. 44, s. 71.

Application to
Court for confirm-
ing order.

54. Where a company has passed and confirmed a resolution for reducing share capital it may apply to the Court for an order confirming the reduction. [30 & 31 Vict., c. 131, s. 11 (*part*)]; R. S., B. C., c. 44, s. 73 (*part*); [8 Ed. 7, c. 69, s. 47].

Addition to name of
company of "and
reduced."

55. On and from the confirmation by a company of a resolution for reducing share capital, or where the reduction does not involve either the diminution of any liability in respect of unpaid share

capital, or the payment to any shareholder of any paid-up share capital, then on and from the presentation of the petition for confirming the reduction, the company shall add to its name, until such date as the Court may fix, the words "and reduced," as the last words in its name, and those words shall, until that date, be deemed to be part of the name of the company:

Provided that, where the reduction does not involve either the diminution of any liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital, the Court may, if it thinks expedient, dispense altogether with the addition of the words "and reduced." [30 & 31 Vict., c. 131, s. 10; 40 & 41 Vict., c. 26, s. 4 (*part*); R. S., B. C., c. 44, s. 73 (*part*); [8 Ed. 7, c. 69, s. 48].

56. (1.) Where the proposed reduction of share capital involves either diminution of liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital, and in any other case if the Court so directs, every creditor of the company who at the date fixed by the Court is entitled to any debt or claim which, if that date were the commencement of the winding up of the company, would be admissible in proof against the company, shall be entitled to object to the reduction.

Objections by creditors, and settlement of list of objecting creditors.

(2.) The Court shall settle a list of creditors so entitled to object, and for that purpose shall ascertain, as far as possible without requiring an application from any creditor, the names of those creditors and the nature and amount of their debts or claims, and may publish notices fixing a day or days within which creditors not entered on the list are to claim to be so entered or are to be excluded from the right of objecting to the reduction.

(3.) Where a creditor entered on the list whose debt or claim is not discharged or determined does not consent to the reduction, the Court may, if it thinks fit, dispense with the consent of that creditor, on the company securing payment of his debt or claim by appropriating, as the Court may direct, the following amount, that is to say:—

- (a.) If the company admits the full amount of his debt or claim, or, though not admitting it, is willing to provide for it, then the full amount of the debt or claim;
- (b.) If the company does not admit or is not willing to provide for the full amount of the debt or claim, or if the amount is contingent or not ascertained, then an amount fixed by the Court after the like inquiry and adjudication as if the company were being wound up by the Court. [30 & 31 Vict., c. 131, ss. 13, 14]; R. S., B. C., c. 44, ss. 74, 75; [8 Ed. 7, c. 69, s. 49].

57. The Court, if satisfied, with respect to every creditor of the company who under this Act is entitled to object to the reduction, that either his consent to the reduction has been obtained or his

Order confirming reduction.

debt or claim has been discharged or has determined, or has been secured, may make an order confirming the reduction on such terms and conditions as it thinks fit. [30 & 31 Vict., c. 131, s. 11 (part)]; R. S., B. C., c. 4, s. 73 (part); [8 Ed. 7, c. 69, s. 50].

Registration of order and minute of reduction.

58. (1.) The Registrar of Companies on production to him of an order of the Court confirming the reduction of the share capital of a company, and the delivery to him of a copy of the order and of a minute (approved by the Court), showing with respect to the share capital of the company, as altered by the order, the amount of the share capital, the number of shares into which it is to be divided, and the amount of each share, and the amount (if any) at the date of the registration deemed to be paid up on each share, shall register the order and minute.

(2.) On the registration, and not before, the resolution for reducing share capital as confirmed by the order so registered shall take effect.

(3.) Notice of the registration shall be published in such manner as the Court may direct.

(4.) The Registrar shall certify under his hand the registration of the order and minute, and his certificate shall be conclusive evidence that all the requirements of this Act with respect to reduction of share capital have been complied with, and that the share capital of the company is such as is stated in the minute. [30 & 31 Vict., c. 131, ss. 9, 15]; R. S., B. C., c. 44, s. 76; [8 Ed. 7, c. 69, s. 51].

Minute to form part of memorandum.

59. (1.) The minute when registered shall be deemed to be substituted for the corresponding part of the memorandum of the company, and shall be valid and alterable as if it had been originally contained therein; and must be embodied in every copy of the memorandum issued after its registration.

(2.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made, and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty. [30 & 31 Vict., c. 131, ss. 16, 18]; R. S., B. C., c. 44, s. 77; [8 Ed. 7, c. 69, s. 52].

Liability of members in respect of reduced shares.

60. A member of the company, past or present, shall not be liable in respect of any share to any call or contribution exceeding in amount the difference (if any) between the amount paid, or (as the case may be) the reduced amount (if any) which is to be deemed to have been paid, on the share and the amount of the share as fixed by the minute:

Provided that if any creditor, entitled in respect of any debt or claim to object to the reduction of share capital, is, by reason of his ignorance of the proceedings for reduction, or of their nature and effect with respect to his claim, not entered on the list of

creditors, and, after the reduction, the company is unable, within the meaning of the provisions of this Act with respect to winding up by the Court, to pay the amount of his debt or claim, then—

- (a.) Every person who was a member of the company at the date of the registration of the order for reduction and minute shall be liable to contribute for the payment of that debt or claim an amount not exceeding the amount which he would have been liable to contribute if the company had commenced to be wound up on the day before that registration; and
- (b.) If the company is wound up, the Court, on the application of any such creditor, and proof of his ignorance as aforesaid, may, if it thinks fit, settle accordingly a list of persons so liable to contribute, and make and enforce calls and orders on the contributories settled on the list as if they were ordinary contributories in a winding up.

Nothing in this section shall affect the rights of the contributories among themselves. [30 & 31 Vict., c. 131, ss. 16, 17; R. S., B. C., c. 41, s. 78; [8 Ed. 7, c. 69, s. 53].

61. If any director, manager or officer of the company wilfully conceals the name of any creditor of the company entitled to object to the reduction, or wilfully misrepresents the nature or amount of the debt or claim of any creditor, or if any director or manager of the company aids or abets in or is privy to any such concealment or misrepresentation as aforesaid, every such director, manager or officer shall, for every such violation of this Act, upon summary conviction, be liable to a penalty not exceeding five hundred dollars. [30 & 31 Vict., c. 131, s. 19; 8 Ed. 7, c. 69, s. 54.]

Concealing name of creditor entitled to object.

62. In any case of reduction of share capital, the Court may require the company to publish as the Court directs the reasons for reduction, or such other information in regard thereto as the Court may think expedient with a view to give proper information to the public, and, if the Court thinks fit, the causes which led to the reduction. [40 & 41 Vict., c. 26, s. 4 (*part*); 8 Ed. 7, c. 69, s. 55.]

Publication of reasons for reduction.

63. A company limited by guarantee and registered after the passing of this Act may, if it has a share capital and is so authorised by its articles, increase or reduce its share capital in the same manner and subject to the same conditions in and subject to which a company limited by shares may increase or reduce its share capital under the provisions of this Act. [63 & 64 Vict., c. 28; 8 Ed. 7, c. 69, s. 56.]

Increase and reduction of share capital in case of a company limited by guarantee having a share capital.

Reduction of Capital by Limited Companies.

64. (1.) It shall be lawful for companies incorporated under this or any former Act of this Province, whose principal and main business is to acquire tracts of land with the object of subdividing the same into lots and selling such lots when so subdivided as aforesaid,

Certain land companies empowered to pay dividends out of the net proceeds of sales of land.

to declare and pay dividends out of the moneys being the net proceeds of the sale of their lands so subdivided as aforesaid; and all such dividends and payments shall be taken and considered as a reduction of the capital of such company:

Provided such companies have paid all debts legally owing by them, or have made ample provision for the payment of the same, testified by a statutory declaration made by the secretary of the company, who shall also exhibit and file with the Registrar a full, true and correct account of the liabilities and assets of the company.

(2.) A resolution passed by the shareholders holding at least two-thirds in value of the paid-up capital stock of the company, at any general meeting of shareholders, shall be necessary for the declaration and payment of such dividends; and such resolution shall only be passed after the expiration of ten days from the filing of the statutory declaration hereinbefore required to be filed with the Registrar.

(3.) A copy of every such resolution, under the seal of the company, and certified to by the secretary of the company, shall be filed in the office of the Registrar within ten days after the passing of the resolution, and ten days shall elapse after the filing thereof before payment out of any such dividends to the shareholders shall be made.

(4.) After the filing of every such resolution with the Registrar, the said Registrar shall, by a notice published in four issues of the Gazette, declare to what sum the capital of any such company, by such payment of dividends, stands reduced; and the company shall pay the Registrar the costs of such publication. 1900, c. 5, s. 14.

Registration of Unlimited Company as Limited.

Registration of unlimited company as limited.

65. (1.) Subject to the provisions of this section, any company registered as unlimited may register under this Act as limited, but the registration of an unlimited company as a limited company shall not affect any debts, liabilities, obligations or contracts incurred or entered into by, to, with or on behalf of the company before the registration, and those debts, liabilities, obligations and contracts may be enforced in manner provided by Part XI. of this Act in the case of a company registered in pursuance of that Part.

(2.) On registration in pursuance of this section the Registrar shall close the former registration of the company, and may dispense with the delivery to him of copies of any documents with copies of which he was furnished on the occasion of the original registration of the company, but, save as aforesaid, the registration shall take place in the same manner and shall have effect as if it were the first registration of the company under this Act, and as if the provisions of the Acts under which the company was previously registered and regulated had been contained in different Acts from those under which the company is registered as a limited company. [42 & 43 Vict., c. 76, ss. 4, 9; 8 Ed. 7, c. 69, s. 57.]

66. An unlimited company having a share capital may, by its resolution for registration as a limited company in pursuance of this Act, do either or both of the following things, namely:—

Power of unlimited company to provide for reserve share capital on registration.

- (a.) Increase the nominal amount of its share capital by increasing the nominal amount of each of its shares, but subject to the condition that no part of the increased capital shall be capable of being called up except in the event and for the purposes of the company being wound up;
- (b.) Provide that a specified portion of its uncalled share capital shall not be capable of being called up except in the event and for the purposes of the company being wound up. [42 & 43 Vict., c. 76, s. 5 (*part*); 8 Ed. 7, c. 69, s. 57.]

Reserve Liability of Limited Company.

67. A limited company may by special resolution determine that any portion of its share capital which has not been already called up shall not be capable of being called up, except in the event and for the purposes of the company being wound up, and thereupon that portion of its share capital shall not be capable of being called up except in the event and for the purposes aforesaid. [42 & 43 Vict., c. 76, s. 5 (*part*); 8 Ed. 7, c. 69, s. 59.]

Reserve liability of limited company.

Unlimited Liability of Directors.

68. (1.) In a limited company the liability of the directors or managers, or of the managing director, may, if so provided by the memorandum, be unlimited.

Limited company may have directors with unlimited liability.

(2.) In a limited company in which the liability of a director or manager is unlimited, the directors or managers of the company (if any), and the member who proposes a person for election or appointment to the office of director or manager, shall add to that proposal a statement that the liability of the person holding that office will be unlimited, and the promoters, directors, managers and secretary (if any) of the company, or one of them, shall, before the person accepts the office or acts therein, give him notice in writing that his liability will be unlimited.

(3.) If any director, manager or proposer makes default in adding such a statement, or if any promoter, director, manager or secretary makes default in giving such a notice, he shall be liable to a fine not exceeding five hundred dollars, and shall also be liable for any damage which the person so elected or appointed may sustain from the default, but the liability of the person elected or appointed shall not be affected by the default. [30 & 31 Vict., c. 131, ss. 4, 7; 8 Ed. 7, c. 69, s. 60.]

69. (1.) A limited company, if so authorised by its articles, may, by special resolution, alter its memorandum so as to render unlimited the liability of its directors, or managers, or of any managing director.

Special resolution of limited company making liability of directors unlimited.

(2.) Upon the confirmation of any such special resolution the provisions thereof shall be as valid as if they had been originally contained in the memorandum; and a copy thereof shall be embodied in or annexed to every copy of the memorandum issued after the confirmation of the resolution.

(3.) If a company makes default in complying with the requirements of this section, it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made; and every director or manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty. [30 & 31 Vict., c. 131, s. 8; 8 Ed. 7, c. 69, s. 61.]

PART IV.

MANAGEMENT AND ADMINISTRATION.

Office and Name.

Registered office of company.

70. (1.) Every company shall have a registered office to which all communications and notices may be addressed.

(2.) Notice of the situation of the registered office, and of any change therein, shall be given to the Registrar of Companies, who shall record the same.

(3.) If a company carries on business without complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which it so carries on business. [25 & 26 Vict., c. 89, ss. 39, 41; R. S., B. C., c. 44, ss. 84, 85; 8 Ed. 7, c. 69, s. 62].

Publication of name by a limited company.

71. (1.) Every limited company—

(a.) Shall paint or affix, and keep painted or affixed, its name on the outside of every office or place in which its business is carried on, in a conspicuous position, in letters easily legible:

(b.) Shall have its name engraven in legible characters on its seal:

(c.) Shall have its name mentioned in legible characters in all notices, advertisements and other official publications of the company, and in all bills of exchange, promissory notes, indorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts and letters of credit of the company.

(2.) If a limited company does not paint or affix, and keep painted or affixed, its name in manner directed by this Act, it shall be liable to a fine not exceeding twenty-five dollars for not so painting or affixing its name, and for every day during which its name is not so kept

printed or affixed, and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.

(3.) If any director, manager or officer of a limited company, or any person on its behalf, uses or authorises the use of any seal purporting to be a seal of the company whereon its name is not so engraven as aforesaid, or issues or authorises the issue of any notice, advertisement or other official publication of the company, or signs or authorises to be signed on behalf of the company any bill of exchange, promissory note, indorsement, cheque, order for money or goods, or issues or authorises to be issued any bill of parcels, invoice, receipt or letter of credit of the company, wherein its name is not mentioned in manner aforesaid, he shall be liable, upon summary conviction, to a fine not exceeding two hundred and fifty dollars, and shall further be personally liable to the holder of any such bill of exchange, promissory note, cheque or order for money or goods, for the amount thereof, unless the same is duly paid by the company. [25 & 26 Vict., c. 89, ss. 41, 42; R. S., B. C., c. 44, ss. 86, 87; [8 Ed. 7, c. 69, s. 63].

Meetings and Proceedings.

72. (1.) A general meeting of every company shall be held once at the least in every calendar year, and not more than fifteen months after the holding of the last preceding general meeting, and, if not so held, the company and every director, manager, secretary and other officer of the company who is knowingly a party to the default shall be liable to a fine not exceeding two hundred and fifty dollars. Annual general meeting.

(2.) When default has been made in holding a meeting of the company in accordance with the provisions of this section, the Court may, on the application of any member of the company, call or direct the calling of a general meeting of the company. [8 Ed. 7, c. 69, s. 64.]

73. (1.) Every company limited by shares and registered after the passing of this Act shall, within a period of not less than one month nor more than three months from the date at which the company is entitled to commence business, hold a general meeting of the members of the company which shall be called the statutory meeting. First statutory meeting of the company.

(2.) The directors shall, at least seven days before the day on which the meeting is held, forward a report (in this Act called "the statutory report") to every member of the company and to every other person entitled under this Act to receive it.

(3.) The statutory report shall be certified by not less than two directors of the company, or, where there are less than two directors, by the sole director and manager, and shall state—

(a.) The total number of shares allotted, distinguishing shares allotted as fully or partly paid up otherwise than in cash, and stating in the case of shares partly paid up the extent

to which they are so paid up, and in either case the consideration for which they have been allotted:

- (b.) The total amount of cash received by the company in respect of all the shares allotted, distinguished as aforesaid:
- (c.) An abstract of the receipts of the company on account of its capital, whether from shares or debentures, and of the payments made thereout, up to a date within seven days of the date of the report, exhibiting under distinctive headings the receipts of the company from shares and debentures and other sources, the payments made thereout, and particulars concerning the balance remaining in hand, and an account or estimate of the preliminary expenses of the company:
- (d.) The names, addresses and descriptions of the directors, auditors (if any), managers (if any) and secretary of the company: and
- (e.) The particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification.

(4.) The statutory report shall, so far as it relates to the shares allotted by the company, and to the cash received in respect of such shares, and to the receipts and payments of the company on capital account, be certified as correct by the auditors (if any) of the company.

(5.) The directors shall cause a copy of the statutory report, certified as by this section required, to be filed with the Registrar of Companies forthwith after the sending thereof to the members of the company.

(6.) The directors shall cause a list showing the names, descriptions and addresses of the members of the company, and the number of shares held by them respectively, to be produced at the commencement of the meeting, and to remain open and accessible to any member of the company during the continuance of the meeting.

(7.) The members of the company present at the meeting shall be at liberty to discuss any matter relating to the formation of the company, or arising out of the statutory report, whether previous notice has been given or not, but no resolution of which notice has not been given in accordance with the articles may be passed.

(8.) The meeting may adjourn from time to time, and at any adjourned meeting any resolution of which notice has been given in accordance with the articles, either before or subsequently to the former meeting, may be passed, and the adjourned meeting shall have the same powers as an original meeting.

(9.) If a petition is presented to the Court in manner provided by Part VIII. of this Act for winding up the company on the ground of default in filing the statutory report or in holding the statutory meeting, the Court may, instead of directing that the company be wound up, give directions for the statutory report to be filed or a meeting to be held, or make such other order as may be just.

(10.) The provisions of this section as to the forwarding and filing of the statutory report shall not apply in the case of a private company. [8 Ed. 7, c. 69, s. 65.]

74. (1.) Notwithstanding anything in the articles of a company, the directors of a company shall, on the requisition of the holders of not less than one-tenth of the issued share capital of the company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary general meeting of the company.

Convening of extraordinary general meeting on requisition.

(2.) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form, each signed by one or more requisitionists.

(3.) If the directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit.

(4.) If at any such meeting a resolution requiring confirmation at another meeting is passed, the directors shall forthwith convene a further extraordinary general meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a special resolution; and, if the directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting.

(5.) Any meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors. 1903-4, c. 12, s. 2; [8 Ed. 7, c. 69, s. 66].

75. In default of, and subject to, any regulations in the articles—

Provisions as to meetings and votes.

(a.) A meeting of a company may be called by seven days' notice in writing, served on every member in manner in which notices are required to be served by Table A in the First Schedule to this Act:

(b.) Five members may call a meeting:

(c.) Any person elected by the members present at a meeting may be chairman thereof:

(d.) Every member shall have one vote in respect of each share held by him. [25 & 26 Vict., c. 89, s. 52]; R. S., B. C., c. 44, s. 101; [8 Ed. 7, c. 69, s. 67].

Representation of companies at meetings of other companies of which they are members.

76. A company which is a member of another company may, by resolution of the directors, authorise any of its officials or any other person to act as its representative at any meeting of that other company, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents as if he were an individual shareholder of that other company. R. S., B. C., c. 44, s. 101; [8 Ed. 7, c. 69, s. 68].

Definitions of extraordinary and special resolution.

77. (1.) A resolution shall be an extraordinary resolution when it has been passed by a majority of not less than three-fourths of such members entitled to vote, as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

(2.) A resolution shall be a special resolution when it has been—

(a.) Passed in manner required for the passing of an extraordinary resolution: and

(b.) Confirmed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a subsequent general meeting, of which notice has been duly given, and held after an interval of not less than fourteen days, nor more than one month, from the date of the first meeting.

(3.) At any meeting at which an extraordinary resolution is submitted to be passed or a special resolution is submitted to be passed or confirmed, a declaration of the chairman that the resolution is carried shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(4.) At any meeting at which an extraordinary resolution is submitted to be passed or a special resolution is submitted to be passed or confirmed a poll may be demanded, if demanded by three persons for the time being entitled according to the articles to vote, unless the articles of the company require a demand by such number of such persons, not in any case exceeding five, as may be specified in the articles.

(5.) When a poll is demanded in accordance with this section, in computing the majority on the poll reference shall be had to the number of votes to which each member is entitled by the articles of the company.

(6.) For the purposes of this section notice of a meeting shall be deemed to be duly given and the meeting to be duly held when the notice is given and the meeting held in manner provided by the articles. [25 & 26 Viet., c. 89, s. 51]; R. S., B. C., c. 44, s. 101; [8 Ed. 7, c. 69, s. 69].

Registration and copies of special resolutions.

78. (1.) A copy of every special and extraordinary resolution shall within fifteen days from the confirmation of the special resolution, or from the passing of the extraordinary resolution, as the

case may be, be printed and forwarded to the Registrar of Companies, who shall record the same.

(2.) Where articles have been registered, a copy of every special resolution for the time being in force shall be embodied in or annexed to every copy of the articles issued after the confirmation of the resolution.

(3.) Where articles have not been registered, a copy of every special resolution shall be forwarded in print to any member at his request, on payment of twenty-five cents, or such less sum as the company may direct.

(4.) If a company makes default in printing or forwarding a copy of a special or extraordinary resolution to the Registrar it shall be liable to a fine not exceeding ten dollars for every day during which the default continues.

(5.) If a company makes default in embodying in or annexing to a copy of its articles or in forwarding in print to a member when required by this section a copy of a special resolution, it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made.

(6.) Every director and manager of a company who knowingly and wilfully authorises or permits any default by the company in complying with the requirements of this section shall be liable to the like penalty as is imposed by this section on the company for that default. [25 & 26 Vict., c. 89, ss. 53, 54]; R. S., B. C., c. 44, ss. 102, 103; [8 Ed. 7, c. 69, s. 70].

79. (1.) Every company shall cause minutes of all proceedings of general meetings and (where there are directors or managers) of its directors or managers to be entered in books kept for that purpose. Minutes of proceedings of meetings and directors.

(2.) Any such minute if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

(3.) Until the contrary is proved, every general meeting of the company or meeting of directors or managers in respect of the proceedings whereof minutes have been so made shall be deemed to have been duly held and convened, and all proceedings had thereat to have been duly had, and all appointments of directors, managers or liquidators, shall be deemed to be valid. [25 & 26 Vict., c. 89, s. 67]; R. S., B. C., c. 44, s. 113; [8 Ed. 7, c. 69, s. 71].

Appointment, Qualification, &c., of Directors.

80. (1.) A person shall not be capable of being appointed director of a company by the articles, and shall not be named as a director or proposed director of a company in any prospectus issued by or on behalf of the company, unless, before the registration of the Restrictions on appointment or advertisement of director.

articles or the publication of the prospectus, as the case may be, he has by himself or by his agent authorised in writing—

(a.) Signed and filed with the Registrar of Companies a consent in writing to act as such director: and

(b.) Either signed the memorandum for a number of shares not less than his qualification (if any), or signed and filed with the Registrar a contract in writing to take from the company and pay for his qualification shares (if any).

(2.) On the application for registration of the memorandum and articles of a company the applicant shall deliver to the Registrar a list of the persons who have consented to be directors of the company, and, if this list contains the name of any person who has not so consented, the applicant shall be liable to a fine not exceeding two hundred and fifty dollars.

(3.) This section shall not apply to a private company nor to a prospectus issued by or on behalf of a company after the expiration of one year from the date at which the company is entitled to commence business. [8 Ed. 7, c. 69, s. 72.]

Qualification of director.

81. (1.) Without prejudice to the restrictions imposed by the last foregoing section, it shall be the duty of every director who is by the regulations of the company required to hold a specified share qualification, and who is not already qualified, to obtain his qualification within two months after his appointment, or such shorter time as may be fixed by the regulations of the company.

(2.) The office of director of a company shall be vacated if the director does not within two months from the date of his appointment, or within such shorter time as may be fixed by the regulations of the company, obtain his qualification, or if after the expiration of such period or shorter time he ceases at any time to hold his qualification; and a person vacating office under this section shall be incapable of being reappointed director of the company until he has obtained his qualification.

(3.) If after the expiration of the said period or shorter time any unqualified person acts as a director of the company, he shall be liable to a fine not exceeding twenty-five dollars for every day between the expiration of the said period or shorter time and the last day on which it is proved that he acted as a director. [8 Ed. 7, c. 69, s. 73.]

Validity of acts of directors.

82. The acts of a director or manager shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification. [25 & 26 Vict., c. 89, s. 67; 8 Ed. 7, c. 69, s. 74.]

List of directors to be sent to Registrar.

83. (1.) Every company shall keep at its registered office a register containing the names and addresses and the occupations of its directors or managers, and send to the Registrar of Companies a copy thereof, and from time to time notify to the Registrar any change among its directors or managers.

(2.) If default is made in compliance with this section, the company shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty. [25 & 26 Vict., c. 89, ss. 45, 46]; R. S., B. C., c. 44, ss. 89, 90; [8 Ed. 7, c. 69, s. 75].

Contracts, &c.

84. (1.) Contracts on behalf of a company may be made as follows, that is to say:— Form of contracts.

(a.) Any contract which if made between private persons would be by law required to be in writing, and if made according to the law of this Province or of the Dominion of Canada to be under seal, may be made on behalf of the company in writing under the common seal of the company, and may in the same manner be varied or discharged:

(b.) Any contract which if made between private persons would be by law required to be in writing, signed by the parties to be charged therewith, may be made on behalf of the company in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged:

(c.) Any contract which if made between private persons would by law be valid although made by parol only, and not reduced into writing, may be made by parol on behalf of the company by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

(2.) All contracts made according to this section shall be effectual in law, and shall bind the company and its successors and all other parties thereto, their heirs, executors or administrators, as the case may be. [25 & 26 Vict., c. 89, s. 37]; R. S., B. C., c. 44, s. 25; [8 Ed. 7, c. 69, s. 76].

85. A bill of exchange or promissory note shall be deemed to have been made, accepted or indorsed on behalf of a company if made, accepted or indorsed in the name of, or by or on behalf or on account of, the company by any person acting under its authority. [25 & 26 Vict., c. 89, s. 47]; R. S., B. C., c. 44, s. 26; [8 Ed. 7, c. 69, s. 77]. Bills of exchange and promissory notes.

86. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or indorsed, and every promissory note and cheque made, drawn or indorsed on behalf of the company by any agent, officer or servant of the company, in general accordance with his powers as such under the regulations 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, promis- Contracts generally, when made by company, &c.

sory note or cheque, or to prove that the same was made, drawn, accepted or indorsed, as the case may be, in pursuance of any regulations or special resolution or order; nor shall the party so acting as agent, officer or servant of the company be thereby subjected individually to any liability whatsoever to any third party therefor. R. S., B. C., c. 44, s. 27.

Power of attorney
by company.

87. A company may, by writing under its common seal, empower any person, either generally or in respect of any specified matters as its attorney, to execute deeds on its behalf in any place situate within or without the limits of this Province; and every deed signed by such attorney, on behalf of the company and under his seal, shall bind the company and have the same effect as if it were under the common seal of the company. [25 & 26 Vict., c. 89, s. 55]; R. S., B. C., c. 44, s. 104; [8 Ed. 7, c. 69, s. 78].

Power for company
to have official seal
for use abroad.

88. (1.) A company whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles, have for use in any territory, district or place not situate in this Province an official seal, which shall be a facsimile of the common seal of the company, with the addition on its face of the name of every territory, district or place where it is to be used.

(2.) A company having such an official seal may, by writing under its common seal, authorise any person appointed for the purpose in any territory, district or place not situate in the Province of British Columbia to affix the same to any deed or other document to which the company is party in that territory, district or place.

(3.) The authority of any such agent shall, as between the company and any person dealing with the agent, continue during the period (if any) mentioned in the instrument conferring the authority, or if no period is there mentioned, then until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.

(4.) The person affixing any such official seal shall, by writing under his hand, on the deed or other document to which the seal is affixed, certify the date and place of affixing the same.

(5.) A deed or other document to which an official seal is duly affixed shall bind the company as if it had been sealed with the common seal of the company. [8 Ed. 7, c. 6, s. 79.]

Prospectus.

Filing of prospectus.

89. (1.) Every prospectus issued by or on behalf of a company or in relation to any intended company shall be dated, and that date shall, unless the contrary be proved, be taken as the date of publication of the prospectus.

(2.) A copy of every such prospectus, signed by every person who is named therein as a director or proposed director of the company, or by his agent authorised in writing, shall be filed for registration

with the Registrar of Companies on or before the date of its publication, and no such prospectus shall be issued until a copy thereof has been so filed for registration.

(3.) The Registrar shall not register any prospectus unless it is dated, and the copy thereof signed, in manner required by this section.

(4.) Every prospectus shall state on the face of it that a copy has been filed for registration as required by this section.

(5.) If a prospectus is issued without a copy thereof being so filed, the company, and every person who is knowingly a party to the issue of the prospectus, shall be liable to a fine not exceeding twenty-five dollars for every day from the date of the issue of the prospectus until a copy thereof is so filed. [8 Ed. 7, c. 69, s. 80.]

90. (1.) Every prospectus issued by or on behalf of a company, or by or on behalf of any person who is or has been engaged or interested in the formation of the company, must state—

Specific requirements as to particulars of prospectus.

- (a.) The contents of the memorandum, with the names, descriptions and addresses of the signatories, and the number of shares subscribed for by them respectively; and the number of founders' or management or deferred shares (if any), and the nature and extent of the interest of the holders in the property and profits of the company; and
- (b.) The number of shares (if any) fixed by the articles as the qualification of a director, and any provision in the articles as to the remuneration of the directors; and
- (c.) The names, descriptions and addresses of the directors or proposed directors; and
- (d.) The minimum subscription on which the directors may proceed to allotment, and the amount payable on the application and allotment on each share; and in the case of a second or subsequent offer of shares, the amount offered for subscription on each previous allotment made within the two preceding years, and the amount actually allotted, and the amount (if any) paid on the shares so allotted; and
- (e.) The number and amount of shares and debentures which within the two preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash, and in the latter case the extent to which they are so paid up, and in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued; and
- (f.) The names and addresses of the vendors of any property purchased or acquired by the company, or proposed so to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus, or the purchase or acquisition of which has not been completed at the date of issue

- of the prospectus, and the amount payable in cash, shares or debentures to the vendor, and where there is more than one separate vendor, or the company is a sub-purchaser, the amount so payable to each vendor: Provided that where the vendors or any of them are a firm the members of the firm shall not be treated as separate vendors: and
- (g.) The amount (if any) paid or payable as purchase money in cash, shares or debentures, for any such property as aforesaid, specifying the amount (if any) payable for goodwill: and
 - (h.) The amount (if any) paid within the two preceding years, or payable, as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in, or debentures of, the company, or the rate of any such commission: Provided that it shall not be necessary to state the commission payable to sub-underwriters: and
 - (i.) The amount or estimated amount of preliminary expenses: and
 - (j.) The amount paid within the two preceding years or intended to be paid to any promoter, and the consideration for any such payment: and
 - (k.) The dates of and parties to every material contract, and a reasonable time and place at which any material contract or a copy thereof may be inspected: Provided that this requirement shall not apply to a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company, or to any contract entered into more than two years before the date of issue of the prospectus: and
 - (l.) The names and addresses of the auditors (if any) of the company: and
 - (m.) Full particulars of the nature and extent of the interest (if any) of every director in the promotion of, or in the property proposed to be acquired by, the company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the company: and
 - (n.) Where the company is a company having shares of more than one class, the right of voting at meetings of the company conferred by the several classes of shares respectively.

(2.) For the purposes of this section every person shall be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase, or for any option of purchase, of any property to be acquired by the company, in any case where—

- (a.) The purchase money is not fully paid at the date of issue of the prospectus; or
- (b.) The purchase money is to be paid or satisfied wholly or in part out of the proceeds of the issue offered for subscription by the prospectus; or
- (c.) The contract depends for its validity or fulfilment on the result of that issue.

(3.) Where any of the property to be acquired by the company is to be taken on lease, this section shall apply as if the expression "vendor" included the lessor, and the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

(4.) Any condition requiring or binding any applicant for shares or debentures to waive compliance with any requirement of this section, or purporting to affect him with notice of any contract, document or matter not specifically referred to in the prospectus, shall be void.

(5.) Where such prospectus as is mentioned in this section is published as a newspaper advertisement, it shall not be necessary in the advertisement to specify the contents of the memorandum or the signatories thereto, and the number of shares subscribed for by them.

(6.) In the event of non-compliance with any of the requirements of this section, a director or other person responsible for the prospectus shall not incur any liability by reason of the non-compliance, if he proves that—

- (a.) As regards any matter not disclosed, he was not cognisant thereof; or
- (b.) The non-compliance arose from an honest mistake of fact on his part:

Provided that in the event of non-compliance with the requirements contained in paragraph (a) of sub-section (1) of this section no director or other person shall incur any liability in respect of the non-compliance unless it be proved that he had knowledge of the matters not disclosed.

(7.) This section shall not apply to a circular or notice inviting existing members or debenture-holders of a company to subscribe either for shares or for the debentures of the company, whether with or without the right to renounce in favour of other persons, but, subject as aforesaid, this section shall apply to any prospectus whether issued on or with reference to the formation of a company or subsequently.

(8.) The requirements of this section as to the memorandum and the qualification, remuneration and interest of directors, the names, descriptions and addresses of directors or proposed directors, and the amount or estimated amount of preliminary expenses, shall not apply in the case of a prospectus issued more than one year after the date at which the company is entitled to commence business.

(9.) Nothing in this section shall limit or diminish any liability which any person may incur under the general law or this Act apart from this section. [8 Ed. 7, c. 69, s. 81.]

Restriction on alteration of terms mentioned in prospectus or statement in lieu of prospectus.

91. A company shall not previously to the statutory meeting vary the terms of a contract referred to in the prospectus or statement in lieu of prospectus, except subject to the approval of the statutory meeting. [8 Ed. 7, c. 69, s. 83.]

Liability for statements in prospectus.

92. (1.) Where a prospectus invites persons to subscribe for shares in or debentures of a company, every person who is director of the company at the time of the issue of the prospectus, and every person who has authorised the naming of him and is named in the prospectus as a director or as having agreed to become a director either immediately or after an interval of time, and every promoter of the company, and every person who has authorised the issue of the prospectus, shall be liable to pay compensation to all persons who subscribe for any shares or debentures on the faith of the prospectus for the loss or damage they may have sustained by reason of any untrue statement therein, or in any report or memorandum appearing on the face thereof, or by reference incorporated therein or issued therewith, unless it is proved—

(a.) With respect to every untrue statement not purporting to be made on the authority of an expert, or of a public official document or statement, that he had reasonable ground to believe, and did up to the time of the allotment of the shares or debentures, as the case may be, believe, that the statement was true: and

(b.) With respect to every untrue statement purporting to be a statement by or contained in what purports to be a copy of or extract from a report or valuation of an expert, that it fairly represented the statement, or was a correct and fair copy of or extract from the report or valuation: Provided that the director, person named as director, promoter or person who authorised the issue of the prospectus, shall be liable to pay compensation as aforesaid if it is proved that he had no reasonable ground to believe that the person making the statement, report or valuation was competent to make it: and

(c.) With respect to every untrue statement purporting to be a statement made by an official person or contained in what purports to be a copy of or extract from a public

official document, that it was a correct and fair representation of the statement or copy of or extract from the document:

or unless it is proved—

- (d.) That having consented to become a director of the company he withdrew his consent before the issue of the prospectus, and that it was issued without his authority or consent: or
- (e.) That the prospectus was issued without his knowledge or consent, and that on becoming aware of its issue he forthwith gave reasonable public notice that it was issued without his knowledge or consent: or
- (f.) That after the issue of the prospectus and before allotment thereunder, he, on becoming aware of any untrue statement therein, withdrew his consent thereto, and gave reasonable public notice of the withdrawal, and of the reason therefor.

(2.) Where an existing company has issued shares or debentures, and for the purpose of obtaining further capital by subscriptions for shares or debentures issues a prospectus, a director shall not be liable in respect of any statement therein, unless he has authorised the issue of the prospectus, or has adopted or ratified it.

(3.) Where the prospectus contains the name of a person as a director of the company, or as having agreed to become a director thereof, and he has not consented to become a director, or has withdrawn his consent before the issue of the prospectus, and has not authorised or consented to the issue thereof, the directors of the company, except any without whose knowledge or consent the prospectus was issued, and any other person who authorised the issue thereof, shall be liable to indemnify the person named as aforesaid against all damages, costs and expenses to which he may be made liable by reason of his name having been inserted in the prospectus, or in defending himself against any action or legal proceedings brought against him in respect thereof.

(4.) Every person who by reason of his being a director, or named as a director or as having agreed to become a director, or of his having authorised the issue of the prospectus, becomes liable to make any payment under this section may recover contribution, as in cases of contract, from any other person who, if sued separately, would have been liable to make the same payment, unless the person who has become so liable was, and that other person was not, guilty of fraudulent misrepresentation.

(5.) For the purposes of this section—

The expression "promoter" means a promoter who was a party to the preparation of the prospectus, or of the portion thereof containing the untrue statement, but does not include any person by reason of his acting in a professional capacity for persons engaged in procuring the formation of the company:

The expression "expert" includes engineer, valuer, accountant and any other person whose profession gives authority to a statement made by him. [8 Ed. 7, c. 69, s. 84.]

Allotment.

Restriction as to allotment.

93. (1.) No allotment shall be made of any share capital of a company offered to the public for subscription, unless the following conditions have been complied with, namely:—

(a.) The amount (if any) fixed by the memorandum or articles and named in the prospectus as the minimum subscription upon which the directors may proceed to allotment: or

(b.) If no amount is so fixed and named, then the whole amount of the share capital so offered for subscription, has been subscribed, and the sum payable on application for the amount so fixed and named, or for the whole amount offered for subscription, has been paid to and received by the company.

(2.) The amount so fixed and named and the whole amount aforesaid shall be reckoned exclusively of any amount payable otherwise than in cash, and is in this Act referred to as the minimum subscription.

(3.) The amount payable on application on each share shall not be less than five per cent. of the nominal amount of the share.

(4.) If the conditions aforesaid have not been complied with on the expiration of forty days after the first issue of the prospectus, all money received from applicants for shares shall be forthwith repaid to them without interest; and if any such money is not so repaid within forty-eight days after the issue of the prospectus, the directors of the company shall be jointly and severally liable to repay that money with interest at the rate of five per centum per annum from the expiration of the forty-eighth day:

Provided that a director shall not be liable if he proves that the loss of the money was not due to any misconduct or negligence on his part.

(5.) Any condition requiring or binding any applicant for shares to waive compliance with any requirement of this section shall be void.

(6.) This section, except subsection (3) thereof, shall not apply to any allotment of shares subsequent to the first allotment of shares offered to the public for subscription.

(7.) In the case of the first allotment of share capital payable in cash of a company which does not issue any invitation to the public to subscribe for its shares, no allotment shall be made unless the minimum subscription, that is to say:—

(a.) The amount (if any) fixed by the memorandum or articles as the minimum subscription upon which the directors may proceed to allotment: or

(b.) If no amount is so fixed and named, then the whole amount of the share capital other than that issued or agreed to be issued as fully or partly paid up otherwise than in cash, has been subscribed and an amount not less than five per cent. of the nominal amount of each share payable in cash has been paid to and received by the company.

This subsection shall not apply to a private company or to a company which has allotted any shares or debentures before the passing of this Act. [8 Ed. 7, c. 69, s. 85.]

94. (1.) An allotment made by a company to an applicant in contravention of the provisions of the last foregoing section shall be voidable at the instance of the applicant within one month after the holding of the statutory meeting of the company and not later, and shall be so voidable notwithstanding that the company is in course of being wound up. Effect of irregular allotment.

(2.) If any director of a company knowingly contravenes or permits or authorises the contravention of any of the provisions of the last foregoing section with respect to allotment, he shall be liable to compensate the company and the allottee respectively for any loss, damages or costs which the company or the allottee may have sustained or incurred thereby: Provided that proceedings to recover any such loss, damages or costs shall not be commenced after the expiration of two years from the date of the allotment.

95. (1.) A company shall not commence any business or exercise any borrowing powers unless— Restrictions on commencement of business.

(a.) Shares held subject to the payment of the whole amount thereof in cash have been allotted to an amount not less in the whole than the minimum subscription: and

(b.) Every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription, or in the case of a company which does not issue a prospectus inviting the public to subscribe for its shares, on the shares payable in cash: and

(c.) There has been filed with the Registrar of Companies a statutory declaration by the secretary or one of the directors, in the prescribed form, that the aforesaid conditions have been complied with: and

(2.) The Registrar of Companies shall, on the filing of this statutory declaration, certify that the company is entitled to commence business, and that certificate shall be conclusive evidence that the company is so entitled:

(3.) Any contract made by a company before the date at which it is entitled to commence business shall be provisional only, and shall not be binding on the company until that date, and on that date it shall become binding.

(4.) Nothing in this section shall prevent the simultaneous offer for subscription or allotment of any shares and debentures or the receipt of any money payable on application for debentures.

(5.) If any company commences business or exercises borrowing powers in contravention of this section, every person who is responsible for the contravention shall, without prejudice to any other liability, be liable to a fine not exceeding two hundred and fifty dollars for every day during which the contravention continues.

(6.) Nothing in this section shall apply to a private company or to a company registered before the passing of this Act, or to a company which does not issue a prospectus inviting the public to subscribe for its shares. [8 Ed. 7, c. 69, s. 87.]

Return as to allotments.

96. (1.) Whenever a company limited by shares makes any allotment of its shares, the company shall within one month thereafter file with the Registrar of Companies—

(a.) A return of the allotments, stating the number and nominal amount of the shares comprised in the allotment, the names, addresses and descriptions of the allottees, and the amount (if any) paid or due and payable on each share: and

(b.) In the case of shares allotted as fully or partly paid up otherwise than in cash, a contract in writing constituting the title of the allottee to the allotment together with any contract of sale, or for services or other consideration in respect of which that allotment was made, and a return stating the number and nominal amount of shares so allotted, the extent to which they are to be treated as paid up and the consideration for which they have been allotted.

(2.) Where such a contract as above mentioned is not reduced to writing, the company shall within one month after the allotment file with the Registrar of Companies the prescribed particulars of the contract.

(3.) If default is made in complying with the requirements of this section, every director, manager, secretary or other officer of the company who is knowingly a party to the default shall be liable to a fine not exceeding two hundred and fifty dollars for every day during which the default continues:

Provided that, in case of default in filing with the Registrar of Companies within one month after the allotment any document required to be filed by this section, the company, or any person liable for the default, may apply to the Court for relief, and the Court, if satisfied that the omission to file the document was accidental or due to inadvertence or that it is just and equitable to grant relief, may make an order extending the time for the filing of the document for such period as the Court may think proper. [8 Ed. 7, c. 69, s. 88.]

Commissions and Discounts.

97. (1.) It shall be lawful for a company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, if the payment of the commission is authorised by the memorandum or articles, and the commission paid or agreed to be paid does not exceed the amount or rate so authorised, and if the amount or rate per cent. of the commission paid or agreed to be paid is—

Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, etc.

- (a.) In the case of shares offered to the public for subscription, disclosed in the prospectus; or
- (b.) In the case of shares not offered to the public for subscription, disclosed in a statement in the prescribed form signed in like manner as a prospectus and filed with the Registrar of Companies, and, where a circular or notice, not being a prospectus, inviting subscription for the shares is issued, also disclosed in that circular or notice.

(2.) Save as aforesaid, no company shall apply any of its shares or capital money either directly or indirectly in payment of any commission, discount or allowance to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, whether the shares or money be so applied by being added to the purchase money of any property acquired by the company or to the contract price of any work to be executed for the company, or the money be paid out of the nominal purchase money or contract price, or otherwise.

(3.) Nothing in this section shall affect the power of any company to pay such brokerage as it has heretofore been lawful for a company to pay, and a vendor to, promoter of, or other person who receives payment in money or shares from, a company shall have and shall be deemed always to have had power to apply any part of the money or shares so received in payment of any commission, the payment of which, if made directly by the company, would have been legal under this section. [8 Ed. 7, c. 69, s. 89.]

98. Where a company has paid any sums by way of commission in respect of any shares or debentures, or allowed any sums by way of discount in respect of any debentures, the total amount so paid or allowed, or so much thereof as has not been written off, shall be stated in every balance sheet of the company until the whole amount thereof has been written off. [8 Ed. 7, c. 69, s. 90.]

Statement in balance sheet as to commissions and discounts.

Payment of Interest out of Capital.

99. Where any shares of a company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be

Power of company to pay interest out of capital in certain cases.

made profitable for a lengthened period, the company may pay interest on so much of that share capital as is for the time being paid up for the period and subject to the conditions and restrictions in this section mentioned, and may charge the same to capital as part of the cost of construction of the work or building, or the provision of plant:

Provided that—

- (1.) No such payment shall be made unless the same is authorised by the articles or by special resolution:
- (2.) No such payment, whether authorised by the articles or by special resolution, shall be made without the previous sanction of the Lieutenant-Governor in Council:
- (3.) Before sanctioning any such payment the Lieutenant-Governor in Council may, at the expense of the company, appoint a person to inquire and report to them as to the circumstances of the case, and may, before making the appointment, require the company to give security for the payment of the costs of the inquiry:
- (4.) The payment shall be made only for such period as may be determined by the Lieutenant-Governor in Council, and such period shall in no case extend beyond the close of the half-year next after the half-year during which the works or buildings have been actually completed or the plant provided:
- (5.) The rate of interest shall in no case exceed five per cent. per annum or such lower rate as may for the time being be prescribed by Order in Council:
- (6.) The payment of the interest shall not operate as a reduction of the amount paid up on the shares in respect of which it is paid:
- (7.) The accounts of the company shall show the share capital on which, and the rate at which, interest has been paid out of capital during the period to which the accounts relate. [8 Ed. 7, c. 69, s. 91.]

Certificates of Shares, &c.

Limitation of time
for issue of certifi-
cates.

100. (1.) Every company shall within two months after the allotment of any of its shares, debentures or debenture stock, and within two months after the registration of the transfer of any such shares, debentures or debenture stock, complete and have ready for delivery the certificates of all shares, the debentures, and the certificates of all debenture stock allotted or transferred, unless the conditions of issue of the shares, debentures or debenture stock otherwise provide.

(2.) If default is made in complying with the requirements of this section, the company, and every director, manager, secretary

and other officer of the company who is knowingly a party to the default, shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues. [8 Ed. 7, c. 69, s. 92.]

Information as to Mortgages, Charges, &c.

101. (1.) Every mortgage or charge created by a company after the twelfth day of March, A.D. 1906, and being either—

Registration of mortgages and charges.

- (a.) A mortgage or charge for the purpose of securing any issue of debentures: or
- (b.) A mortgage or charge on uncalled share capital of the company: or
- (c.) A mortgage or charge created or evidenced by an instrument which, if executed by an individual, would require registration as a bill of sale: or
- (d.) A mortgage or charge on any land, wherever situate, or any interest therein: or
- (e.) A mortgage or charge on any book debts of the company: or
- (f.) A floating charge on the undertaking or property of the company—

shall, so far as any security on the company's property or undertaking is thereby conferred, be void against bona fide purchasers and mortgagees for valuable consideration, and the liquidator and any creditor of the company, unless the prescribed particulars of the mortgage or charge, together with the instrument (if any) by which the mortgage or charge is created or evidenced, are delivered to or received by the Registrar of Companies for registration in manner required by this Act within twenty-one days after the date of its creation, but without prejudice to any contract or obligation for repayment of the money thereby secured, and when a mortgage or charge becomes void under this section the money secured thereby shall immediately become payable:

Provided that—

- (a.) In the case of a mortgage or charge created out of the Province of British Columbia, comprising solely property situate outside the Province of British Columbia, the delivery to and the receipt by the Registrar of a copy of the instrument by which the mortgage or charge is created or evidenced, verified in the prescribed manner, shall have the same effect for the purposes of this section as the delivery and receipt of the instrument itself, and twenty-one days after the date on which the instrument or copy could, in due course of post, and if despatched with due diligence, have been received by the Registrar in the Province of British Columbia, shall be substituted for twenty-one days after the date of the creation of the mortgage or charge, as the time within which the particulars and instrument or copy are to be delivered to the Registrar: and

- (b.) Where the mortgage or charge is created in the Province of British Columbia, but comprises property outside the Province of British Columbia, the instrument creating or purporting to create the mortgage or charge may be sent for registration notwithstanding that further proceedings may be necessary to make the mortgage or charge valid or effectual according to the law of the country in which the property is situate: and
- (c.) Where a negotiable instrument has been given to secure the payment of any book debts of a company, the deposit of the instrument for the purpose of securing an advance to the company shall not, for the purposes of this section, be treated as a mortgage or charge on those book debts: and
- (d.) The holding of debentures entitling the holder to a charge on land shall not be deemed to be an interest in land.

(2.) The Registrar shall keep, with respect to each company, a register in the prescribed form of all the mortgages and charges created by the company after the passing of this Act, and requiring registration under this section, and shall, on payment of the prescribed fee, enter in the register, with respect to every such mortgage or charge, the date of creation, the amount secured by it, short particulars of the property mortgaged or charged, and the names of the mortgagees or persons entitled to the charge.

(3.) Where a series of debentures containing, or giving by reference to any other instrument, any charge to the benefit of which the debenture-holders of that series are entitled *pari passu* is created by a company, it shall be sufficient if there are delivered to or received by the Registrar within twenty-one days after the execution of the deed containing the charge, or, if there is no such deed, after the execution of any debentures of the series, the following particulars:—

- (a.) The total amount secured by the whole series: and
- (b.) The dates of the resolutions authorising the issue of the series and the date of the covering deed (if any) by which the security is created or defined: and
- (c.) A general description of the property charged: and
- (d.) The names of the trustees (if any) for the debenture-holders, together with the deed containing the charge, or, if there is no such deed, one of the debentures of the series, and the Registrar shall, on payment of the prescribed fee, enter those particulars in the register:

Provided that, where more than one issue is made of debentures in the series, there shall be sent to the Registrar for entry in the register particulars of the date and amount of each issue, but an omission to do this shall not affect the validity of the debentures issued.

(4.) Where any commission, allowance or discount has been paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any debentures of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any such debentures, the particulars required to be sent for registration under this section shall include particulars as to the amount or rate per cent. of the commission, discount or allowance so paid or made, but an omission to do this shall not affect the validity of the debentures issued:

Provided that the deposit of any debentures as security for any debt of the company shall not for the purposes of this provision be treated as the issue of the debentures at a discount.

(5.) The Registrar shall give a certificate under his hand of the registration of any mortgage or charge registered in pursuance of this section, stating the amount thereby secured, and the certificate shall be conclusive evidence that the requirements of this section as to registration have been complied with.

(6.) The company shall cause a copy of every certificate of registration given under this section to be indorsed on every debenture or certificate of debenture stock which is issued by the company, and the payment of which is secured by the mortgage or charge so registered:

Provided that nothing in this sub-section shall be construed as requiring a company to cause a certificate of registration of any mortgage or charge so given to be indorsed on any debenture or certificate of debenture stock which has been issued by the company before the mortgage or charge was created.

(7.) It shall be the duty of the company to send to the Registrar for registration the particulars of every mortgage or charge created by the company and of the issues of debentures of a series, requiring registration under this section, but registration of any such mortgage or charge may be effected on the application of any person interested therein.

Where the registration is effected on the application of some person other than the company, that person shall be entitled to recover from the company the amount of any fees properly paid by him to the Registrar on the registration.

(8.) The register kept in pursuance of this section shall be open to inspection by any person on payment of the prescribed fee, not exceeding twenty-five cents for each inspection.

(9.) Every company shall cause a copy of every instrument creating any mortgage or charge requiring registration under this section to be kept at the registered office of the company: Provided that, in the case of a series of uniform debentures, a copy of one such debenture shall be sufficient. 1906, c. 10; [8 Ed. 7, c. 69, s. 93].

Registration of enforcement of security.

102. (1.) If any person obtains an order for the appointment of a receiver or manager of the property of a company, or appoints such a receiver or manager under any powers contained in any instrument, he shall, within seven days from the date of the order or of the appointment under the powers contained in the instrument, give notice of the fact to the Registrar of Companies, and the Registrar shall, on payment of the prescribed fee, enter the fact in the register of mortgages and charges.

(2.) If any person makes default in complying with the requirements of this section he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues. [8 Ed. 7, c. 69, s. 94.]

Filing of accounts of receivers and managers.

103. (1.) Every receiver or manager of the property of a company who has been appointed under the powers contained in any instrument, and who has taken possession, shall, once in every half-year while he remains in possession, and also on ceasing to act as receiver or manager, file with the Registrar of Companies an abstract in the prescribed form of his receipts and payments during the period to which the abstract relates, and shall also on ceasing to act as receiver or manager file with the Registrar notice to that effect, and the Registrar shall enter the notice in the register of mortgages and charges.

(2.) Every receiver or manager who makes default in complying with the provisions of this section shall be liable to a fine not exceeding two hundred and fifty dollars. [8 Ed. 7, c. 69, s. 95.]

Rectification of register of mortgages.

104. A Judge of the Supreme Court, on being satisfied that the omission to register a mortgage or charge within the time hereinbefore required, or that the omission or misstatement of any particular with respect to any such mortgage or charge, was accidental, or due to inadvertence or to some other sufficient cause, or is not of a nature to prejudice the position of creditors or shareholders of the company, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any person interested, and on such terms and conditions as seem to the Judge just and expedient, order that the time for registration be extended, or, as the case may be, that the omission or misstatement be rectified. 1906, c. 10; [8 Ed. 7, c. 69, s. 96].

Entry of satisfaction.

105. The Registrar of Companies may, on evidence being given to his satisfaction that the debt for which any registered mortgage or charge was given has been paid or satisfied, order that a memorandum of satisfaction be entered on the register, and shall, if required, furnish the company with a copy thereof. 1906, c. 10; [8 Ed. 7, c. 69, s. 97].

Index to register of mortgages and charges.

106. The Registrar of Companies shall keep a chronological index, in the prescribed form and with the prescribed particulars, of the mortgages or charges registered with him under this Act. 1906, c. 10; [8 Ed. 7, c. 69, s. 98].

107. (1.) If any company makes default in sending to the Registrar of Companies for registration the particulars of any mortgage or charge created by the company, and of the issues of debentures of a series, requiring registration with the Registrar under the foregoing provisions of this Act, then, unless the registration has been effected on the application of some other person, the company, and every director, manager, secretary or other person who is knowingly a party to the default, shall on conviction be liable to a fine not exceeding two hundred and fifty dollars for every day during which the default continues.

Penalties.

(2.) Subject as aforesaid, if any company makes default in complying with any of the requirements of this Act as to the registration with the Registrar of any mortgage or charge created by the company, the company and every director, manager and other officer of the company who knowingly and wilfully authorised or permitted the default shall, without prejudice to any other liability, be liable on summary conviction to a fine not exceeding five hundred dollars.

(3.) If any person knowingly and wilfully authorises or permits the delivery of any debenture or certificate of debenture stock requiring registration with the Registrar under the foregoing provisions of this Act without a copy of the certificate of registration being indorsed upon it, he shall, without prejudice to any other liability, be liable on summary conviction to a fine not exceeding five hundred dollars. 1906, c. 10; [8 Ed. 7, c. 69, s. 99].

108. (1.) Every limited company shall keep a register of mortgages and enter therein all mortgages and charges specifically affecting property of the company, giving in each case a short description of the property mortgaged or charged, the amount of the mortgage or charge, and (except in the case of securities to bearer) the names of the mortgagees or persons entitled thereto.

Company's register of mortgages.

(2.) If any director, manager or other officer of the company knowingly and wilfully authorises or permits the omission of any entry required to be made in pursuance of this section, he shall be liable to a fine not exceeding two hundred and fifty dollars. [25 & 26 Vict., c. 89, s. 43 (*part*)] ; R. S., B. C., c. 44, s. 88; [8 Ed. 7, c. 69, s. 100].

109. (1.) The copies of instruments creating any mortgage or charge requiring registration under this Act with the Registrar of Companies, and the register of mortgages kept in pursuance of the last foregoing section, shall be open at all reasonable times to the inspection of any creditor or member of the company without fee, and the register of mortgages shall also be open to the inspection of any other person on payment of such fee, not exceeding twenty-five cents for each inspection, as the company may prescribe.

Right to inspect copies of instruments creating mortgages and charges and company's register of mortgages.

(2.) If inspection of the said copies or register is refused, any officer of the company refusing inspection, and every director and manager of the company authorising or knowingly and wilfully

permitting the refusal, shall be liable to a fine not exceeding twenty-five dollars, and a further fine not exceeding ten dollars for every day during which the refusal continues; and, in addition to the above penalty, any Judge of the Supreme Court sitting in Chambers may by order compel an immediate inspection of the copies or register. [25 & 26 Vict., c. 89, s. 43 (*part*); R. S., R. C., c. 44, s. 88 (*part*); [8 Ed. 7, c. 69, s. 101].

Right of debenture-holders to inspect the register of debenture-holders and to have copies of trust deed.

110. (1.) Every register of holders of debentures of a company shall, except when closed in accordance with the articles during such period or periods (not exceeding in the whole thirty days in any year) as may be specified in the articles, be open to the inspection of the registered holder of any such debentures, and of any holder of shares in the company, but subject to such reasonable restrictions as the company may in general meeting impose, so that at least two hours in each day are appointed for inspection, and every such holder may require a copy of the register or any part thereof on payment of ten cents for every one hundred words required to be copied.

(2.) A copy of any trust deed for securing any issue of debentures shall be forwarded to every holder of any such debentures at his request on payment in the case of a printed trust deed of the sum of twenty-five cents or such less sum as may be prescribed by the company, or, where the trust deed has not been printed, on payment of ten cents for every one hundred words required to be copied.

(3.) If inspection is refused, or a copy is refused or not forwarded, the company shall be liable to a fine not exceeding twenty-five dollars, and to a further fine not exceeding ten dollars for every day during which the refusal continues, and every director, manager, secretary or other officer of the company who knowingly authorises or permits the refusal shall incur the like penalty. [8 Ed. 7, c. 69, s. 102.]

Validates registration under c. 12 of 1905.

111. Every instrument purporting to mortgage or charge the property, or any part of the property, of a company executed in good faith subsequent to the eighth day of April, 1905, and before the twelfth day of March, 1906, is—

- (a.) If registered with the Registrar of Joint-Stock Companies prior to that date;
- (b.) If not already registered, as in the last preceding subsection mentioned, be registered in conformity with section 3 of chapter 10 of 1906 within twenty-one days after the said twelfth day of March, 1906,

hereby declared to have been duly registered pursuant to an Act of the Legislative Assembly passed on the eighth day of April, 1905, intituled "An Act to provide for the Registration of Companies' Mortgages." 1906, c. 10, s. 3.

Interpretation of word "company."

112. The word "company" in the last preceding sections of this Act shall include "extra-provincial company" and any company carrying on business within this Province. 1906, c. 10, s. 5.

Debentures and Floating Charges.

113. A condition contained in any debentures or in any deed for securing any debentures, whether issued or executed before or after the passing of this Act, shall not be invalid by reason only that thereby the debentures are made irredeemable or redeemable only on the happening of a contingency, however remote, or on the expiration of a period, however long, any rule of equity to the contrary notwithstanding. [8 Ed. 7, c. 69, s. 103.]

Perpetual debentures.

114. (1.) Where either before or after the passing of this Act a company has redeemed any debentures previously issued, the company, unless the articles or the conditions of issue expressly otherwise provide, or unless the debentures have been redeemed in pursuance of any obligation on the company so to do (not being an obligation enforceable only by the person to whom the redeemed debentures were issued or his assigns), shall have power, and shall be deemed to always have had power, to keep the debentures alive for the purposes of reissue, and where a company has purported to exercise such a power the company shall have power, and shall be deemed always to have had power, to reissue the debentures either by reissuing the same debentures or by issuing other debentures in their place, and upon such a reissue the person entitled to the debentures shall have, and shall be deemed always to have had, the same rights and priorities as if the debentures had not previously been issued.

Power to reissue redeemed debentures in certain cases.

(2.) Where with the object of keeping debentures alive for the purpose of reissue they have either before or after the passing of this Act been transferred to a nominee of the company, a transfer from that nominee shall be deemed to be a reissue for the purposes of this section.

(3.) Where a company has either before or after the passing of this Act deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures shall not be deemed to have been redeemed by reason only of the account of the company having ceased to be in debit whilst the debentures remained so deposited.

(4.) The reissue of a debenture or the issue of another debenture in its place under the power of this section given to or deemed to have been possessed by a company, whether the reissue or issue was made before or after the passing of this Act, shall not be treated as the issue of a new debenture for the purposes of any provision limiting the amount or number of debentures to be issued.

(5.) Nothing in this section shall prejudice—

(a.) The operation of any judgment or order of a Court of competent jurisdiction pronounced or made before the passing of this Act as between the parties to the proceed-

ings in which the judgment was pronounced or the order made, and any appeal from any such judgment or order shall be decided as if this Act had not been passed: or

- (b.) Any power to issue debentures in the place of any debentures paid off or otherwise satisfied or extinguished, reserved to a company by its debentures or the securities for the same. [8 Ed. 7, c. 69, s. 104.]

Specific performance of contract to subscribe for debentures.

115. A contract with a company to take up and pay for any debentures of the company may be enforced by an order for specific performance. [8 Ed. 7, c. 69, s. 105.]

Payments of certain debts out of assets subject to floating charge in priority to claims under the charge.

116. (1.) Where, in the case of a company registered under this Act, either a receiver is appointed on behalf of the holders of any debentures of the company secured by a floating charge, or possession is taken by or on behalf of those debenture-holders of any property comprised in or subject to the charge, then, if the company is not at the time in course of being wound up, the debts which in every winding up are under the provisions of Part VIII. of this Act relating to preferential payments to be paid in priority to all other debts, shall be paid forthwith out of any assets coming to the hands of the receiver or other person taking possession as aforesaid in priority to any claim for principal or interest in respect of the debentures.

(2.) The periods of time mentioned in the said provisions of Part VIII. of this Act shall be reckoned from the date of the appointment of the receiver or of possession being taken as aforesaid, as the case may be.

(3.) Any payments made under this section shall be recouped as far as may be out of the assets of the company available for payment of general creditors. [8 Ed. 7, c. 69, s. 107.]

Statement to be published by Insurance and certain other Companies.

Certain companies to publish statement in Schedule.

117. (1.) Every company being an insurance company or a deposit, provident or benefit society, subject to the Legislative jurisdiction of this Province, shall, before it commences business, and also on the first Monday in February and the first Tuesday in August in every year during which it carries on business, make a statement in the form marked "C" in the First Schedule to this Act, or as near thereto as circumstances will admit.

(2.) A copy of the statement shall be put up in a conspicuous place in the registered office of the company, and in every branch office or place where the business of the company is carried on.

(3.) Every member and every creditor of the company shall be entitled to a copy of the statement on payment of a sum not exceeding ten cents.

(4.) If default is made in compliance with this section, the company shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director

and manager of the company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty. [8 Ed. 7, c. 69, s. 108.]

(5.) For the purposes of this section a company that carries on the business of insurance in common with any other business or businesses shall be deemed to be an insurance company.

Inspection and Audit.

118. (1.) The Lieutenant-Governor in Council may appoint one or more competent inspectors to investigate the affairs of any company and to report thereon in such manner as he directs—

Investigation of affairs of company by Government inspectors.

(a.) In the case of a company having a share capital, on the application of members holding not less than one-tenth of the shares issued:

(b.) In the case of a company not having a share capital, on the application of not less than one-fifth in number of the persons on the company's register of members.

(2.) The application shall be supported by such evidence as the Lieutenant-Governor in Council may require for the purpose of showing that the applicants have good reason for, and are not actuated by malicious motives in requiring, the investigation; and the Lieutenant-Governor in Council may, before appointing an inspector, require the applicants to give security for payment of the costs of the inquiry.

(3.) It shall be the duty of all officers and agents of the company to produce to the inspectors all books and documents in their custody or power.

(4.) An inspector may examine on oath the officers and agents of the company in relation to its business, and may administer an oath accordingly.

(5.) If any officer or agent refuses to produce any book or document which under this section it is his duty to produce, or to answer any question relating to the affairs of the company, he shall be liable to a fine not exceeding twenty-five dollars in respect of each such refusal.

(6.) On the conclusion of the investigation the inspectors shall report their opinion to the Lieutenant-Governor in Council, and a copy of the report shall be forwarded by the Provincial Secretary to the registered office of the company, and a further copy shall, at the request of the applicants for the investigation, be delivered to them.

The report shall be written or printed, as the Lieutenant-Governor in Council may direct. [25 & 26 Vict., c. 89, ss. 56 to 59]; R. S., B. C., c. 44, ss. 105 to 108; [8 Ed. 7, c. 69, s. 109].

119. (1.) A company may by special resolution appoint inspectors to investigate its affairs.

Power of company to appoint inspectors.

(2.) Inspectors so appointed shall have the same powers and duties as inspectors appointed by the Lieutenant-Governor in Council, except that, instead of reporting to the Lieutenant-

Governor in Council, they shall report in such manner and to such persons as the company in general meeting may direct.

(3.) Officers and agents of the company shall incur the like penalties in case of refusal to produce any book or document required to be produced to inspectors so appointed, or to answer any question, as they would have incurred if the inspectors had been appointed by the Lieutenant-Governor in Council. [25 & 26 Vict., c. 89, s. 60]; R. S., B. C., c. 44, s. 109; [8 Ed. 7, c. 69, s. 110].

Report of inspectors
to be evidence.

120. A copy of the report of any inspectors appointed under this Act, authenticated by the seal of the company whose affairs they have investigated, shall be admissible in any legal proceeding as evidence of the opinion of the inspectors in relation to any matter contained in the report. [25 & 26 Vict., c. 89, s. 61]; R. S., B. C., c. 44, s. 110; [8 Ed. 7, c. 69, s. 111].

Appointment and
remuneration of
auditors.

121. (1.) Every company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting.

(2.) If an appointment of auditors is not made at an annual general meeting, the Lieutenant-Governor in Council may, on the application of any member of the company, appoint an auditor of the company for the current year, and fix the remuneration to be paid to him by the company for his services.

(3.) A director or officer of the company shall not be capable of being appointed auditor of the company.

(4.) A person, other than a retiring auditor, shall not be capable of being appointed auditor at an annual general meeting unless notice of an intention to nominate that person to the office of auditor has been given by a shareholder to the company not less than fourteen days before the annual general meeting, and the company shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the shareholders, either by advertisement or in any other mode allowed by the articles, not less than seven days before the annual general meeting:

Provided that if, after notice of the intention to nominate an auditor has been so given, an annual general meeting is called for a date fourteen days or less after the notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the annual general meeting.

(5.) The first auditors of the company may be appointed by the directors before the statutory meeting, and if so appointed shall hold office until the first annual general meeting, unless previously removed by a resolution of the shareholders in general meeting, in which case the shareholders at that meeting may appoint auditors.

(6.) The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.

(7.) The remuneration of the auditors of a company shall be fixed by the company in general meeting, except that the remuneration of any auditors appointed before the statutory meeting, or to fill any casual vacancy, may be fixed by the directors. 1903-4, c. 12, s. 3; [8 Ed. 7, c. 69, s. 112].

122. (1.) Every auditor of a company shall have a right of access at all times to the books and accounts and vouchers of the company, and shall be entitled to require from the directors and officers of the company such information and explanation as may be necessary for the performance of the duties of the auditors. Powers and duties of auditors.

(2.) The auditors shall make a report to the shareholders on the accounts examined by them, and on every balance sheet laid before the company in general meeting during their tenure of office, and the report shall state—

(a.) Whether or not they have obtained all the information and explanations they have required: and

(b.) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the company's affairs according to the best of their information and the explanations given to them, and as shown by the books of the company.

(3.) The balance sheet shall be signed on behalf of the board by two of the directors of the company, or if there is only one director, by that director, and the auditors' report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the company in general meeting, and shall be open to inspection by any shareholder.

Any shareholder shall be entitled to be furnished with a copy of the balance sheet and auditors' report at a charge not exceeding ten cents for every hundred words.

(4.) If any copy of a balance sheet which has not been signed as required by this section is issued, circulated or published, or if any copy of a balance sheet is issued, circulated or published without either having a copy of the auditors' report attached thereto or containing such reference to that report as is required by this section, the company, and every director, manager, secretary or other officer of the company who is knowingly a party to the default, shall on conviction be liable to a fine not exceeding two hundred and fifty dollars. 1903-4, c. 12, s. 5; [8 Ed. 7, c. 69, s. 113].

123. (1.) Holders of preference shares and debentures of a company shall have the same right to receive and inspect the balance sheets of the company and the reports of the auditors and other Rights of preference shareholders, etc., as to receipt and inspection of reports, etc.

reports as is possessed by the holders of ordinary shares in the company.

(2.) This section shall not apply to a private company nor to a company registered before the passing of this Act. [8 Ed. 7, c. 69, s. 114.]

Carrying on Business with less than the legal Minimum of Members.

Prohibition of carrying on business with fewer than seven or, in the case of a private company, two members.

124. If at any time the number of members of a company is reduced, in the case of a private company, below two, or, in the case of any other company, below five, and it carries on business for more than six months while the number is so reduced, every person who is a member of the company during the time that it so carries on business after those six months, and is cognisant of the fact that it is carrying on business with fewer than two members, or seven members, as the case may be, shall be severally liable for the payment of the whole debts of the company contracted during that time, and may be sued for the same, without joinder in action of any other member. [25 & 26 Vict., c. 89, s. 48]; R. S., B. C., c. 44, s. 91; [8 Ed. 7, c. 69, s. 115].

Service and Authentication of Documents.

Service of documents on company.

125. A document may be served on a company by leaving it at or sending it by post to the registered office of the company, or by serving the president, chairman, secretary or any director of the company, or by leaving the same at the residence of either of them, or with any adult person of his family or in his employ; or, if the company has no registered office, and has no known president, chairman, secretary or director, the Court may order such publication as it deems requisite to be made in the premises, and such publication shall be held to be due service upon the company. 1900, c. 5, s. 7; [25 & 26 Vict., c. 89, s. 62]; R. S., B. C., c. 44, s. 116; [8 Ed. 7, c. 69, s. 116].

Authentication of documents.

126. A document or proceeding requiring authentication by a company may be signed by a director, secretary or other authorised officer of the company, and need not be under its common seal. [25 & 26 Vict., c. 89, s. 63]; R. S., B. C., c. 44, s. 118; [8 Ed. 7, c. 69, s. 116].

Tables and Forms.

Application and alteration of tables and forms.

127. (1.) The forms in the Third Schedule to this Act, or forms as near thereto as circumstances admit, shall be used in all matters to which those forms refer.

(2.) The Lieutenant-Governor in Council may alter any of the tables and forms in the First Schedule to this Act, so that it does not increase the amount of fees payable to the Registrar in the said Schedule mentioned, and may alter or add to the forms in the said Third Schedule.

(3.) Any such table or form, when altered, shall be published in the Gazette, and thenceforth shall have the same force as if it were included in one of the Schedules to this Act, but no alteration made

by the Lieutenant-Governor in Council in Table A in the said First Schedule shall affect any company registered before the alteration, or repeal, as respects that company, any portion of that table. [25 & 26 Vict., c. 89, s. 71]; R. S., B. C., c. 44, s. 121; [8 Ed. 7, c. 69, s. 118].

Arbitrations.

128. (1.) A company may, by writing under its common seal, agree to refer and may refer to arbitration, in accordance with the Arbitration Act, any existing or future difference between itself and any other company or person. Arbitration between companies and others.

(2.) Companies parties to the arbitration may delegate to the arbitrator power to settle any terms or to determine any matter capable of being lawfully settled or determined by the companies themselves, or by their directors or other managing body.

(3.) All the provisions of the Arbitration Act shall apply to arbitrations between companies and persons in pursuance of this Act. [25 & 26 Vict., c. 89, ss. 72, 73]; R. S., B. C., c. 44, ss. 119, 120; [8 Ed. 7, c. 69, s. 119].

Power to compromise.

129. (1.) Where a compromise or arrangement is proposed between a company and its creditors or any class of them, or between the company and its members or any class of them, the Court may, on the application in a summary way of the company or of any creditor or member of the company, or, in the case of a company being wound up, of the liquidator, order a meeting of the creditors or class of creditors, or of the members of the company or class of members, as the case may be, to be summoned in such manner as the Court directs. Power to compromise with creditors and members.

(2.) If a majority in number representing three-fourths in value of the creditors or class of creditors, or members or class of members, as the case may be, present either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement shall, if sanctioned by the Court, be binding on all the creditors or the class of creditors, or on the members or class of members, as the case may be, and also on the company or, in the case of a company in the course of being wound up, on the liquidator and contributories of the company.

(3.) In this section the expression "company" means any company liable to be wound up under this Act. [8 Ed. 7, c. 69, s. 120.]

Meaning of "Private Company."

130. (1.) For the purposes of this Act the expression "private company" means a company which by its memorandum or articles— Meaning of "private company."

- (a.) Restricts the right to transfer its shares: and
- (b.) Limits the number of its members (exclusive of persons who are in the employment of the company) to fifty: and

(c.) Prohibits any invitation to the public to subscribe for any shares or debentures of the company.

(2.) A private company may, subject to anything contained in the memorandum or articles, by passing a special resolution and by filing with the Registrar of Companies such a statutory declaration as the company, if a public company, would have had to file before commencing business, turn itself into a public company.

(3.) Where two or more persons hold one or more shares in a company jointly they shall, for the purposes of this section, be treated as a single member. [8 Ed. 7, c. 69, s. 121.]

PART V.

INCORPORATION OF MINING COMPANIES WITHOUT ANY PERSONAL LIABILITY.

Mining companies with specially limited liability on shares.

131. (1.) The memorandum of a company incorporated or re-incorporated under this Act, the objects whereof are restricted to acquiring, managing, developing, working and selling mines, mineral claims and mining properties, and the winning, getting, treating, refining and marketing of mineral therefrom, may contain a provision that no personal liability shall attach to such subscriber or holder, and the certificate of incorporation issued under section 26 of this Act shall state that the company is specially limited under this section.

In case of extra-provincial companies.

(2.) The licence or certificate of registration to any extra-provincial company (the objects whereof are restricted as aforesaid) issued under the provisions of this Part may, if applied for in the application for such licence, or the petition for such registration, contain the provision aforesaid. 1897, c. 2, s. 56.

Powers of non-personal liability mining companies.

(3.) Every company, the objects whereof are restricted as aforesaid, shall be deemed to have the following, but, except as in this Act otherwise expressed, no greater powers, that is to say:—

- (a.) To obtain by purchase, lease, hire, discovery, location or otherwise, and hold within the Province of British Columbia, mines, mineral claims, mineral leases, prospects, mining lands and mining rights of every description, and to work, develop, operate and turn the same to account, and to sell or otherwise dispose of the same or any of them, or any interest therein:
- (b.) To dig for, raise, crush, wash, smelt, assay, analyse, reduce, amalgamate and otherwise treat gold, silver, copper, lead ores or deposits and other minerals and metallic substances and compounds of all kinds, whether belonging to the company or not, and to render the same merchantable, and to buy, sell and deal in the same, or any of them:
- (c.) To carry on the business of a mining, smelting, milling and refining company in all or any of its branches:

- (d.) To acquire by purchase, lease, hire, exchange or otherwise such timber lands or leases, timber claims, licences to cut timber, surface rights and rights-of-way, water rights and privileges, mills, factories, furnaces for smelting and treating ores and refining metals, buildings, machinery, plant or other real or personal property as may be necessary for or conducive to the proper carrying out of any of the objects of the company:
- (e.) To construct, maintain, alter, make, work and operate on the property of the company, or on property controlled by the company, any canals, trails, roads, ways, tra~~h~~ways, bridges and reservoirs, dams, flumes, race and other ways, water-courses, aqueducts, wells, wharves, piers, furnaces, sawmills, crushing works, smelting works, concentrating works, hydraulic works, electrical works and appliances, warehouses, buildings, machinery, plant, stores and other works and conveniences which may seem conducive to any of the objects of the company, and, with the consent of the shareholders in general meeting, to contribute to, subsidise or otherwise aid or take part in any such operation, though constructed and maintained by any other company or persons outside of the property of the company, and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels and effects required by the company or its workmen and servants:
- (f.) To build, acquire, own, charter, navigate and use steam and other vessels for the purposes of the company:
- (g.) To take, acquire and hold as the consideration for ores, metals or minerals sold or otherwise disposed of, or for goods supplied or for work done by contract or otherwise, shares, debentures, bonds or other securities of or in any other company, the objects of which are restricted as herein aforesaid, and to sell or otherwise dispose of the same:
- (h.) To enter into any arrangement for sharing profits, union of interests or cooperation with any other person or company carrying on, or about to carry on, any business or transaction which a company specially limited under this section is authorised to carry on:
- (i.) To purchase or otherwise acquire and undertake all or any of the assets, business, property, privileges, contracts, rights, obligations and liabilities of any person or company carrying on any part of the business which a company specially limited under this section is authorised to carry on, or possessed of property suitable for the purposes thereof:
- (j.) To borrow or raise money for the purposes of the company, but so that the amount so borrowed or raised shall not, without the sanction of a general meeting of the company,

exceed one-quarter of the amount of the paid-up capital for the time being, and for the purpose of securing such money and interest or for any other purpose to mortgage or charge the undertaking or all or any part of the property of the company, present or after acquired, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations and other negotiable and transferable instruments: Provided, however, that the restriction in this subsection contained as to borrowing without the sanction of a general meeting shall not be deemed to be imperative, and shall in no wise limit, control or affect any power of borrowing vested in board of directors of the company or of the company, under the memorandum, articles or by-laws of the company:

- (k.) To distribute any of the property of the company among the members in specie:
- (l.) To sell, improve manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with the undertaking or the whole or any part of the property and rights of the company, with power to accept as the consideration any shares, stocks or obligations of any company: Provided, however, that in case of a sale for shares in a company other than a non-personal liability company, such shares shall be fully paid up:
- (m.) To do all such other things as are incidental or conducive to the attainment of the foregoing objects. R. S., B. C., c. 44, s. 56; 1900, c. 5, s. 6; 1908, c. 11, s. 3.

Shares to be specially marked.

132. Where a certificate of incorporation incorporating any such company, or a licence or certificate of registration to any extra-provincial company has been issued containing the provisions mentioned in section 131 of this Act, every certificate of shares or stock issued by the company shall bear upon the face thereof, distinctly written or printed in red ink, after the name of the company, the words "Issued under section 131 respecting mining companies, of the 'Companies Act, 1910,'" and where such shares or stock are issued subject to further assessments the word "Assessable," or if not subject to further assessment the word "Non-assessable," as the case may be. R. S., B. C., c. 44, s. 57.

Charter, prospectuses and other documents of such company to be specially marked.

133. Every mining company, the memorandum of which contains the said provision, shall have written or printed on its charter, prospectuses, stock certificates, bonds, contracts, agreements, notices, advertisements and other official publications, and in all bills of exchange, promissory notes, indorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts and letter-heads of

the company, immediately after or under the name of such company, and shall have engraved upon its seal the words "Non-Personal Liability," and such words shall be the last words of its name; and every such company which refuses, or knowingly neglects, to comply with this section shall incur a penalty of twenty dollars for every day during which such name is not so kept written or printed, recoverable upon summary conviction; and every director and manager, secretary and officer of the company who knowingly and wilfully authorises or permits such default shall be liable to the like penalty. R. S., B. C., c. 44, s. 58. Penalty.

134. In the event of any call or calls on assessable shares in a company so incorporated remaining unpaid by the subscriber thereto, or holder thereof, for a period of sixty days after notice and demand of payment, such shares may be declared to be in default, and the secretary of the company may advertise such shares for sale at public auction to the highest bidder for cash, by giving notice of such sale in some newspaper published or circulating in the city or district where the principal office of the company is situated, for a period of one month; and said notice shall contain the number of the certificate or certificates of such shares, and the number of shares, the amount of the assessment due and unpaid, and the time and place of sale; and in addition to the publication of the notice aforesaid, notice shall be personally served upon such subscriber or holder by registered letter mailed to his last known address; and if the subscriber or holder of such shares shall fail to pay the amount due upon such shares, with interest upon the same and cost of advertising, before the time fixed for such sale, the secretary shall proceed to sell the same or such portion thereof as shall suffice to pay such assessment, together with interest and cost of advertising: Provided that if the price of the shares so sold exceeds the amount due with interest and cost thereon, the excess thereof shall be paid to the defaulting subscriber or holder. R. S., B. C., c. 44, s. 59. Enforcement of payment of assessment on such shares.

135. No shareholder or subscriber for shares in any company so incorporated shall be personally liable for non-payment of any calls made upon his shares, nor shall such shareholder or subscriber be personally liable for any debt contracted by the company, or for any sum payable by the company. R. S., B. C., c. 44, s. 60. Liability of shareholder on such shares.

136. Wherever any shares have been, prior to the eighth day of May, 1897, issued by any company duly incorporated under any Act as fully paid-up shares, either at a discount or in payment for any mine, mineral claim or mining property purchased or acquired by such company, or for the acquiring whereof such company has been incorporated, all such shares shall, except as to any debts contracted by the company before the eighth day of May, A. D. 1897 (in regard to which the liability on such shares shall be the same as if this Act had not been passed), be deemed and held to be fully paid up, and the holder thereof shall be subject to no personal liability thereon. Existing companies before revision of 1897.

in the same manner as if the memorandum of association of the company had contained the provision aforesaid. R. S., B. C., c. 44, s. 61.

137. Any mining company with specially limited liability on shares heretofore incorporated under sections 56 to 61 of the "Companies Act, 1897," and the powers, rights and liabilities of any such company and of its shareholders shall be and remain specially limited as provided in those sections, and all shares of any such company heretofore issued, or that may hereafter be issued, as full-paid and non-assessable, as therein provided, shall at all times be deemed to be full-paid and non-assessable.

Reincorporation as
an ordinary limited
company.

138. In case a resolution authorising reincorporation and registration under the provisions of this section, and authorising the execution by the directors on behalf of the shareholders of the company of a memorandum of association for the objects specified in such resolution, is passed at a general meeting of the shareholders of the company duly called specially for the purpose, at which meeting at least two-thirds in value of all the shares of the company are represented by the holders thereof in person or by proxy and vote in favour of such resolution, any company heretofore incorporated, or hereafter incorporated, subject to the provisions contained in section 131 of this Act, and being at the time of registration a subsisting and valid corporation, and upon payment to the Registrar of a fee of ten dollars, and no more (except where the capital is increased), shall be entitled to receive from the Registrar a certificate of the reincorporation and registration of the company under this Act, for the objects and purposes to be set out in the memorandum of association executed in pursuance of such resolution, and thereupon the old company shall, as such company, cease to exist, and all the rights, property and obligations of the former company shall thereby be and be deemed ipso facto to have been transferred to the new company, and all proceedings may be continued or commenced by or against the new company that might have been continued or commenced by or against the old company, and it shall not be necessary in the certificate of reincorporation or registration to set out the names of the shareholders, and after such reincorporation and registration the company shall be governed in all respects by the provisions of this Act, except that the liabilities of the shareholders to creditors of the old company shall remain as at the time of reincorporation; and of such reincorporation the certificate aforesaid shall be conclusive evidence, as well as conclusive evidence of the due registration and observance of all statutory requirements with respect to registration or incorporation in force prior to the passing of this Act:

- (a.) Where an existing company applies for registration under this section the directors may, in and by the memorandum of association executed pursuant to and conforming to the

- registration of the company authorising the execution thereof, extend, vary or limit the powers and objects of the company, so long as they are confined to the objects and purposes set out in section 131, and the certificate of registration under this section shall be to the new company by a different name than that of the old company:
- (b.) Where the existing company is registered under this section, the capital of the company may be increased or decreased to any amount which may be fixed by the resolution of the company authorising such registration; but where increased the fees for increase of capital mentioned in Schedule B to this Act shall be paid to the Registrar:
 - (c.) The said resolution shall prescribe the manner in which the shares in the new company are to be allotted to holders of shares in the old company, and shall prescribe to what amount (if any) the shares in the new company shall be assessable, and generally the terms upon which the new shares shall be deliverable to the allottees: Provided, however, that no shareholder in the old company shall be liable upon any shares in the new company unless he accepts the allotment to him of the same:
 - (d.) The memorandum of association may be accompanied by articles of association, in accordance with section 20 of this Act, and such articles of association must be authorised by the resolution authorising registration under the provisions of this section:
 - (e.) Whenever the Registrar considers that public notice of an intended application for reincorporation and registration under this section should be given, he shall require notice to be published in the British Columbia Gazette, or otherwise, as he thinks proper:
 - (f.) The Registrar may, in any case where he thinks it proper so to do, refuse reincorporation and registration:
 - (g.) Every certificate or registration issued under this section shall be published in one issue of the British Columbia Gazette and in one issue of a newspaper circulating in the city or district in which the registered office of the company is situate. 1901, c. 10, s. 6.

PART VI.

LICENSING AND REGISTRATION OF EXTRA-PROVINCIAL COMPANIES.

General.

Extra-provincial companies required to become licensed or registered.

139. Every extra-provincial company having gain for its purpose and object is hereby required to be licensed or registered under this or some former Act, and no company, firm, broker or other person shall, as the representative or agent of or acting in any other capacity for any such extra-provincial company, carry on any of the business of an extra-provincial company within this Province until such extra-provincial company shall have been licensed or registered as aforesaid:

Proviso.

Provided that taking orders for or buying or selling goods, wares and merchandise by travellers or by correspondence, if the company has no resident agent or representative and no office or place of business in British Columbia, shall not be deemed a carrying on of business within the meaning of this Act:

Provided, also, that the onus of proving that a company has no resident agent or representative and no office or place of business in British Columbia, or that it is not carrying on business in British Columbia, shall in any prosecution for any infringement of this section rest upon the accused: and

Extra-provincial companies heretofore registered.

This section shall apply to an extra-provincial company notwithstanding that it was heretofore registered as a foreign company under the provisions of any Act. 1898, c. 13, s. 5; R. S., B. C., c. 44, s. 123.

Registrar's power to dispense with filing of documents.

140. The Registrar may for good cause shown dispense with the filing by an extra-provincial company, proceeding to obtain a licence or registration under the provisions of this Part, of one or more of the documents which compose its charter and regulations, and may allow to be substituted therefor a list of the documents so dispensed with, accompanied by a statement of the reasons for dispensing with the originals, and (if he so require) by such memorandum of the contents of such originals as he may deem sufficient. 1898, c. 13, s. 6.

Rights of such company to sue, hold lands, etc.

141. Any extra-provincial company licensed or registered under this Part may sue and be sued in its corporate name, and, if authorised so to do by its charter and regulations, may acquire and hold lands in British Columbia by gift, purchase, or as mortgagees or otherwise, as fully and freely as private individuals, and may sell, lease, mortgage or otherwise alienate the same. R. S., B. C., c. 44, s. 138.

Rights and duties of registered companies.

142. Every extra-provincial company registered as a company under this Act shall, subject to the provisions of its charter and regulations, and of this Act, have and may exercise all the rights, powers and privileges by this Act granted to and conferred upon companies incorporated thereunder; and every such extra-provincial

company and the directors, officers and members thereof shall be subject to and shall, subject as aforesaid, observe, carry out and perform every act, matter, obligation and duty by this Act prescribed and imposed upon companies incorporated thereunder, or upon the directors, officers and members thereof. R. S., B. C., c. 44, s. 139.

143. Every extra-provincial company registered under this Part shall, in and by the power of attorney hereinafter prescribed, empower its attorney to issue and transfer shares of the company. Power to issue and transfer shares.

Every such extra-provincial company shall, at its head office or chief place of business in this Province, provide and keep, in form and manner provided by section 33 of this Act, a register of all shares issued at such head office or chief place of business, and of all transfers of shares in the company made within this Province and presented for record at such head office or chief place of business; and every lawful transfer of shares made by a member shall, upon entry and record on such register, be valid and binding to all intents and purposes; and every act, matter or thing lawfully done by the attorney of the company pursuant to this section shall be as valid and binding in all respects as if done by the company or the directors, managers or officers of the company, pursuant to the provisions of the charter and regulations of the company and of this Act in that behalf. R. S., B. C., c. 44, s. 140. Register.

144. Every extra-provincial company duly incorporated under the laws of Great Britain or Ireland, or of the Dominion of Canada, or of the late Province of Canada, or of any of the Provinces of Canada, heretofore registered in this Province as a foreign company under the provisions of any Act, may surrender to the Registrar the certificate of registration of the company issued under such Act and obtain from him a licence under the provisions of this Part; and for the purpose of obtaining such licence the surrender of such certificate of registration and the filing of the power of attorney prescribed by clause (c) of section 154 of this Act shall be deemed to be a sufficient compliance with the requirements of this Part. R. S., B. C., c. 44, s. 141; 1898, c. 13, s. 10. Surrender of certificate of registration for licence.

145. Every extra-provincial company registered in this Province before the passage of the "Companies Act, 1897," as a foreign company under the provisions of any Act in that behalf (other than a company entitled to obtain, and which has obtained, or may obtain a licence under this Part), and the directors, officers and members thereof shall be subject to and shall observe, carry out and perform every act, matter, obligation and duty by this Act prescribed and imposed upon companies incorporated thereunder, or upon the directors, officers and members thereof. 1898, c. 13, s. 12. What extra-provincial companies subject to the Act.

146. In case of any suit or other proceeding being commenced by any extra-provincial company against any person or corporation Security for costs by extra-provincial company.

residing or carrying on business in this Province, such extra-provincial company shall furnish security for costs, if demanded. R. S., B. C., c. 41, s. 144.

Chinese company. **147.** Nothing contained in this Part of this Act shall authorise the registration of any Chinese or Japanese company or association. 1897, c. 2, s. 145.

Lieut. Governor's power to suspend or revoke licence. **148.** The Lieutenant-Governor in Council may, by an Order in Council, to be published in three consecutive issues of the Gazette, suspend or revoke and make null and void any licence granted or any registration effected, under this Part, to any company which refuses or fails to keep a duly appointed attorney within the Province, or to comply with any of the provisions of this Part, and notwithstanding such suspension or revocation, the rights of creditors of the company shall remain as at the time of such suspension or revocation. R. S., B. C., c. 41, ss. 131, 137.

What certificate of registration or licence to extra-provincial companies to contain. **149.** The licence issued in pursuance of section 153 of this Act, or the certificate issued in pursuance of section 162 to an extra-provincial company heretofore registered as a foreign company need not contain in detail the objects of the company, but may incorporate them by reference to the former certificate of registration of the company. 1898, c. 13, s. 11.

Special Provisions relating to Insurance Companies.

Extra-provincial insurance companies must obtain licence. **150.** (1.) Notwithstanding the interpretation of the word "company," the business of every extra-provincial insurance company, whether joint stock, mutual or assessment, shall, for the purposes of this Part, be deemed to be within the scope of this Act, and after the first day of July, 1905, no extra-provincial insurance company shall undertake or effect, or offer to undertake or effect, any contract of insurance without having taken out a licence, and in all other respects complying with the provisions of this Act.

Licence fee. (2.) The fee to be paid by such extra-provincial company for such licence shall be two hundred and fifty dollars and no more. 1905, c. 11, s. 2.

Annual statements to be filed by extra-provincial insurance companies. **151.** Every extra-provincial insurance company shall, on or before the first day of March in each and every year, file with the Registrar of Joint-Stock Companies a sworn statement of the financial condition and affairs of the company, and also showing their gross income in this Province, and any extra-provincial insurance company refusing or neglecting to file the statement by this section required, or to make prompt and explicit answer to any inquiries put by the Registrar touching the company's contracts or finances, or failing to take out a licence as required by this Act, shall be liable to a penalty of two hundred and fifty dollars for each and every day during which it carries on business after failing to comply with the provisions of this section; and provided, further, that proof of compliance with this section shall at all times be upon the company. 1905, c. 11, s. 4.

152. If any promoter, organiser, office-bearer, manager, director, officer, collector, agent, broker, employee or any other person whatsoever undertakes or effects, or offers or agrees to undertake or effect, any contract of insurance for any extra-provincial insurance company, whether joint stock, mutual or assessment, unless such company has taken out a licence under this Act, he shall be liable to a penalty of fifty dollars, and in default of payment shall be imprisoned, with or without hard labour, for a term not exceeding three months and not less than one month, and on a second or any subsequent conviction he shall be imprisoned with hard labour for a term not exceeding twelve months and not less than three months, 1905, c. 11, s. 5.

Penalty for carrying on business without licence.

Licensing of Extra-Provincial Companies.

153. Any extra-provincial company duly incorporated under the laws of—

Companies entitled to licence.

- (a.) Great Britain and Ireland;
- (b.) The Dominion of Canada;
- (c.) The former Province of Canada;
- (d.) Any of the Provinces of the Dominion of Canada; and
- (e.) Any insurance company

duly authorised by its charter and regulations to carry out or effect any of the purposes or objects to which the legislative authority of the Legislature of British Columbia extends, may obtain a licence from the Registrar authorising it to carry on business within this Province on compliance with the provisions of this Act, and on payment to the Registrar in respect of the several matters mentioned in the table marked B in the First Schedule hereto the several fees therein specified, and shall, subject to the provisions of the charter and regulations of the company, and to the terms of the licence, thereupon have the same powers and privileges in this Province as if incorporated under Act. R. S., B. C., c. 44, s. 124.

154. Before the issue of a licence to any such extra-provincial company, the company shall file in the office of the Registrar—

Proceedings to obtain such licence.

- (a.) A true copy of the charter and regulations of the company, verified in manner satisfactory to the Registrar, and showing that the company by its charter has authority to carry on business in the Province of British Columbia;
- (b.) An affidavit or statutory declaration that the company is still in existence and legally authorised to transact business under its charter;
- (c.) A duly executed power of attorney, under its common seal, empowering some person therein named, and residing in the city or place where the head office of the company in this Province is situate, to act as its attorney and to sue and be sued, plead or be impleaded in any Court, and generally

on behalf of such company and within the Province to accept service of process and to receive all lawful notices, and to do all acts and to execute all deeds and other instruments relating to the matters within the scope of the power of attorney and of the company to give to its attorney; and such company may from time to time, by a new or other power of attorney executed and filed as aforesaid, appoint another attorney within the Province for the purposes aforesaid to replace the attorney formerly appointed. The power of attorney may be according to a form approved of and provided by the Registrar. R. S., B. C., c. 44, s. 127.

- (d.) Notice of the place where the head office without the Province is situate:
- (e.) Notice of the city, town, district or county in British Columbia where the head office of the company is proposed to be situate:
- (f.) The amount of the capital of the company:
- (g.) The number of shares into which it is divided. R. S., B. C., c. 44, s. 127.

Contents of licence. 155. The licence shall set forth—

- (a.) The corporate name of the company:
- (b.) The place where the head office of the company is situate:
- (c.) The place where the head office of the company in this Province is situate:
- (d.) The name, address and occupation of the attorney of the company:
- (e.) The amount of the capital of the company:
- (f.) The number of shares into which it is divided: and such certificate, together with a statement by the Registrar of the objects for which the company has been established and licensed, shall be published at the expense of the company for four weeks—

Publication.

- (g.) In the Gazette:
- (h.) In one newspaper published or circulating in the place where the head office of the company in this Province is situate:
- (i.) In one newspaper published or circulating in the district or locality where the company proposes to carry on business:

Evidence.

and such licence shall be conclusive evidence of compliance with all the requirements of this Act.

Notice of the appointment of a new attorney, or of the company ceasing to carry on business in this Province, shall likewise be published for the time and in manner aforesaid. R. S., B. C., c. 44, s. 128.

Evidence of licence.

156. The licence, or a copy thereof certified under the hand and seal of the Registrar, or a copy of the Gazette containing such licence,

shall be sufficient evidence in any proceeding in any Court in this Province of the due licensing of the company aforesaid. R. S., B. C., c. 44, s. 129.

157. If the power of attorney hereinbefore prescribed becomes invalid or ineffectual from any reason, or if other service cannot readily be effected, the Court or Judge may order substitutional service of any process or proceeding upon the company to be made by such publication as is deemed requisite to be made in the premises, for at least three weeks in at least one newspaper; and such publication shall be held to be due service upon the company of such process or proceeding. R. S., B. C., c. 44, s. 130.

Special and Limited Licences.

158. Any extra-provincial company may, upon complying with the requirements of this Act, apply for and obtain from the Registrar a licence under the provisions of this Act limited to and empowering it to acquire, hold and alienate land, and to loan and invest its moneys in land and other securities in the Province of British Columbia in manner and to the extent permitted by the charter and regulations of the company.

And such licence obtained by any such company shall be deemed to have ratified and confirmed all previous acts of the company, and shall be construed as if such licence had been granted before such company invested any money in this Province.

The fee payable in respect of such licence shall be

Registration of Extra-Provincial Companies.

159. Any other extra-provincial company, duly authorised by its charter and regulations to carry out or effect any of the purposes or objects to which the legislative authority of the Legislature of British Columbia extends, may register the company as a company under this Act on compliance with the provisions of this Part and on payment to the Registrar in respect of the several matters mentioned in the table marked B in the First Schedule hereto the several fees therein specified, and such company shall, subject to the provisions of the charter and regulations of the company, and of this Act, thereupon have the same powers and privileges in this Province as if incorporated under the provisions of this Act. R. S., B. C., c. 44, s. 132.

160. Any extra-provincial company desiring to become registered as a company under this Act as aforesaid may petition therefor under the common seal of the company, and with such petition shall file in the office of the Registrar—

- (a.) A true copy of the charter and regulations of the company, verified in manner satisfactory to the Registrar, and showing that the company by its charter has authority to carry on business in the Province of British Columbia:

- (b.) An affidavit or statutory declaration that the said company is still in existence and legally authorised to transact business under its charter;
- (c.) A duly executed power of attorney, under its common seal, empowering some person therein named and residing in the city or place where the head office of the company in this Province is situate, to act as its attorney and to sue and be sued, plead or be impleaded, in any Court, and generally, on behalf of such company and within the Province, to accept service of process and to receive all lawful notices, to issue and transfer shares or stock, and to do all acts and to execute all deeds and other instruments relating to the matters within the scope of the power of attorney and of the company to give to its attorney, and such company may from time to time, by a new or other power of attorney, executed and deposited as aforesaid, appoint another attorney within the Province for the purposes aforesaid to replace the attorney formerly appointed. The power of attorney may be according to a form approved of and provided by the Registrar;
- (d.) Notice of the place where the head office of the company without the Province is situate;
- (e.) Notice of the city, town, district or county in British Columbia where the head office of the company is proposed to be situate;
- (f.) The amount of the capital of the company; and
- (g.) The number of shares into which it is divided. R. S., B. C., c. 44, s. 133.

Powers of attorney
of extra-provincial
companies seeking
registration.

161. (1.) The Registrar may accept from any extra-provincial company, proceeding to obtain registration under the provisions of section 160 of this Act, a power of attorney which varies in substance from that called for by clause (c) of said section, in that it omits to empower the attorney named therein to issue and transfer shares or stock, upon its being shown to his satisfaction either that the company is not a public company, the shares or stock whereof are upon the market, or that although the company is a public company, and the shares or stock thereof are upon the market, yet that, either owing to the small quantity of the shares or stock of the company held in the Province, and to the fact that the company does not propose to place any of the shares or stock upon the market in the Province, or to the fact that the consent of the holders of shares or stock within the Province has been obtained, the preponderance of convenience is in favour of exempting the company from empowering their attorney in the manner specified:

- (a.) The certificate of registration issued to the company under the preceding provisions of this section shall state, after the

name, address and occupation of the attorney, that such attorney is not empowered to issue or transfer shares or stock:

(b.) The company shall thereupon be relieved from compliance with section 143 of this Act.

(2.) Any company which has heretofore filed a power of attorney empowering its attorney to issue and transfer shares and stock may have such power of attorney amended on summary application to the Registrar, and on satisfying him as aforesaid, and shall thereafter be relieved in manner aforesaid. The Registrar may direct the amendment to be given publicity in such manner as he may deem necessary. 1898, c. 13, s. 8.

162. The Registrar shall issue to any extra-provincial company registered under this Act a certificate of registration which shall set forth:—

Contents of certificate.

- (a.) The corporate name of the company;
- (b.) The place where the head office of the company is situate;
- (c.) The place where the head office of the company in this Province is situate;
- (d.) The name, address and occupation of the attorney of the company;
- (e.) The amount of the capital of the company;
- (f.) The number of shares in which it is divided, and the amount of each share;
- (g.) The time of the existence of the company, if incorporated for a limited period;
- (h.) In the case of a limited company, that the company is limited;
- (i.) In the case of a mining company, to which the non personal liability sections of this Act apply, that the liability of the members of the company is so specially limited;

and such certificate, together with a statement by the Registrar of the objects for which the company has been established and registered, shall be published at the expense of the company for four weeks—

- (j.) In the Gazette;
- (k.) In one newspaper published or circulating in the place where the head office of the company in British Columbia is situate; Publication.
- (l.) In one newspaper published or circulating in the district or locality where the company proposes to carry on business;

and such certificate shall be conclusive evidence of compliance with all the requirements of this Act.

And notice of the appointment of a new attorney, or of the company ceasing to carry on business in this Province, shall likewise be published for the time and in manner aforesaid. R. S., B. C., c. 44, s. 134; 1898, c. 13, s. 9; 1900, c. 5, s. 10.

Evidence of such registration.

163. The certificate of registration, or any copy thereof certified under the hand and seal of the Registrar, or a copy of the Gazette containing such certificate of registration, shall be sufficient evidence in any proceeding in any Court in this Province of the due registration of the company as aforesaid. R. S., B. C., c. 44, s. 135.

Substitutional service on such company.

164. If the power of attorney hereinbefore prescribed becomes invalid or ineffectual from any reason, or if other service cannot readily be effected, the Court or Judge may order substitutional service of any process or proceeding upon the company to be made by such publication as is deemed requisite to be made in the premises, for at least three weeks in at least one newspaper; and such publication shall be held to be due service upon the company of such process or proceeding. R. S., B. C., c. 44, s. 136.

Provision requiring all transactions of an unregistered company to conform to the laws of this Province.

165. No act, matter, disposition or thing affecting the corporate rights and property of the company within this Province, made, done or executed by any extra-provincial company entitled to registration only under this Part, although valid by the laws of the country or state under which such company is incorporated, or permissible under its original corporate powers, shall be of any force or effect, or enforceable by the company or any one on its behalf by action in any Court in this Province, unless such act, matter, disposition or thing be within the rights, powers and privileges granted by and done and exercised according to the provisions of this Act in that behalf. R. S., B. C., c. 44, s. 143.

Disabilities and Penalties.

Penalty for doing business without licence.

166. If any extra-provincial company shall, without being licensed or registered pursuant to this Part, carry on in the Province of British Columbia any part of its business, such extra-provincial company shall be liable to a penalty of fifty dollars for every day upon which it so carries on business, and so long as it remains unlicensed or unregistered under this Act it shall not be capable of maintaining any action, suit or other proceeding in any Court in British Columbia in respect of any contract made in whole or in part within this Province in the course of or in connection with its business, contrary to the requirements of this Part:

Provido.

Provided, however, that upon the granting or restoration of the licence or the issuance or restoration of the certificate of registration or the removal of any suspension of either the licence or the certificate, any action, suit or other proceeding may be maintained as if such licence or certificate had been granted or restored or such suspension removed before the institution of any such action, suit or other proceedings.

167. No extra-provincial company shall be capable of acquiring or holding lands or any interest therein in British Columbia, or registering any title thereto under the Land Registry Act, unless duly licensed or registered under this Act: Cannot hold land.

Provided, however, that the granting of a licence or certificate of registration shall operate as a removal of any disability under this section. Proviso.

168. If any company, firm, broker or other person acting as the agent or representative of or in any other capacity for an extra-provincial company not licensed or registered under this Act shall carry on any of its business contrary to the requirements of this Part, such company, firm, broker, agent or other person shall be liable to a penalty of twenty dollars for every day it, he or they shall so carry on such business. Penalty for agent of unlicensed or unregistered company carrying on business.

169. The Lieutenant-Governor in Council may, when or after a licence has been granted or a certificate issued, remit in whole or part any penalty incurred under this Act by the company receiving the licence or the certificate, or by any representative or agent thereof, and may also remit in whole or part the costs of any action or proceeding commenced for the recovery of any such penalty, and thereupon the whole or such part of the costs, as the case may be, shall not be recoverable. Power to remit penalties.

170. The penalties imposed by this Part shall be recoverable only by action at the suit of or brought with the written consent of the Attorney-General of British Columbia, and any action or proceeding to recover any such penalty shall be commenced within six months after the liability for such penalty has been incurred, and not afterwards. Penalties only recoverable by or with consent of Attorney-General.

PART VII.

PROCESS AGAINST UNREGISTERED FOREIGN COMPANIES.

171. In this Part the word "company" shall be construed to mean any unlicensed and unregistered extra-provincial company which has done, entered into or made any act, matter, contract or disposition giving to any person or company a right of action in any Court in this Province. R. S., B. C., c. 44, s. 146. Definition of "company" in this Part.

172. Any writ or summons, plaint, injunction or other legal proceeding duly issued at the instance or suit of any person by any competent Court of the Province, or officer of such Court, may be served as against the company by delivering the same at Victoria to the Registrar of the Supreme Court. R. S., B. C., c. 44, s. 147. 1897, c. 2, s. 147. Service of process on unregistered company.

Publication of such process.

173. It shall be the duty of such Registrar to cause to be inserted in the four regular issues of the Gazette, consecutively following the delivery of such process to him, a notice of such process with a memorandum of the date of delivery, stating generally the nature of the relief sought and the time limited and the place mentioned for entering an appearance. R. S., B. C., c. 44, s. 148.

When such service valid.

174. After such advertisement shall have appeared in such four issues, the delivery of such process to the Registrar as aforesaid shall be deemed, as against the defendant company, to be good and valid service of such process. R. S., B. C., c. 44, s. 149.

Procedure on entering up judgment against company.

175. In entering up, applying for or obtaining a judgment by default, or for the purpose of taking any proceeding consequent or following on such service, it shall not be necessary, so far as such service is concerned, to file any affidavit, but the plaintiff shall, instead thereof, file a copy of each of the four issues of the Gazette in which the advertisement shall have appeared: Provided, always, that when service of process shall have been effected as hereinbefore mentioned, the plaintiff shall and he is hereby required to prove the amount of the debt or damages claimed by him in manner following, that is to say: If the action shall have been brought in the Supreme Court, then before a jury, or before a Judge, or before the Registrar, as a Judge of the said Court may direct, or if the action shall have been brought in the County Court, before the County Court Judge; and the making of such proof shall be a condition precedent to the plaintiff obtaining judgment. R. S., B. C., c. 44, s. 150.

Averment in action against company.

176. In any action, suit or proceeding against the company, it shall not be necessary to aver in any pleading, or to adduce any evidence, that the company was organised or incorporated under the laws of any foreign state or jurisdiction, or that the company had power under its organisation or incorporation to make the contract or incur the liability in respect of which the action, suit or proceeding against the company shall be brought. R. S., B. C., c. 44, s. 151.

Act not to affect remedies against companies.

177. Nothing in this Part contained shall be deemed to limit, abridge or take away any legal right, recourse or remedy against a company not therein enacted or recognised, nor to absolve or lessen any obligation, rule or duty imposed by law on a company. R. S., B. C., c. 44, s. 152.

PART VIII.

WINDING UP.

Preliminary.

178. (1.) The winding up of a company may be either—

Modes of winding up.

- (a.) By the Court: or
- (b.) Voluntary: or
- (c.) Subject to the supervision of the Court.

(2.) The provisions of this Act with respect to winding up apply, unless the contrary appears, to the winding up of a company in any of those modes. [8 Ed. 7, c. 69, s. 122.]

Contributories.

179. (1.) In the event of a company being wound up, every present and past member shall, subject to the provisions of this section, be liable to contribute to the assets of the company to an amount sufficient for payment of its debts and liabilities and the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves, with the qualifications following, that is to say:—

Liability as contributory as present and past members.

- (a.) A past member shall not be liable to contribute if he has ceased to be a member for one year or upwards before the commencement of the winding up:
- (b.) A past member shall not be liable to contribute in respect of any debt or liability of the company contracted after he ceased to be a member:
- (c.) A past member shall not be liable to contribute unless it appears to the Court that the existing members are unable to satisfy the contributions required to be made by them in pursuance of this Act:
- (d.) In the case of a company limited by shares, no contribution shall be required from any member exceeding the amount (if any) unpaid on the shares in respect of which he is liable as a present or past member:
- (e.) In the case of a company limited by guarantee, no contribution shall be required from any member exceeding the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up:
- (f.) Nothing in this Act shall invalidate any provision contained in any policy of insurance or other contract whereby the liability of individual members on the policy or contract is restricted, or whereby the funds of the company are alone made liable in respect of the policy or contract:
- (g.) A sum due to any member of a company, in his character of a member, by way of dividends, profits or otherwise, shall not be deemed to be a debt of the company, payable

to that member in a case of competition between himself and any other creditor not a member of the company; but any such sum may be taken into account for the purpose of the final adjustment of the rights of the contributories among themselves.

(2.) In the winding up of a limited company, any director or manager, whether past or present, whose liability is, in pursuance of this Act, unlimited, shall, in addition to his liability (if any) to contribute as an ordinary member, be liable to make a further contribution as if he were, at the commencement of the winding up, a member of an unlimited company: Provided that—

- (a.) A past director or manager shall not be liable to make such further contribution if he has ceased to hold office for a year or upwards before the commencement of the winding up:
- (b.) A past director or manager shall not be liable to make such further contribution in respect of any debt or liability of the company contracted after he ceased to hold office:
- (c.) Subject to the articles of the company, a director or manager shall not be liable to make such further contribution unless the Court deems it necessary to require that contribution in order to satisfy the debts and liabilities of the company, and the costs, charges and expenses of the winding up.

(3.) In the winding up of a company limited by guarantee which has a share capital, every member of the company shall be liable, in addition to the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up, to contribute to the extent of any sums unpaid on any shares held by him. [8 Ed. 7, c. 69, s. 123.]

Definition of contributory.

180. The term "contributory" means every person liable to contribute to the assets of a company in the event of its being wound up, and, in all proceedings for determining and in all proceedings prior to the final determination of the persons who are to be deemed contributories, includes any person alleged to be a contributory. [8 Ed. 7, c. 69, s. 124.]

Nature of liability of contributory.

181. The liability of a contributory shall create a debt, of the nature of a specialty, accruing due from him at the time when his liability commenced, but payable at the times when calls are made for enforcing the liability. [8 Ed. 7, c. 69, s. 125.]

Contributories in case of death of member.

182. (1.) If a contributory dies either before or after he has been placed on the list of contributories, his personal representatives and his heirs and devisees shall be liable in a due course of administration to contribute to the assets of the company in discharge of his liability, and shall be contributories accordingly.

(2.) Where the personal representatives are placed on the list of contributories, the heirs or devisees need not be added.

(3.) If the personal representatives make default in paying any money ordered to be paid by them, proceedings may be taken for administering the personal and real estates of the deceased contributory, or either of them, and of compelling payment thereof of the money due. [8 Ed. 7, c. 69, s. 126.]

Winding up by Court.

183. The following sections of this Part shall apply to the winding up of all companies or associations incorporated by or under the authority of the Legislature of British Columbia, except those companies or associations wound up on the ground of the bankruptcy or insolvency of such company or association. Circumstances in which company may be wound up by Court.

184. A company may be wound up by the Court—

- (a.) If the company has by special resolution resolved that the company be wound up by the Court:
- (b.) If default is made in filing the statutory report or in holding the statutory meeting:
- (c.) If the company does not commence its business within a year from its incorporation, or suspends its business for a whole year:
- (d.) If the number of members is reduced, in the case of a private company, below two, or, in the case of any other company, below five:
- (e.) If the Court is of opinion that it is just and equitable that the company should be wound up. [8 Ed. 7, c. 69, s. 129.]

185. (1.) An application to the Court for the winding up of a company shall be by petition, presented subject to the provisions of this section either by the company, or by any contributory or contributories, or either of those parties, together or separately: Provided that— Provisions as to applications for winding up.

- (a.) A contributory shall not be entitled to present a petition for winding up a company unless—
 - (1.) Either the number of members is reduced, in the case of a private company, below two, or, in the case of any other company, below five; or
 - (2.) The shares in respect of which he is a contributory, or some of them, either were originally allotted to him or have been held by him and registered in his name for at least six months during the eighteen months before the commencement of the winding up, or have devolved on him through the death of a former holder: and
- (b.) A petition for winding up a company on the ground of default in filing the statutory report or in holding the statutory meeting shall not be presented by any person

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| | <p>except a shareholder, nor before the expiration of fourteen days after the last day on which the meeting ought to have been held.</p> <p>(2.) Where a company is being wound up voluntarily or subject to supervision, a petition may be presented by the liquidator, as well as by any other person authorised in that behalf under the other provisions of this section, but the Court shall not make a winding-up order on the petition unless it is satisfied that the voluntary winding up or winding up subject to supervision cannot be continued with due regard to the interests of the creditors or contributories. [8 Ed. 7, c. 69, s. 137.]</p> |
| Effect of winding up order. | <p>186. An order for winding up a company shall operate in favour of all the creditors and of all the contributories of the company. [8 Ed. 7, c. 69, s. 138.]</p> |
| Commencement of winding up by Court. | <p>187. A winding up of a company by the Court shall be deemed to commence at the time of the presentation of the petition for the winding up. [8 Ed. 7, c. 69, s. 139.]</p> |
| Power to stay or restrain proceedings against company. | <p>188. At any time after the presentation of a petition for winding up, and before a winding-up order has been made, the company, or any contributory, may—</p> <p>(a.) Where any action or proceeding against the company is pending in the Supreme Court or Court of Appeal, apply to the Court in which the action or proceeding is pending for a stay of proceedings therein: and</p> <p>(b.) Where any other action or proceeding is pending against the company, apply to the Court having jurisdiction to wind up the company to restrain further proceedings in the action or proceeding:</p> <p>and the Court to which application is so made may, as the case may be, stay or restrain the proceedings accordingly on such terms as it thinks fit. [8 Ed. 7, c. 69, s. 140.]</p> |
| Powers of Court on hearing petition. | <p>189. (1.) On hearing the petition the Court may dismiss it with or without costs, or adjourn the hearing conditionally or unconditionally, or make any interim order, or any other order that it deems just, but the Court shall not refuse to make a winding-up order on the ground only that the assets of the company have been mortgaged to an amount equal to or in excess of those assets, or that the company has no assets.</p> <p>(2.) Where the petition is presented on the ground of default in filing the statutory report or in holding the statutory meeting, the Court may order the costs to be paid by any persons who, in the opinion of the Court are responsible for the default. [8 Ed. 7, c. 69, s. 141.]</p> |
| Actions stayed on winding up order. | <p>190. When a winding-up order has been made, no action or proceeding shall be proceeded with or commenced against the company except by leave of the Court, and subject to such terms as the Court may impose. [8 Ed. 7, c. 69, s. 142.]</p> |

191. On the making of a winding-up order, a copy of the order must forthwith be forwarded by the company to the Registrar of Companies, who shall make a minute thereof in his books relating to the company. [8 Ed. 7, c. 69, s. 113.]

Copy of order to be forwarded to Registrar.

192. The Court may at any time after an order for winding up, and on proof to the satisfaction of the Court that all proceedings in relation to the winding up ought to be stayed, make an order staying the proceedings, either altogether or for a limited time, on such terms and conditions as the Court thinks fit. [8 Ed. 7, c. 69, s. 114.]

Power of Court to stay winding up.

193. The Court may, as to all matters relating to a winding up, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence. [8 Ed. 7, c. 69, s. 115.]

Court may have regard to wishes of creditors or contributories.

Liquidators.

194. (1.) For the purpose of conducting the proceedings in winding up a company and performing such duties in reference thereto as the Court may impose, the Court may appoint a liquidator or liquidators.

Appointment, remuneration and title of liquidators.

(2.) The Court may make such an appointment provisionally at any time after the presentation of a petition and before the making of an order for winding up:

- (a.) If a provisional liquidator is appointed before the making of a winding-up order, any fit person may be appointed;
- (b.) Such provisional liquidator shall promptly give notice of his appointment to the Registrar of Companies and give security in such amount as the Court may direct, to the satisfaction of the Registrar of the Court;
- (c.) When any person other than the provisional liquidator is afterwards appointed liquidator he shall not be capable of acting as liquidator until he has notified his appointment to the Registrar of Companies and given security in the prescribed manner to the satisfaction of the Registrar of the Court.

(3.) If more than one liquidator is appointed by the Court, the Court shall declare whether any act by this Act required or authorised to be done by the liquidator is to be done by all or any one or more of the persons appointed.

(4.) A liquidator appointed by the Court may resign or, on cause shown, be removed by the Court.

(5.) A vacancy in the office of a liquidator appointed by the Court shall be filled by the Court.

(6.) The liquidator shall receive such salary or remuneration by way of percentage or otherwise as the Court may direct; and, if more such persons than one are appointed liquidators, their remuneration shall be distributed among them in such proportions as the Court directs.

(7.) A liquidator shall be described by the style of the liquidator of the particular company in respect of which he is appointed, and not by his individual name.

(8.) The acts of a liquidator shall be valid notwithstanding any defects that may afterwards be discovered in his appointment or qualification. [8 Ed. 7, c. 69, s. 149.]

Custody of company's property.

195. (1.) In a winding up by the Court the liquidator shall take into his custody, or under his control, all the property and things in action to which the company is or appears to be entitled.

(2.) In a winding up by the Court, if and so long as there is no liquidator, all the property of the company shall be deemed to be in the custody of the Court. [8 Ed. 7, c. 69, s. 150.]

Powers of liquidator.

196. (1.) The liquidator in a winding up by the Court shall have power, with the sanction either of the Court or of the committee of inspection (if any)—

- (a.) To bring or defend any action or other legal proceeding in the name and on behalf of the company;
- (b.) To carry on the business of the company, so far as may be necessary for the beneficial winding up thereof;
- (c.) To employ a solicitor or other agent to take any proceedings or do any business which the liquidator is unable to take or do himself; but the sanction in this case must be obtained before the employment, except in cases of urgency, and in those cases it must be shown that no undue delay took place in obtaining the sanction.

(2.) The liquidator in a winding up by the Court shall have power—

- (a.) To sell the real and personal property and things in action of the company by public auction or private contract, with power to transfer the whole thereof to any person or company, or to sell the same in parcels;
- (b.) To do all acts and to execute, in the name and on behalf of the company, all deeds, receipts and other documents, and for that purpose to use, when necessary, the company's seal;
- (c.) To prove, rank and claim in the distribution of the estate of any contributory, for any balance against his estate, and to receive dividends in such distribution in respect of that balance, as a separate debt due from the estate of the contributory, and rateably with the other separate creditors;
- (d.) To draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the company, with the same effect with respect to the liability of the company as if the bill or note had been drawn, accepted, made or indorsed by or on behalf of the company in the course of its business;

(e.) To raise on the security of the assets of the company any money requisite:

(f.) To take out in his official name letters of administration to any deceased contributory, and to do in his official name any other act necessary for obtaining payment of any money due from a contributory or his estate which cannot be conveniently done in the name of the company; and in all such cases the money due shall, for the purpose of enabling the liquidator to take out the letters of administration or recover the money, be deemed to be due to the liquidator himself:

(g.) To do all such other things as may be necessary for winding up the affairs of the company and distributing its assets.

(3.) The exercise by the liquidator of the powers conferred by this section shall be subject to the control of the Court, and any creditor or contributory may apply to the Court with respect to any exercise or proposed exercise of any of those powers.

(4.) Where a liquidator is provisionally appointed by the Court, the Court may limit and restrict his powers by the order appointing him. [8 Ed. 7, c. 69, s. 151.]

197. (1.) When a winding-up order has been made by the Court, the liquidator shall summon separate meetings of the creditors and contributories of the company for the purpose of—

Meetings of creditors and contributories in winding up.

(a.) Determining whether or not an application is to be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

(2.) The Court may make an appointment and order required to give effect to any such determination, and, if there is a difference between the determinations of the meetings of the creditors and contributories in respect of any of the matters mentioned in the foregoing provisions of this section, the Court shall decide the difference and make such order thereon as the Court may think fit. [8 Ed. 7, c. 69, s. 152.]

198. (1.) Every liquidator of a company which is being wound up by the Court shall, in such manner and at such times as the Court may direct, pay the money received by him into some chartered bank.

Payments of liquidator in winding up into bank.

(2.) If any such liquidator at any time retains for more than ten days a sum not exceeding two hundred and fifty dollars, or such other amount as the Court in any particular case authorise him to retain, then, unless he explains the retention to the satisfaction of the Court, he shall pay interest on the amount so retained in excess at the lawful rate per annum, and shall be liable to disallowance of all or such part of his remuneration as the Court may think just, and to be removed from his office by the Court, and shall pay any expenses occasioned by reason of his default.

(3.) A liquidator of a company which is being wound up by the Court shall not pay any sums received by him as liquidator into his private banking account. [8 Ed. 7, c. 69, s. 154.]

Audit of liquidator's accounts in winding up.

199. (1.) Every liquidator of a company which is being wound up by the Court shall, at such times as may be prescribed but not less than twice in each year during his tenure of office, send to the Registrar of the Court an account of his receipts and payments as liquidator.

(2.) The account shall be in a prescribed form, shall be made in duplicate, and shall be verified by a statutory declaration in the prescribed form.

(3.) The Court shall cause the account to be audited, and for the purpose of the audit the liquidator shall furnish the auditor with such vouchers and information as he may require, and the auditor may at any time require the production of and inspect any books or accounts kept by the liquidator.

(4.) When the account has been audited, one copy thereof shall be filed with the Court, and such copy shall be open to the inspection of any creditor, or of any person interested.

(5.) The auditor shall cause the account when audited or a summary thereof to be printed, and shall send a printed copy of the account or summary by post to every creditor and contributory. [8 Ed. 7, c. 69, s. 155.]

Books to be kept by liquidator in winding up.

200. Every liquidator of a company which is being wound up by the Court shall keep, in manner prescribed, proper books in which he shall cause to be made entries or minutes of proceedings at meetings, and of such other matters as may be prescribed, and any creditor or contributory may, subject to the control of the Court, personally or by his agent inspect any such books. [8 Ed. 7, c. 69, s. 156.]

Release of liquidators.

201. (1.) When the liquidator of a company which is being wound up by the Court has realised all the property of the company, or so much thereof as can, in his opinion, be realised without needlessly protracting the liquidation, and has distributed a final dividend (if any) to the creditors and adjusted the rights of the contributories among themselves, and make a final return (if any) to the contributories, or has resigned or has been removed from his office, the Court shall, on his application, cause a report on his accounts to be prepared, and, on his complying with all the requirements of this Act, shall take into consideration the report, and any objection which may be urged by any creditor, or contributory or person interested against the release of the liquidator, and shall either grant or withhold the release accordingly.

(2.) Where the release of a liquidator is withheld, the Court may, on the application of any creditor or contributory, or person interested, make such order as it thinks just, charging the liquidator with the consequences of any act or default which he may have done or made contrary to his duty.

(3.) An order of the Court releasing the liquidator shall discharge him from all liability in respect of any act done or default made by him in the administration of the affairs of the company, or otherwise in relation to his conduct as liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact, or may be reversed on appeal to the Court of Appeal.

(4.) Where the liquidator has not previously resigned or been removed, his release shall operate as a removal of him from his office. [8 Ed. 7, c. 69, s. 157.]

202. (1.) Subject to the provisions of this Act, the liquidator of a company which is being wound up by the Court shall, in the administration of the assets of the company and in the distribution thereof among its creditors, have regard to any directions that may be given by resolution of the creditors or contributories at any general meeting, or by the committee of inspection, and any directions given by the creditors or contributories at any general meeting shall, in case of conflict, be deemed to override any directions given by the committee of inspection.

Exercise and control of liquidator's powers.

(2.) The liquidator may summon general meetings of the creditors or contributories for the purpose of ascertaining their wishes, and it shall be his duty to summon meetings at such times as the creditors or contributories, by resolution, either at the meeting appointing the liquidator or otherwise, may direct, or whenever requested in writing to do so by one-tenth in value of the creditors or contributories, as the case may be.

(3.) The liquidator may apply to the Court in manner prescribed for directions in relation to any particular matter arising under the winding up.

(4.) Subject to the provisions of this Act, the liquidator shall use his own discretion in the management of the estate and its distribution among the creditors.

(5.) If any person is aggrieved by any act or decision of the liquidator, that person may apply to the Court, and the Court may confirm, reverse or modify the act or decision complained of, and make such order in the premises as it thinks just. [8 Ed. 7, c. 69, s. 158.]

203. (1.) The Court shall take cognizance of the conduct of liquidators of companies which are being wound up by the Court, and, if a liquidator does not faithfully perform his duties and duly

Control of Court over liquidators.

observe all the requirements imposed on him by statute, rules or otherwise with respect to the performance of his duties, or if any complaint is made to the Court by any creditor or contributory in regard thereto, the Court shall inquire into the matter, and take such action thereon as it may be deemed expedient.

(2.) The Court may at any time require any liquidator of a company which is being wound up by the Court to answer any inquiry in relation to any winding up in which he is engaged, and may, if thought fit, order his examination on oath before the Registrar or any special examiner appointed by the Court concerning the winding up.

(3.) The Court may also direct a local investigation to be made of the books and vouchers of the liquidator. [8 Ed. 7, c. 69, s. 159.]

Committee of Inspection, Special Manager, Receiver.

Committee of inspection in winding up.

204. (1.) A committee of inspection appointed in pursuance of this Act shall consist of creditors and contributories of the company or persons holding general powers of attorney from creditors or contributories in such proportions as may be agreed on by the meetings of creditors and contributories, or as, in case of difference, may be determined by the Court.

(2.) The committee shall meet at such times as they from time to time appoint, and, failing such appointment, at least once a month; and the liquidator or any member of the committee may also call a meeting of the committee as and when he thinks necessary.

(3.) The committee may act by a majority of their members present at a meeting, but shall not act unless a majority of the committee are present.

(4.) Any member of the committee may resign by notice in writing signed by him and delivered to the liquidator.

(5.) If a member of the committee becomes insolvent, compounds or arranges with his creditors, or is absent from five consecutive meetings of the committee without the leave of those members who together with himself represent the creditors or contributories, as the case may be, his office shall thereupon become vacant.

(6.) Any member of the committee may be removed by an ordinary resolution at a meeting of creditors (if he represents creditors) or of contributories (if he represents contributories), of which seven days' notice has been given, stating the object of the meeting.

(7.) On a vacancy occurring in the committee the liquidator shall forthwith summon a meeting of creditors or of contributories, as the case may require, to fill the vacancy, and the meeting may, by resolution, reappoint the same or appoint another creditor or contributory to fill the vacancy.

(8.) The continuing members of the committee, if not less than two, may act notwithstanding any vacancy in the committee.

(9.) If there is no committee of inspection, any act or thing or any direction or permission by this Act authorised or required to be done or given by the committee may be done or given by the Court on the application of the liquidator. [8 Ed. 7, c. 69, c. 148.]

205. (1.) The liquidator of a company, whether provisionally or otherwise, may, if satisfied that the nature of the estate or business of the company, or the interests of the creditors or contributories generally, require the appointment of a special manager of the estate or business of the company other than himself, apply to the Court to, and the Court may on such application, appoint a special manager thereof to act during such time as the Court may direct, with such powers, including any of the powers of a receiver or manager, as may be intrusted to him by the Court.

Power to appoint special manager.

(2.) The special manager shall give such security and account in such manner as the Court may direct:

(3.) And shall receive such remuneration as may be fixed by the Court. [8 Ed. 7, c. 69, s. 161.]

Ordinary Powers of Court.

206. (1.) As soon as may be after making a winding-up order, the Court shall settle a list of contributories, with power to rectify the register of members in all cases where rectification is required in pursuance of this Act, and shall cause the assets of the company to be collected and applied in discharge of its liabilities.

Settlement of list of contributories and application of assets.

(2.) In settling the list of contributories, the Court shall distinguish between persons who are contributories in their own right and persons who are contributories as being representatives of or liable to the debts of others. [8 Ed. 7, c. 69, s. 163.]

207. The Court may, at any time after making a winding-up order, require any contributory for the time being settled on the list of contributories, and any trustee, receiver, banker, agent or officer of the company, to pay, deliver, convey, surrender or transfer forthwith, or within such time as the Court directs, to the liquidator any money, property or books and papers in his hands to which the company is *primâ facie* entitled. [8 Ed. 7, c. 69, s. 164.]

Power to require delivery of property.

208. (1.) The Court may, at any time after making a winding-up order, make an order on any contributory for the time being settled on the list of contributories to pay, in manner directed by the order, any money due from him or from the estate of the person whom he represents to the company, exclusive of any money payable by him or the estate by virtue of any call in pursuance of this Act.

Power to order payment of debts by contributory.

(2.) The Court in making such an order may, in the case of an unlimited company, allow to the contributory by way of set-off any money due to him, or to the estate which he represents, from the company on any independent dealing or contract with the company, but not any money due to him as a member of the company in

respect of any dividend or profit; and may, in the case of a limited company, make to any director or manager whose liability is unlimited or to his estate the like allowance.

(3.) But in the case of any company, whether limited or unlimited, when all the creditors are paid in full, any money due on any account whatever to a contributory from the company may be allowed to him by way of set-off against any subsequent call. [8 Ed. 7, c. 69, s. 165.]

Power of Court to make calls.

209. (1.) The Court may, at any time after making a winding-up order, and either before or after it has ascertained the sufficiency thereof by all or any of the contributories for the time being settled on the list of the contributories to the extent of their liability, for payment of any money which the Court considers necessary to satisfy the debts and liabilities of the company, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

(2.) In making a call the Court may take into consideration the probability that some of the contributories may partly or wholly fail to pay the call. [8 Ed. 7, c. 69, s. 166.]

Power to order payment into bank.

210. (1.) The Court may order any contributory, purchaser or other person from whom money is due to the company to pay the same into some chartered bank to the account of the liquidator instead of to the liquidator, and any such order may be enforced in the same manner as if it had directed payment to the liquidator.

(2.) All moneys and securities paid or delivered into any bank or any branch thereof in the event of a winding up by the Court shall be subject in all respects to the orders of the Court. [8 Ed. 7, c. 69, s. 167.]

Order on contributory conclusive evidence.

211. (1.) An order made by the Court on a contributory shall (subject to any right of appeal) be conclusive evidence that the money (if any) thereby appearing to be due or ordered to be paid is due.

(2.) All other pertinent matters stated in the order shall be taken to be truly stated as against all persons, and in all proceedings, except proceedings against the real estate of a deceased contributory, in which case the order shall be only *prima facie* evidence for the purpose of charging his real estate, unless his heirs or devisees were on the list of contributories at the time of the order being made. [8 Ed. 7, c. 69, s. 168.]

Power to exclude creditors not proving in time.

212. The Court may fix a time or times within which creditors are to prove their debts or claims, or to be excluded from the benefit of any distribution made before those debts are proved. [8 Ed. 7, c. 69, s. 169.]

Adjustment of rights of contributories.

213. The Court shall adjust the rights of the contributories among themselves, and distribute any surplus among the persons entitled thereto. [8 Ed. 7, c. 69, s. 170.]

214. The Court may, in the event of the assets being insufficient to satisfy the liabilities, make an order as to the payment out of the assets of the costs, charges and expenses incurred in the winding up in such order of priority as the Court thinks just. [8 Ed. 7, c. 69, s. 171.]

Power to order costs.

215. (1.) When the affairs of a company have been completely wound up, the Court shall make an order that the company be dissolved from the date of the order, and the company shall be dissolved accordingly.

Dissolution of company.

(2.) The order shall be reported by the liquidator to the Registrar of Companies, who shall make in his books a minute of the dissolution of the company.

(3.) If the liquidator makes default in complying with the requirements of this section, he shall be liable to a fine not exceeding twenty-five dollars for every day during which he is in default. [8 Ed. 7, c. 69, s. 172.]

216. General rules may be made for enabling or requiring all or any of the powers and duties conferred and imposed on the Court by this Act, in respect of the matters following, to be exercised or performed by the liquidator as an officer of the Court and subject to the control of the Court; that is to say, the powers and duties of the Court in respect of—

Delegation to liquidator of certain powers of Court.

- (a.) Holding and conducting meetings to ascertain the wishes of creditors and contributories:
- (b.) Settling lists of contributories and rectifying the register of members where required, and collecting and applying the assets:
- (c.) Requiring delivery of property or documents to the liquidator:
- (d.) Making calls:
- (e.) Fixing a time within which debts and claims must be proved:

Provided that the liquidator shall not, without the special leave of the Court, rectify the register of members, and shall not make any call without either the special leave of the Court or the sanction of the committee of inspection. [8 Ed. 7, c. 69, s. 173.]

Extraordinary Powers of Court.

217. (1.) The Court may, after it has made a winding-up order, summon before it any officer of the company or person known or suspected to have in his possession any property of the company or supposed to be indebted to the company, or any person whom the Court deems capable of giving information concerning the trade, dealings, affairs or property of the company.

Power to summon persons suspected of having property of company.

(2.) The Court may examine him on oath concerning the same, either by word of mouth or on written interrogatories, and may reduce his answers to writing and require him to sign them.

(3) The Court may require him to produce any books and papers in his custody or power relating to the company; but, where he claims any lien on books or papers produced by him, the production shall be without prejudice to that lien, and the Court shall have jurisdiction in the winding up to determine all questions relating to that lien.

(4) If any person so summoned, after being tendered a reasonable sum for his expenses, refuses to come before the Court at the time appointed, not having a lawful impediment (made known to the Court at the time of its sitting, and allowed by it), the Court may cause him to be apprehended and brought before the Court for examination. [8 Ed. 7, c. 69, s. 174.]

Power to order public examination of promoters, directors, etc.

218. (1.) When an order has been made for winding up a company by the Court, and the liquidator has made report under this Act stating that in his opinion a fraud has been committed by any person in the promotion or formation of the company, or by any director or other officer of the company in relation to the company since its formation, the Court may, after consideration of the report, direct that any person who has taken any part in the promotion or formation of the company, or has been a director or officer of the company, shall attend before the Court on a day appointed by the Court for that purpose and be publicly examined as to the promotion or formation or the conduct of the business of the company, or as to his conduct and dealings as director or officer thereof.

(2.) The liquidator and any creditor or contributory may take part in the examination, either personally or by solicitor or counsel.

(3.) The Court may put such questions to the person examined as the Court thinks fit.

(4.) The person examined shall be examined on oath, and shall answer all such questions as the Court may put or allow to be put to him.

(5.) A person ordered to be examined under this section shall at his own cost, before his examination, be furnished with a copy of the liquidator's report, and may at his own cost employ a solicitor with or without counsel, who shall be at liberty to examine him for the purpose of enabling him to explain or qualify any answers given by him: Provided that if he is, in the opinion of the Court, exculpated from any charges made or suggested against him, the Court may allow him such costs as in its discretion it may think fit.

(6.) Notes of the examination shall be taken down either in shorthand or in writing, and shall be read over to or by, and signed by, the person examined, and may thereafter be used in evidence against him, and shall be open to the inspection of any creditor or contributory at all reasonable times.

(7.) The Court may, if it thinks fit, adjourn the examination from time to time.

(8.) An examination under this section may, if the Court so directs, and subject to general rules, be held before any officer of the Court being a Registrar, or before any District Registrar of the Court named for the purpose, and the powers of the Court under this section as to the conduct of the examination, but not as to costs, may be exercised by the person before whom the examination is held. [8 Ed. 7, c. 69, s. 175.]

219. The Court, at any time either before or after making a winding-up order, on proof of probable cause for believing that a contributory is about to quit the Province of British Columbia, or otherwise to abscond or to remove or conceal any of his property for the purpose of evading payment of calls or of avoiding examination respecting the affairs of the company, may cause the contributory to be arrested, and his books and papers and movable personal property to be seized, and him and them to be safely kept until such time as the Court may order. [8 Ed. 7, c. 69, s. 176.]

Power to arrest absconding contributory.

220. Any powers by this Act conferred on the Court shall be in addition to and not in restriction of any existing powers of instituting proceedings against any contributory or debtor of the company, or the estate of any contributory or debtor, for the recovery of any call or other sums. [8 Ed. 7, c. 69, s. 177.]

Powers of Court cumulative.

Enforcement of and Appeal from Orders.

221. Orders made by the Court under this Act may be enforced in the same manner as orders made in any action pending therein. [8 Ed. 7, c. 69, s. 178.]

Power to enforce orders.

222. Subject to Rules of Court, an appeal from any order or decision made or given in the winding up of a company by the Court under this Act shall lie in the same manner and subject to the same conditions as an appeal from any order or decision of the Court in cases within its ordinary jurisdiction. [8 Ed. 7, c. 69, s. 181 (part).]

Appeals from order.

Voluntary Winding Up.

223. A company may be wound up voluntarily—

- (1.) When the period (if any) fixed for the duration of the company by the Act, charter or instrument of incorporation has expired; or when the event (if any) has occurred, upon the occurrence of which it is provided by the Act or charter or instrument of incorporation that the company is to be dissolved, and the company in general meeting has passed a resolution requiring the company to be wound up;
- (2.) If the company resolves by special resolution that the company be wound up voluntarily;
- (3.) If the company, although it may be solvent as respects creditors, resolves by extraordinary resolution to the effect that it cannot by reason of its liabilities continue its business, and that it is advisable to wind up. [8 Ed. 7, c. 69, s. 182.]

Circumstances in which company may be wound up voluntarily.

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| Commencement of voluntary winding up. | <p>224. A voluntary winding up shall be deemed to commence at the time of the passing of the resolution authorising the winding up. [8 Ed. 7, c. 69, s. 183.]</p> |
| Effect of voluntary winding up on status of company. | <p>225. When a company is wound up voluntarily, the company shall, from the commencement of the winding up, cease to carry on its business, except so far as may be required for the beneficial winding up thereof:</p> <p>Provided that the corporate state and corporate powers of the company shall, notwithstanding anything to the contrary in its articles, continue until it is dissolved. [8 Ed. 7, c. 69, s. 184.]</p> |
| Notice of resolution to wind up voluntarily. | <p>226. When a company has resolved by special or extraordinary resolution to wind up voluntarily, it shall give notice of the resolution by advertisement in the Gazette. [8 Ed. 7, c. 69, s. 185.]</p> |
| Consequences of voluntary winding up. | <p>227. The following consequences shall ensue on the voluntary winding up of the company:—</p> <ul style="list-style-type: none"> (a.) The property of the company shall be applied in satisfaction of its liabilities <i>pari passu</i>, and, subject thereto, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the company: (b.) The company in general meeting shall appoint one or more liquidators for the purpose of winding up the affairs and distributing the assets of the company, and may fix the remuneration to be paid to him or them: (c.) On the appointment of a liquidator all the powers of the directors shall cease, except so far as the company in general meeting, or the liquidator, sanctions the continuance thereof: (d.) The liquidator may, without the sanction of the Court, exercise all powers by this Act given to the liquidator in a winding up by the Court: (e.) The liquidator may exercise the powers of the Court under this Act of settling a list of contributories, and of making calls, and shall pay the debts of the company, and adjust the rights of the contributories among themselves: (f.) The list of contributories shall be <i>prima facie</i> evidence of the liability of the persons named therein to be contributories: (g.) When several liquidators are appointed, every power hereby given may be exercised by such one or more of them as may be determined at the time of their appointment, or in default of such determination by any number not less than two: (h.) If from any cause whatever there is no liquidator acting, the Court may, on the application of a contributory, appoint a liquidator: |

(i.) The Court may, on cause shown, remove a liquidator, and appoint another liquidator. [8 Ed. 7, c. 69, s. 186.]

228. (1.) The liquidator in a voluntary winding up shall, within twenty-one days after his appointment, file with the Registrar of Companies a notice of his appointment in the form prescribed. - Notice by liquidator of his appointment.

(2.) If the liquidator fails to comply with the requirements of this section, he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues. [8 Ed. 7, c. 69, s. 187.]

229. (1.) Every liquidator appointed by a company in a voluntary winding up shall, within seven days from his appointment, send notice by post to all persons who appear to him to be creditors of the company that a meeting of the creditors of the company will be held on a date, not being less than fourteen nor more than twenty-one days after his appointment, and at a place and hour, to be specified in the notice, and shall also advertise notice of the meeting once in the Gazette and once at least in two local newspapers circulating in the district where the registered office or principal place of business of the company was situate. Rights of creditors in a voluntary winding up.

(2.) At the meeting to be held in pursuance of the foregoing provisions of this section the creditors shall determine whether an application shall be made to the Court for the appointment of any person as liquidator in the place of or jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection, and, if the creditors so resolve, an application may be made accordingly to the Court at any time, not later than fourteen days after the date of the meeting, by any creditor appointed for the purpose of the meeting.

(3.) On any such application the Court may make an order either for the removal of the liquidator appointed by the company and for the appointment of some other person as liquidator or for the appointment of some other person to act as liquidator jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection either together with or without any such appointment of a liquidator, or such other order as, having regard to the interests of the creditors and contributories of the company, may seem just.

(4.) No appeal shall lie from any order of the Court upon an application under this section.

(5.) The Court shall make such order as to the costs of the application as it may think fit, and if it is of opinion that, having regard to the interests of the creditors in the liquidation, there were reasonable grounds for the application, may order the costs of the application to be paid out of the assets of the company, notwithstanding that the application is dismissed or otherwise disposed of adversely to the applicant. [8 Ed. 7, c. 69, s. 188.]

Power to fill vacancy in office of liquidator.

230. (1.) If a vacancy occurs by death, resignation or otherwise in the office of liquidator appointed by the company in a voluntary winding up, the company in general meeting may, subject to any arrangement with its creditors, fill the vacancy.

(2.) For that purpose a general meeting may be convened by any contributory or, if there were more liquidators than one, by the continuing liquidators.

(3.) The meeting shall be held in manner prescribed by the articles, or in such manner as may, on application by any contributory or by the continuing liquidators, be determined by the Court. [8 Ed. 7, c. 69, s. 189.]

Delegation of authority to appoint liquidators.

231. (1.) A company about to be, or in course of being, wound up voluntarily may, by extraordinary resolution, delegate to its creditors, or to any committee of them, the power of appointing liquidators or any of them, and of supplying vacancies among the liquidators, or enter into any arrangement with respect to the powers to be exercised by the liquidators, and the manner in which they are to be exercised.

(2.) Any act done by creditors in pursuance of any such delegated power shall have the same effect as if it had been done by the company. [8 Ed. 7, c. 69, s. 190.]

Arrangement when binding on creditors.

232. (1.) Any arrangement entered into between a company about to be, or in the course of being, wound up voluntarily and its creditors shall, subject to any right of appeal under this section, be binding on the company if sanctioned by any extraordinary resolution, and on the creditors if acceded to by three-fourths in number and value of the creditors.

(2.) Any creditor or contributory may, within three weeks from the completion of the arrangement, appeal to the Court against it, and the Court may thereupon, as it thinks just, amend, vary or confirm the arrangement. [8 Ed. 7, c. 69, s. 191.]

Power of liquidator to accept shares, etc., as consideration for sale of property of company.

233. (1.) Where a company is proposed to be, or is in course of being, wound up altogether voluntarily, and the whole or part of its business or property is proposed to be transferred or sold to another company (in this section called "the transferee company"), the liquidator of the first-mentioned company (in this section called "the transferor company") may, with the sanction of a special resolution of that company, conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, receive in compensation or part compensation for the transfer or sale, shares, policies or other like interests in the transferee company, for distribution among the members of the transferor company, or may enter into any other arrangement whereby the members of the transferor company may, in lieu of receiving cash, shares, policies or other like interests, or in addition thereto, participate in the profits of or receive any other benefit from the transferee company.

(2.) Any sale or arrangement in pursuance of this section shall be binding on the members of the transferor company.

(3.) If any member of the transferor company who did not vote in favour of the special resolution at either of the meetings held for passing and confirming the same expresses his dissent therefrom in writing addressed to the liquidator, and left at the registered office of the company within seven days after the confirmation of the resolution, he may require the liquidator either to abstain from carrying the resolution into effect, or to purchase his interest at a price to be determined by agreement or by arbitration in manner provided by this section.

(4.) If the liquidator elects to purchase the member's interest, the purchase money must be paid before the company is dissolved, and be raised by the liquidator in such manner as may be determined by special resolution.

(5.) A special resolution shall not be invalid for the purposes of this section by reason that it is passed before or concurrently with a resolution for winding up the company, or for appointing liquidators; but, if an order is made within a year for winding up the company by or subject to the supervision of the Court, the special resolution shall not be valid unless sanctioned by the Court.

(6.) For the purpose of an arbitration under this section the provisions of the "Companies' Clauses Act, 1897," with respect to the settlement of disputes by arbitration shall be incorporated with this Act, and in the construction of those provisions this Act shall be deemed to be the special Act and "the company" shall mean the transferor company, and any appointment by the said incorporated provisions directed to be made under the hand of the secretary, or any two of the directors, may be made under the hand of the liquidator, or, if there is more than one liquidator, then of any two or more of the liquidators. [8 Ed. 7, c. 69, s. 192.]

234. (1.) Where a company is being wound up voluntarily, the liquidator or any contributory or creditor may apply to the Court to determine any question arising in the winding up, or to exercise, as respects the enforcing of calls, or any other matter, all or any of the powers which the Court might exercise if the company were being wound up by the Court. Power to apply to Court.

(2.) The Court, if satisfied that the determination of the question or the required exercise of power will be just and beneficial, may accede wholly or partially to the application on such terms and conditions as the Court thinks fit, or may make such other order on the application as the Court thinks just. [8 Ed. 7, c. 69, s. 193.]

235. (1.) Where a company is being wound up voluntarily, the liquidator may summon general meetings of the company for the purpose of obtaining the sanction of the company by special or extraordinary resolution, or for any other purposes he may think fit. Power of liquidator to call general meeting.

(2.) In the event of the winding up continuing for more than one year, the liquidator shall summon a general meeting of the company at the end of the first year from the commencement of the winding up, and of each succeeding year, or as soon thereafter as may be convenient, and shall lay before the meeting an account of his acts and dealings and of the conduct of the winding up during the preceding year. [8 Ed. 7, c. 69, s. 194.]

Final meeting and dissolution.

236. (1.) In the case of every voluntary winding up, as soon as the affairs of the company are fully wound up, the liquidator shall make up an account of the winding up, showing how the winding up has been conducted and the property of the company has been disposed of; and thereupon shall call a general meeting of the company for the purpose of laying before it the account, and giving any explanation thereof.

(2.) The meeting shall be called by advertisement in the Gazette, specifying the time, place and object thereof, and published continuously for one month at least before the meeting.

(3.) Within one week after the meeting, the liquidator shall make a return to the Registrar of Companies of the holding of the meeting and of its date, and in default of so doing shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

(4.) The Registrar on receiving the return shall forthwith register it, and on the expiration of three months from the registration of the return the company shall be deemed to be dissolved:

Provided that the Court may, on the application of the liquidator or of any other person who appears to the Court to be interested, make an order deferring the date at which the dissolution of the company is to take effect for such time as the Court thinks fit.

(5.) It shall be the duty of the person on whose application an order of the Court under this section is made, within seven days after the making of the order, to file with the Registrar an office copy of the order, and if that person fails so to do he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues. [8 Ed. 7, c. 69, s. 195.]

Costs of voluntary liquidation.

237. All costs, charges and expenses properly incurred in the voluntary winding up of a company, including the remuneration of the liquidator, shall be payable out of the assets of the company in priority to all other claims. [8 Ed. 7, c. 69, s. 196.]

Saving for rights of creditors and contributories.

238. The voluntary winding up of a company shall not bar the right of any creditor or contributory to have it wound up by the Court, if the Court is of opinion that the rights of the creditor or that the rights of the contributories will be prejudiced by a voluntary winding up. [8 Ed. 7, c. 69, s. 197.]

239. Where a company is being wound up voluntarily, and an order is made for winding up by the Court, the Court may, if it thinks fit, by the same or any subsequent order, provide for the adoption of all or any of the proceedings in the voluntary winding up. [8 Ed. 7, c. 69, s. 198.]

Power of Court to adopt proceedings of voluntary winding up.

Winding Up subject to Supervision of Court.

240. When a company has by special or extraordinary resolution resolved to wind up voluntarily, the Court may make an order that the voluntary winding up shall continue, but subject to such supervision of the Court, and with such liberty for creditors, contributories, or others to apply to the Court, and generally on such terms and conditions as the Court thinks just. [8 Ed. 7, c. 69, s. 199.]

Power to order winding up subject to supervision.

241. A petition for the continuance of a voluntary winding up subject to the supervision of the Court shall, for the purpose of giving jurisdiction to the Court over actions, be deemed to be a petition for winding up by the Court. [8 Ed. 7, c. 69, s. 200.]

Effect of petition for winding up subject to supervision.

242. The Court may, in deciding between a winding up by the Court and a winding up subject to supervision, in the appointment of liquidators, and in all other matters relating to the winding up subject to supervision, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence. [8 Ed. 7, c. 69, s. 201.]

Court may have regard to wishes of creditors and contributories.

243. (1.) Where an order is made for a winding up subject to supervision, the Court may, by the same or any subsequent order, appoint any additional liquidator.

Power for Court to appoint or remove liquidators.

(2.) A liquidator appointed by the Court under this section shall have the same powers, be subject to the same obligations, and in all respects stand in the same position as if he had been appointed by the company.

(3.) The Court may remove any liquidator so appointed by the Court or any liquidator continued under the supervision order and fill any vacancy occasioned by the removal, or by death or resignation. [8 Ed. 7, c. 69, s. 202.]

244. (1.) Where an order is made for a winding up subject to supervision, the liquidator may, subject to any restrictions imposed by the Court, exercise all his powers, without the sanction or intervention of the Court, in the same manner as if the company were being wound up altogether voluntarily.

Effect of supervision order.

(2.) An order for a winding up subject to supervision shall for all purposes, including the staying of actions and other proceedings, the making and enforcement of calls, and the exercise of all other powers, be deemed to be an order for winding up by the Court. [8 Ed. 7, c. 69, s. 203.]

Supplemental Provisions.

Avoidance of transfers, etc., after commencement of winding up.

245. (1.) In the case of voluntary winding up, every transfer of shares, except transfers made to or with the sanction of the liquidator, and every alteration in the status of the members of the company made after the commencement of the winding up, shall be void.

(2.) In the case of a winding up by or subject to the supervision of the Court, every disposition of the property (including things in action) of the company, and every transfer of shares or alteration in the status of its members, made after the commencement of the winding up, shall, unless the Court otherwise orders, be void. [8 Ed. 7, c. 69, s. 205.]

Debts of all descriptions to be proved.

246. In every winding up under this Act, all debts payable on a contingency, and all claims against the company, present or future, certain or contingent, ascertained or sounding only in damages, shall be admissible to proof against the company, a just estimate being made, so far as possible, of the value of such debts or claims as may be subject to any contingency or sound only in damages, or for some other reason do not bear a certain value. [8 Ed. 7, c. 69, s. 206.]

Preferential payments.

247. (1.) In a winding up there shall be paid in priority to all other debts—

- (a.) All assessed taxes, rates, land tax, property or income tax assessed on the company up to the first day of January next before that date, and not exceeding in the whole one year's assessment:
- (b.) All wages or salary of any clerk or servant in respect of services rendered to the company during three months before the said date, not exceeding two hundred and fifty dollars: and
- (c.) All wages of any workman or labourer, whether payable for time or for piece work, in respect of services rendered to the company during three months before the said date: and
- (d.) Unless the company is being wound up voluntarily merely for the purposes of reconstruction or of amalgamation with another company, all amounts (not exceeding in any individual case five hundred dollars) due in respect of compensation under the "Workmen's Compensation Act, 1902."

(2.) The foregoing debts shall—

- (a.) Rank equally among themselves and be paid in full, unless the assets are insufficient to meet them, in which case they shall abate in equal proportions: and
- (b.) In so far as the assets of the company available for payment of general creditors are insufficient to meet them have priority over the claims of holders of debentures under

any floating charge created by the company; and be paid accordingly out of any property comprised in or subject to that charge.

(3.) Subject to the retention of such sums as may be necessary for the costs and expenses of the winding up, the foregoing debts shall be discharged forthwith so far as the assets are sufficient to meet them.

(4.) In the event of the landlord or other person distraining or having distrained on any goods or effects of the company within one month next before the date of a winding-up order, the debts to which priority is given by this section shall be a first charge on the goods or effects so distrained on, or the proceeds of the sale thereof:

Provided that in respect of any money paid under any such charge the landlord or other person shall have the same rights of priority as the person to whom the payment is made.

(5.) The date hereinbefore in this section referred to is—

(a.) In the case of a company ordered to be wound up compulsorily which had not previously commenced to be wound up voluntarily, the date of the winding-up order; and

(b.) In any other case, the date of the commencement of the winding up. [8 Ed. 7, c. 69, s. 209.]

248. Any conveyance, mortgage, delivery of goods, payment, execution or other act relating to property which would, if made or done by or against an individual, be deemed a fraudulent preference shall, if made or done by or against a company, be deemed, in the event of its being wound up, a fraudulent preference of its creditors and be invalid accordingly. [8 Ed. 7, c. 69, s. 210.]

Fraudulent preference.

249. Where any company is being wound up by or subject to the supervision of the Court, any attachment, sequestration, distress or execution put in force against the estate or effects of the company after the commencement of the winding up shall be void to all intents. [8 Ed. 7, c. 69, s. 211.]

Avoidance of certain attachments, executions, etc.

250. (1.) The liquidator may, with the sanction following, that is to say:—

General scheme of liquidation may be sanctioned.

(a.) In the case of a winding up by the Court with the sanction either of the Court or of the committee of inspection:

(b.) In the case of a voluntary winding up with the sanction of an extraordinary resolution of the company,

do the following things or any of them:—

(c.) Pay any classes of creditors in full;

(d.) Make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages against the company, or whereby the company may be rendered liable:

(c.) Compromise all calls and liabilities to calls, debts and liabilities capable of resulting in debts, and all claims, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the company and a contributory, or alleged contributory, or other debtor or person apprehending liability to the company, and all questions in any way relating to or affecting the assets or the winding up of the company, on such terms as may be agreed, and take any security for the discharge of any such call, debt, liability or claim, and give a complete discharge in respect thereof.

(2.) In the case of a winding up by the Court, the exercise by the liquidator of the powers of this section shall be subject to the control of the Court, and any creditor or contributory may apply to the Court with respect to any exercise or proposed exercise of any of those powers. [8 Ed. 7, c. 69, s. 214.]

Power of Court to assess damages against delinquent directors, etc.

251. (1.) Where in the course of winding up a company it appears that any person who has taken part in the formation or promotion of the company, or any past or present director, manager or liquidator, or any officer of the company, has misapplied or retained or become liable or accountable for any money or property of the company, or been guilty of any misfeasance or breach of trust in relation to the company, the Court may, on the application of the liquidator, or of any creditor or contributory, examine into the conduct of the promoter, director, manager, liquidator or officer, and compel him to repay or restore the money or property or any part thereof, respectively, with interest at such rate as the Court thinks just, or to contribute such sum to the assets of the company by way of compensation in respect of the misapplication, retainer, misfeasance or breach of trust as the Court thinks just.

(2.) This section shall apply notwithstanding that the offence is one for which the offender may be criminally responsible.

(3.) Where an order for payment of money is made under this section, the order shall be deemed to be a final judgment. [8 Ed. 7, c. 69, s. 215.]

Prosecution of delinquent directors, etc.

252. (1.) If it appears to the Court in the course of a winding up by or subject to the supervision of the Court that any past or present director, manager, officer or member of the company has been guilty of an offence in relation to the company for which he is criminally responsible, the Court may, on the application of any person interested in the winding up, or of its own motion, direct the liquidator to prosecute for the offence, and may order the costs and expenses to be paid out of the assets of the company.

(2.) If it appears to the liquidator in the course of a voluntary winding up that any past or present director, manager, officer or member of the company has been guilty of any offence in relation to the company for which he is criminally responsible, the liquidator,

with the previous sanction of the Court, may prosecute the offender, and all expenses properly incurred by him in the prosecution shall be payable out of the assets of the company in priority to all other liabilities. [8 Ed. 7, c. 69, s. 217.]

253. (1.) Where by this Act the Court is authorised, in relation to winding up, to have regard to the wishes of creditors or contributories, as proved to it by any sufficient evidence, the Court may, if it thinks fit, for the purpose of ascertaining those wishes, direct meetings of the creditors or contributories to be called, held and conducted in such manner as the Court directs, and may appoint a person to act as chairman of any such meeting and to report the result thereof to the Court.

Meetings to ascertain wishes of creditors or contributories.

(2.) In the case of creditors, regard shall be had to the value of each creditor's debt.

(3.) In the case of contributories, regard shall be had to the number of votes conferred on each contributory by the articles. [8 Ed. 7, c. 69, s. 219.]

254. Where any company is being wound up, all books and papers of the company and of the liquidators shall, as between the contributories of the company, be prima facie evidence of the truth of all matters purporting to be therein recorded. [8 Ed. 7, c. 69, s. 220.]

Books of company to be evidence.

255. After an order for a winding up by or subject to the supervision of the Court, the Court may make such order for inspection by creditors and contributories of the company of its books and papers as the Court thinks just, and any books and papers in the possession of the company may be inspected by creditors or contributories accordingly, but not further or otherwise. [8 Ed. 7, c. 69, s. 221.]

Inspection of books.

256. (1.) When a company has been wound up and is about to be dissolved, the books and papers of the company and of the liquidators may be disposed of as follows, that is to say:—

Disposal of books and papers of company.

(a.) In the case of winding up by or subject to the supervision of the Court in such way as the Court directs:

(b.) In the case of a voluntary winding up, in such way as the company by extraordinary resolution directs.

(2.) After two years from the dissolution of the company no responsibility shall rest on the company or the liquidators or any person to whom the custody of the books and papers has been committed, by reason of the same not being forthcoming to any persons claiming to be interested therein. [8 Ed. 7, c. 69, s. 222.]

257. (1.) Where a company has been dissolved, the Court may at any time within one year of the date of the dissolution, on an application being made for the purpose by the liquidator of the company or by any other person who appears to the Court to be interested, make an order, upon such terms as the Court thinks fit,

Power of Court to declare dissolution of company void.

declaring the dissolution to have been void, and thereupon such proceedings may be taken as might have been taken if the company had not been dissolved.

(2.) It shall be the duty of the person on whose application the order was made, within seven days after the making of the order, to file with the Registrar of Companies an office copy of the order, and if that person fails so to do he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues. [8 Ed. 7, c. 69, s. 223.]

Information as to
pending liquidations.

258. (1.) If the winding up is not concluded within one year after its commencement, the liquidator shall, at such intervals as may be prescribed, until the winding up is concluded, send to the Registrar of Companies a statement in the prescribed form and containing the prescribed particulars with respect to the proceedings in and position of the liquidation.

(2.) Any person stating himself in writing to be a creditor or contributory of the company shall be entitled, by himself or by his agent, at all reasonable times, on payment of the prescribed fee, to inspect the statement, and to receive a copy thereof or extract therefrom, but any person untruthfully so stating himself to be a creditor or contributory shall be guilty of a contempt of Court, and shall be punishable accordingly on the application of the liquidator.

(3.) If a liquidator fails to comply with the requirements of this section he shall be liable to a fine not exceeding one hundred dollars for each day during which the default continues.

(4.) If it appears from any such statement or otherwise that a liquidator has in his hands or under his control any money representing unclaimed or undistributed assets of the company which have remained unclaimed or undistributed for six months after the date of their receipt, the liquidator shall forthwith pay the same into the Provincial Treasury with a copy of the statement referred to in subsection (1), and shall be entitled to the prescribed certificate of receipt for the money so paid, and that certificate shall be an effectual discharge to him in respect thereof.

(5.) Any person claiming to be entitled to any money paid into the Provincial Treasury in pursuance of this section may apply to the Minister of Finance for payment of the same, and the Minister of Finance may, on a certificate by the liquidator that the person claiming is entitled, make an order for the payment to that person of the sum due.

(6.) Any person dissatisfied with the decision of the Minister of Finance in respect of any claim made in pursuance of this section may appeal to the Court. [8 Ed. 7, c. 69, s. 224.]

Judicial notice of
signature of officers.

259. In all proceedings under this Part of this Act, all Courts, Judges and persons judicially acting, and all officers, judicial or ministerial, of any Court or employed in enforcing the process of any Court, shall take judicial notice of the signature of any officer

of the Court appended to or impressed on any document made, issued or signed under the provisions of this Part of this Act, or any official copy thereof. [8 Ed. 7, c. 69, s. 225.]

260. (1.) The Judges of the County Courts shall be Commissioners for the purpose of taking evidence under this Act, and the Court may refer the whole or any part of the examination of any witnesses under this Act to any person hereby appointed Commissioner. Special commission for receiving evidence.

(2.) Every Commissioner shall, in addition to any other powers which he might lawfully exercise, have in the matter so referred to him all the same powers of summoning and examining witnesses, of requiring the production or delivery of documents, of punishing defaults by witnesses and of allowing costs and expenses to witnesses as the Court which made the winding-up order.

(3.) The examination so taken shall be returned or reported to the Court which made the order in such manner as that Court directs. [8 Ed. 7, c. 69, s. 226.]

261. (1.) Any affidavit required to be sworn under the provisions or for the purposes of this Part of this Act may be sworn before any person lawfully authorised to take and receive affidavits pursuant to the Oaths Act. Affidavits, etc.

(2.) All Courts, Judges, Justices, Commissioners and persons acting judicially shall take judicial notice of the seal or stamp or signature, as the case may be, of any such person attached, appended or subscribed to any such affidavit or to any other document to be used for the purposes of this Part of this Act. [8 Ed. 7, c. 69, s. 228.]

262. The officers of the Courts acting in the winding up of companies shall make to the Registrar of Joint-Stock Companies, at Victoria, such returns of the business of their respective Courts and offices, at such times and in such manner and form as may be prescribed, and from those returns the Registrar shall cause books to be prepared which shall be open for public information and searches. Returns by officers in winding up. [8 Ed. 7, c. 69, s. 235.]

263. (1.) All documents purporting to be orders or certificates made or issued by the Registrar for the purposes of this Act, and to be sealed with his seal of office, shall be received in evidence and deemed to be such orders or certificates without further proof, unless the contrary is shown. Proceedings of Registrar.

(2.) A certificate purporting to be signed by the Provincial Secretary that any order made, certificate issued or act done is the order, certificate or act of the Lieutenant-Governor in Council shall be conclusive evidence of the fact so certified. [8 Ed. 7, c. 69, s. 236.]

Rules and Fees.

264. (1.) The Lieutenant-Governor in Council may make general rules for carrying into effect the objects of this Part of this Act. Rules and fees for winding up.

(2.) All general rules made under this section shall be laid before the Legislative Assembly within three weeks after they are made, if the Legislative Assembly is then sitting, and, if it is not sitting, within three weeks after the beginning of the next session of the Legislative Assembly, and shall be judicially noticed, and shall have effect as if enacted by this Act.

(3.) The Lieutenant-Governor in Council may, by any such rules or directions, repeal, alter or amend any rules made and directions given by the like authority under the "Companies Act, 1897," or the "Companies Winding Up Act, 1898," which are in force at the commencement of this Act, and such last-mentioned rules and directions and the fees payable thereunder shall continue in force and apply to any winding up under this Act until repealed, altered or amended.

(4.) There shall be paid in respect of proceedings under this Act in relation to the winding up of companies such fees as the Lieutenant-Governor in Council may direct, and the Lieutenant-Governor in Council may further direct by whom and in what manner the same are to be collected and accounted for, and to what account they are to be paid. [8 Ed. 7, c. 69, s. 237 (*part*).]

Removal of Defunct Companies from Register.

Registrar may strike
defunct company off
register.

265. (1.) Where a company incorporated under any Public Act in this Province or a registered extra-provincial company has failed for any period of two years after such incorporation or registration to send or file any return notice or document required to be made or filed or sent to the Registrar pursuant to this Act, or the Registrar has reasonable cause to believe that such company or an extra-provincial licensed company is not carrying on business or in operation, he shall send to such company by post a registered letter inquiring whether such company is carrying on business or in operation and notifying it of its default (if any); and

(2.) If within one month no reply to such letter is received by the Registrar, or such company fails to fulfil the lawful requirements of the Registrar or notifies the Registrar that it is not carrying on business or in operation, he may, at the expiration of another fourteen days, publish in the Gazette and send to such company a notice that at the expiration of two months from the date of that notice the name of such company mentioned therein will, unless cause is shown to the contrary, be struck off the register, and the company, if one incorporated as aforesaid, will be dissolved.

(3.) At the expiration of the time mentioned in such last-mentioned notice, the Registrar shall, unless cause to the contrary is previously shown by such company, strike the name of such company off the register and shall publish notice thereof in the Gazette for one month, and on such last publication mentioned by the company, being an incorporated company as aforesaid, shall be dissolved; or, being an extra-provincial company, shall be deemed to

have ceased to do business in the Province, under its licence or certificate of registration: Provided that the liability (if any) of every director, managing officer and member of any such company shall continue and may be enforced as if the name of said company had not been struck off the register.

(4.) If any such company or a member or creditor thereof feels aggrieved by the name of such company having been struck off the register in pursuance of this section, the company or member or creditor may, before the completion of the last-mentioned publication, apply to the Court; and the Court, if satisfied that the company was at the time of the striking off carrying on business or in operation and that it is just to do so, may, upon such terms as the Court may see fit to impose, including the payment of any costs and expenses, order the name of the company to be restored to the register, and thereupon the company shall be deemed to have continued in existence as if the name thereof had never been struck off; and the Court may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position, as nearly as may be, as if the name of the company had never been struck off.

(5.) A letter or notice authorised or required for the purpose of this section to be sent to any such company may be sent by post addressed to the company at its registered or head office in this Province, or if no office has been registered addressed to the care of some director or officer of the company, or if there be no director or officer of the company whose name and address are known to the Registrar the letter or notice in identical form may, in the case of a company incorporated as aforesaid, be sent to each of the persons who subscribed the memorandum of association, addressed to him at the address mentioned in the memorandum, and in the case of an extra-provincial company sent to the attorney of such company.

(6.) Where a company is being wound up, and the Registrar has reasonable cause to believe either that no liquidator is acting or that the affairs of the company are fully wound up and the returns required to be made by the liquidator have not been made for a period or three consecutive months, after notice by the Registrar demanding the returns has been sent by post to the registered address of the company and to the liquidator at his last known place of business, the provisions of this section shall apply in like manner as if the Registrar had not within one month after sending the letter first mentioned received any answer thereto.

PART IX.

REGISTRATION OFFICE AND FEES.

Appointment of
officers.

266. (1.) The Lieutenant-Governor in Council may appoint such registrars, assistant registrars, clerks and servants as may be deemed necessary for the registration of companies under this Act, and the directing of such other duties as may be imposed upon them, and may make regulations with respect to their duties, and may remove any persons so appointed.

(2.) The Lieutenant-Governor in Council may direct a seal or seals to be prepared for the authentication of documents required for or connected with the registration of companies.

Inspection of docu-
ments.

(3.) Any person may inspect the documents kept by the Registrar on payment of such fees as may be appointed by the Lieutenant-Governor in Council, not exceeding twenty-five cents for each inspection; and any person may require a certificate of the incorporation of any company, or a copy or extract of any other document or any part of any other document, to be certified by the Registrar, on payment for the certificate, certified copy or extract of the prescribed fees, not exceeding one dollar for a certificate of incorporation, and not exceeding ten cents for each folio of a certified copy or extract.

Copies.

(4.) A copy of or extract from any document kept and registered at the office for the registration of companies, certified to be a true copy under the hand of the Registrar or an Assistant Registrar (whose official position it shall not be necessary to prove), shall, in all legal proceedings, be admissible in evidence as of equal validity with the original document.

(5.) Whenever any act is by this Act directed to be done to or by the Registrar of Companies, it shall, until the Lieutenant-Governor in Council otherwise directs, be done to or by the existing Registrar of Joint-Stock Companies, or in his absence to or by such person as the Lieutenant-Governor in Council may for the time being authorise. [8 Ed. 7, c. 69, s. 243.]

Fees.

267. (1.) There shall be paid to the Registrar in respect of the several matters mentioned in Table B in the First Schedule to this Act the several fees therein specified, or such smaller fees as the Lieutenant-Governor in Council may from time to time direct.

(2.) All fees paid to the Registrar in pursuance of this Act shall be paid into the Provincial Treasury. [8 Ed. 7, c. 69, s. 244.]

PART X.

APPLICATION OF ACT TO COMPANIES FORMED AND REGISTERED
UNDER FORMER COMPANIES ACTS.

268. In the application of this Act to existing companies, it shall apply in the same manner in the case of a limited company, other than a company limited by guarantee, as if the company had been formed and registered under this Act as a company limited by shares; in the case of a company limited by guarantee, as if the company had been formed and registered under this Act as a company limited by guarantee; and in the case of a company other than a limited company, as if the company had been formed and registered under this Act as an unlimited company:

Application of Act to companies formed under former Companies Acts.

Provided that reference, express or implied, to the date of registration shall be construed as a reference to the date at which the company was registered under the aforesaid Acts or Ordinances, as the case may be. [8 Ed. 7, c. 69, s. 245.]

269. This Act shall apply to every company registered under any former Act or Ordinance, except the "Companies Act, 1878," and the "Companies Act, 1890," in the same manner as it is hereinafter in this Act declared to apply to companies registered but not formed under this Act:

Application of Act to companies registered under former Companies Acts.

Provided that reference, express or implied, to the date of registration shall be construed as a reference to the date at which the company was registered under the aforesaid Acts or Ordinances, as the case may be. [8 Ed. 7, c. 69, s. 246.]

270. Any existing company may cause its shares to be transferred in manner hitherto in use, or in such other manner as the company may direct. [8 Ed. 7, c. 69, s. 248.]

Mode of transferring shares.

PART XI.

COMPANIES AUTHORISED TO REGISTER UNDER THIS ACT.

271. (1.) With the exceptions and subject to the provisions mentioned and contained in this section,—

Companies capable of being registered

- (a.) Any company consisting of three or more members, which was in existence on the eighth day of May, eighteen hundred and ninety-seven: and
- (b.) Any company formed after the date aforesaid, whether before or after the commencement of this Act, in pursuance of any Act of the Legislature of the Province of British Columbia other than this Act, including a specially incorporated company under the "Water Clauses Consolidation Act, 1897," or of letters patent, or being otherwise duly constituted by law, and consisting of five or more members,

may at any time register under this Act as an unlimited company, or as a company limited by shares, or as a company limited by guarantee; and the registration shall not be invalid by reason that it has taken place with a view to the company being wound up.

(2.) Provided as follows:—

- (c.) A company having the liability of its members limited by Act of the Legislature of the Province of British Columbia or letters patent, and not being a joint-stock company as hereinafter defined, shall not register in pursuance of this section:
 - (d.) A company having the liability of its members limited by Act of the Legislature of the Province of British Columbia or letters patent shall not register in pursuance of this section as an unlimited company or as a company limited by guarantee:
 - (e.) A company that is not a joint-stock company as hereinafter defined shall not register in pursuance of this section as a company limited by shares:
 - (f.) A company shall not register in pursuance of this section without the assent of a majority of such of its members as are present in person or by proxy (in cases where proxies are allowed by the regulations of the company) at a general meeting summoned for the purpose:
 - (g.) Where a company not having the liability of its members limited by Act of the Legislature of the Province of British Columbia or letters patent is about to register as a limited company, the majority required to assent as aforesaid shall consist of not less than three-fourths of the members present in person or by proxy at the meeting:
 - (h.) Where a company is about to register as a company limited by guarantee, the assent to its being so registered shall be accompanied by a resolution declaring that each member undertakes to contribute to the assets of the company, in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceased to be a member, and of the costs and expenses of winding up, for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.
- (3.) In computing any majority under this section when a poll is demanded, regard shall be had to the number of votes to which each member is entitled according to the regulations of the company.
- (4.) Save and except a specially incorporated company under the "Water Clauses Consolidation Act, 1897," a company registered under any former Act or Ordinance bringing into force the

"Imperial Companies Act, 1862" (25 & 26 Vict., c. 89), or registered under the "Companies Act, 1897," shall not be registered in pursuance of this section. [8 Ed. 7, c. 69, s. 249.]

272. For the purposes of this Part of this Act, as far as relates to registration of companies as companies limited by shares, a joint-stock company means a company having a permanent paid-up or nominal share capital of fixed amount divided into shares, also of fixed amount, or held and transferable as stock, or divided and held partly in one way and partly in the other, and formed on the principle of having for its members the holders of those shares or that stock, and no other persons; and such a company when registered with limited liability under this Act shall be deemed to be a company limited by shares. [8 Ed. 7, c. 69, s. 250.]

Definition of joint-stock company.

273. Before the registration in pursuance of this Part of this Act of a joint-stock company there shall be delivered to the Registrar the following documents, that is to say:—

Requirements for registration by joint-stock companies.

- (1.) A list showing the names, addresses and occupations of all persons who on a day named in the list, not being more than six clear days before the day of registration, were members of the company, with the addition of the shares or stock held by them respectively, distinguishing, in cases where the shares are numbered, each share by its number:
- (2.) A copy of any Private Act of the Legislature of the Province of British Columbia, royal charter, letters patent, deed of settlement, contract of copartnership, memorandum and articles of association and by-laws, or any other instrument constituting or regulating the company: and
- (3.) If the company is intended to be registered as a limited company, a statement specifying the following particulars, that is to say:—
 - (a.) The nominal share capital of the company and the number of shares into which it is divided, or the amount of stock of which it consists;
 - (b.) The number of shares taken and the amount paid on each share;
 - (c.) The name of the company, with the addition of the word "limited" as the last word thereof; and
 - (d.) In the case of a company intended to be registered as a company limited by guarantee, the resolution declaring the amount of the guarantee. [8 Ed. 7, c. 69, s. 252.]

274. Before the registration in pursuance of this Part of this Act of any company not being a joint-stock company, there shall be delivered to the Registrar—

Requirements for registration by other than joint-stock companies.

- (1.) A list showing the names, addresses and occupations of the directors or other managers (if any) of the company: and

(2.) A copy of any Act of the Legislature of the Province of British Columbia, letters patent, deed of settlement, contract of copartnership, or other instrument constituting or regulating the company: and

(3.) In the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount of the guarantee. [8 Ed. 7, c. 69, s. 253.]

Authentication of statements of existing companies.

275. The lists of members and directors and any other particulars relating to the company required to be delivered to the Registrar shall be verified by a statutory declaration of any two or more directors or other principal officers of the company. [8 Ed. 7, c. 69, s. 254.]

Registrar may require evidence as to nature of company.

276. The Registrar may require such evidence as he thinks necessary for the purpose of satisfying himself whether any company proposing to be registered is or is not a joint-stock company as hereinbefore defined.

Exemption of certain companies from payment of fees.

277. No fees shall be charged in respect of the registration in pursuance of this Part of this Act of a company if it has already paid the same fees as if it had originally been registered under this Act, otherwise the same fees shall be paid as are payable by a company registering under this Act. [8 Ed. 7, c. 69, s. 257.]

Addition of "limited" to name.

278. When a company registers in pursuance of this Part of this Act with limited liability, the word "limited" shall form and be registered as part of its name. [8 Ed. 7, c. 69, s. 258.]

Certificate of registration of existing companies.

279. On compliance with the requirements of this Part of this Act with respect to registration, and on payment of such fees (if any) as are payable under Table B in the First Schedule to this Act, the Registrar shall certify under his hand that the company applying for registration is incorporated as a company under this Act, and in the case of a limited company that it is limited, and thereupon the company shall be incorporated, and shall have perpetual succession and a common seal, with power to hold lands. [8 Ed. 7, c. 69, s. 259.]

Vesting of property on registration.

280. All property, real and personal (including things in action), belonging to or vested in a company at the date of its registration in pursuance of this Part of this Act shall, on registration, pass to and vest in the company as incorporated under this Act for all the estate and interest of the company therein. [8 Ed. 7, c. 69, s. 260.]

Saving for existing liabilities.

281. Registration of a company in pursuance of this Part of this Act shall not affect the rights or liabilities of the company in respect of any debt or obligation incurred, or any contract entered into, by, to, with or on behalf of the company before registration. [8 Ed. 7, c. 69, s. 261.]

Continuation of existing actions.

282. All actions and other legal proceedings which at the time of the registration of the company in pursuance of this Part of this Act are pending by or against the company, or the public officer or

any member thereof, may be continued in the same manner as if the registration had not taken place; nevertheless execution shall not issue against the effects of any individual member of the company on any judgment, decree or order obtained in any such action or proceeding; but, in the event of the property and effects of the company being insufficient to satisfy the judgment, decree or order, an order may be obtained for winding up the company. [8 Ed. 7. c. 69, s. 262.]

283. When a company is registered in pursuance of this Part of this Act— Effect of registration under Act

- (1.) All provisions contained in any Act of the Legislature of the Province of British Columbia, deed of settlement, contract of copartnery, letters patent or other instrument constituting or regulating the company, including, in the case of a company registered as a company limited by guarantee, the resolution declaring the amount of the guarantee, shall be deemed to be conditions and regulations of the company, in the same manner and with the same incidents as if so much thereof as would, if the company had been formed under this Act, have been required to be inserted in the memorandum, were contained in a registered memorandum, and the residue thereof were contained in registered articles:
- (2.) All the provisions of this Act shall apply to the company, and the members, contributories and creditors thereof, in the same manner in all respects as if it had been formed under this Act, subject as follows, that is to say:—
 - (a.) The regulations in Table A in the First Schedule to this Act shall not apply unless adopted by special resolution;
 - (b.) The provisions of this Act relating to the numbering of shares shall not apply to any joint stock company whose shares are not numbered;
 - (c.) Subject to the provisions of this section the company shall not have power to alter any provision contained in any Act of the Legislature of this Province relating to the company;
 - (d.) Subject to the provisions of this section, the company shall not have power, without the sanction of the Lieutenant-Governor in Council, to alter any provision contained in any letters patent relating to the company;
 - (e.) The company shall not have power to alter any provision contained in a Royal charter or letters patent with respect to the objects of the company;
 - (f.) In the event of the company being wound up, every person shall be a contributory, in respect of the

debts and liabilities of the company contracted before registration, who is liable to pay or contribute to the payment of any debt or liability of the company contracted before registration, or to pay or contribute to the payment of any sum for the adjustment of the rights of the members among themselves in respect of any such debt or liability; or to pay or contribute to the payment of the costs and expenses of winding up the company, so far as relates to such debts or liabilities as aforesaid; and every contributory shall be liable to contribute to the assets of the company, in the course of the winding up, all sums due from him in respect of any such liability as aforesaid; and, in the event of the death of any contributory, the provisions of this Act with respect to the personal representatives, heirs and devisees of deceased contributories shall apply:

- (3.) The provisions of this Act with respect to—
- (a.) The registration of an unlimited company as limited;
 - (b.) The powers of an unlimited company on registration as a limited company to increase the nominal amount of its share capital and to provide that a portion of its share capital shall not be capable of being called up except in the event of winding up;
 - (c.) The power of a limited company to determine that a portion of its share capital shall not be capable of being called up except in the event of winding up, shall apply, notwithstanding any provisions contained in any Act of the Legislature of the Province of British Columbia, Royal charter, deed of settlement, contract of copartnership, letters patent or other instrument constituting or regulating the company:
- (4.) Nothing in this section shall authorise the company to alter any such provisions contained in any deed of settlement, contract of copartnership, letters patent or other instrument constituting or regulating the company, as would, if the company had originally been formed under this Act, have been required to be contained in the memorandum and are not authorised to be altered by this Act:
- (5.) Nothing in this Act shall derogate from any power of altering its constitution or regulations which may, by virtue of any Act of the Legislature of the Province of British Columbia, deed of settlement, contract of copartnership, letters patent or other instrument constituting or regulating the company, be vested in the company. [8 Ed. 7, c. 69, s. 263.]

284. (1.) Subject to the provisions of this section, a company registered in pursuance of this Part of this Act may, by special resolution, alter the form of its constitution by substituting a memorandum and articles for a deed of settlement.

Power to substitute memorandum and articles for deed of settlement.

(2.) The provisions of this Act with respect to confirmation by the Court and registration of an alteration of the objects of a company shall, so far as applicable, apply to an alteration under this section, with the following modifications:—

(a.) There shall be substituted for the printed copy of the altered memorandum required to be delivered to the Registrar of Companies a printed copy of the substituted memorandum and articles: and

(b.) On the registration of the alteration being certified by the Registrar, the substituted memorandum and articles shall apply to the company in the same manner as if it were a company registered under this Act with that memorandum and those articles, and the company's deed of settlement shall cease to apply to the company.

(3.) An alteration under this section may be made either with or without any alteration of the objects of the company under this Act.

(4.) In this section the expression "deed of settlement" includes any contract of copartnership or other instrument constituting or regulating the company, not being an Act of the Legislature of the Province of British Columbia, a Royal charter or letters patent. [8 Ed. 7, c. 69, s. 264.]

285. The provisions of this Act with respect to staying and restraining actions and proceedings against a company at any time after the presentation of a petition for winding up and before the making of a winding-up order shall, in the case of a company registered in pursuance of this Part of this Act, where the application to stay or restrain is by a creditor, extend to actions and proceedings against any contributory of the company. [8 Ed. 7, c. 69, s. 265.]

Power of Court to stay or restrain proceedings.

286. Where an order has been made for winding up a company registered in pursuance of this Part of this Act, no action or proceeding shall be commenced or proceeded with against the company or any contributory of the company in respect of any debt of the company, except by leave of the Court, and subject to such terms as the Court may impose. [8 Ed. 7, c. 69, s. 266.]

Actions stayed on winding up order.

PART XII.

MISCELLANEOUS AND SUPPLEMENTAL.

Legal Proceedings, Offences, &c.

- Prosecution of offences.** **287.** All violations of the provisions of this Act made punishable by any fine may be prosecuted under the Summary Convictions Act. [8 Ed. 7, c. 69, s. 276.]
- Court may apply fine to payment of costs; otherwise pay into Treasury.** **288.** The Court imposing any fine under this Act may direct that the whole or any part thereof be applied in or towards payment of the costs of the proceedings, or in or towards the rewarding the person on whose information or at whose suit the fine is recovered, and subject to any such direction all fines under this Act shall, notwithstanding anything in any other Act, be paid into the Provincial Treasury. [8 Ed. 7, c. 69, s. 277.]
- Insolvent plaintiff. Judge may order security for costs.** **289.** Where a limited company is plaintiff in any action or other legal proceeding, any Judge having jurisdiction in the matter may, if it appears by credible testimony that there is reason to believe that the company will be unable to pay the costs of the defendant if successful in his defence, require sufficient security to be given for those costs, and may stay all proceedings until the security is given. [8 Ed. 7, c. 69, s. 278.]
- Relief against breach of trust.** **290.** If in any proceeding against a director, or person occupying the position of director, of a company for negligence or breach of trust it appears to the Court hearing the case that the director or person is or may be liable in respect of the negligence or breach of trust, but has acted honestly and reasonably, and ought fairly to be excused for the negligence or breach of trust, that Court may relieve him, either wholly or partly, from his liability on such terms as the Court may think proper. [8 Ed. 7, c. 69, s. 279.]
- No one to use "limited" as part of name unless incorporated.** **291.** If any person or persons trade or carry on business within the Province of British Columbia under any name or title of which "limited" is the last word, that person or those persons shall, unless duly incorporated with limited liability and entitled to use the word "limited" as the last word of their name, be liable to a fine not exceeding twenty-five dollars for every day upon which that name or title has been used. [8 Ed. 7, c. 69, s. 282.]
- Applications to the Court.** **292.** All applications to the Court authorised by this Act in which the procedure is not otherwise prescribed may, in all actions pending or other proceeding already in Court, be made to the Court by motion or to a Judge in Chambers by summons as may be most convenient, and in all other cases to a Judge in Chambers by petition.
- Power to adjourn.** **293.** A Judge in Chambers may adjourn any matter before him into Court for further argument and consideration.
- Power to relieve from penalties.** **294.** The Lieutenant-Governor in Council shall have power at any time to remit or relieve from, either absolutely or upon condition, any penalty imposed or to which a company may be liable for the infraction of this Act. 1898, c. 13, s. 19.

Authentication of Documents issued by Lieutenant-Governor in Council.

295. Any approval, sanction, or licence, or revocation of licence, which under this Act may be given or made by the Lieutenant-Governor in Council may be under the hand of any person authorised in that behalf by the Lieutenant-Governor in Council. [8 Ed. 7, c. 69, s. 284.]

Authentication of documents issued by Lieut. Governor in Council.

Repeal of Acts and Transitional Provisions.

296. (1.) The Acts following are hereby repealed:—

Repeal of Acts and savings.

| | |
|--|------------|
| The " Revised Statutes of British Columbia, 1897 " | Chapter 44 |
| The " Companies Act Amendment Act, 1898 " | Chapter 13 |
| The " Companies Winding-Up Act, 1898 " | Chapter 14 |
| The " Companies Act, 1897, Amendment Act, 1899 " | Chapter 15 |
| The " Companies Act, 1897, Amendment Act, 1900 " | Chapter 5 |
| The " Companies Act, 1897, Amendment Act, 1901 " | Chapter 10 |
| The " Companies Act, 1897, Amendment Act, 1902 " | Chapter 10 |
| The " Companies Act, 1897, Amendment Act, 1902 " | Chapter 11 |
| The " Companies Act, 1897, Amendment Act, 1904 " | Chapter 12 |
| The " Companies Act, 1897, Amendment Act, 1905 " | Chapter 11 |
| The " Companies Act, 1897, Amendment Act, 1906 " | Chapter 10 |
| The " Companies Act Amendment Act, 1904, Amendment Act, 1907 " | Chapter 8 |
| The " Companies Act, 1897, Amendment Act, 1908 " | Chapter 11 |
| The " Companies Act, 1897, Amendment Act, 1909 " | Chapter 8 |

Provided—

Saving clause.

(1.) That such repeal and the repeal of any former Act or Ordinance shall not be held or taken to in any way alter, limit or affect the corporate existence, rights, privileges, powers and liabilities of any company incorporated under the said repealed Acts, or any or either of them, and the companies thereby incorporated shall, except as in this Act is specially provided, continue to be governed by the provisions of the said repealed Acts to them respectively applicable: and

(2.) That the provisions of the Tenth Part of this Act, and of sections 33 and 83 of this Act, shall apply to every company incorporated under the said repealed Acts, or any or either of them: and

Application of sections 33 and 83 to all companies.

(3.) That every company incorporated before the eighth day of May, 1897, under Acts repealed at that date, or any or either of them, may dispose of the whole or any portion of its assets, rights, powers, privileges and franchise by resolution duly passed to such effect at a general or special meeting of the shareholders representing at least two-thirds in value of the paid-up capital of the company, which meeting shall be held in the city, town or district where the company has its chief place of business in the Province:

Disposition by companies under repealed acts of assets, etc., by resolution.

Proviso.

(a.) Provided, always, that at least one month's notice of such meeting, signed by the secretary, or, in the event of his death or absence, by the acting secretary, or if there be neither secretary nor acting secretary, then by one of the trustees or directors, shall be published in at least four issues of the Gazette, and of some newspaper published in the city, town or district aforesaid; and

Construction to be placed on repealing clause.

(b.) Provided, further, that nothing herein contained shall be construed or allowed to prejudice any claim against the company; and

(c.) Provided, also, that the power hereby conferred shall be deemed to be enabling and not imperative, and shall in nowise limit, control or affect any power of sale vested in any company incorporated under the repealed Acts by its memorandum of association, or any provisions or conditions as to the exercise of such power contained in its articles or association or by-laws: R. S., B. C., c. 44, s. 160; 1898, c. 13, s. 14; 1900, c. 5, s. 11.

Provided, further, that such repeal shall not affect—

(1.) Table A in the First Schedule annexed to the "Companies Act, 1862," pursuant to the "Companies Ordinance, 1866," or any part thereof, or the "Companies Act, 1897," or any part thereof (either as originally contained in that Schedule or as altered in pursuance of section 71 of the "Companies Act, 1862," or section 121 of the "Companies Act, 1897"), so far as the same applies to any company existing at the commencement of this Act:

(2.) The mention of particular matters in this section or in any other section of this Act shall not prejudice the general application of the Interpretation Act, as amended at the present session of the Legislature with regard to the effect of repeals. [S. Ed. 7, c. 69, s. 286.]

Reference to documents.

297. Where any enactment repealed by this Act is mentioned or referred to in any document, that document shall be read as if the corresponding provision (if any) of this Act were therein mentioned or referred to and substituted for the repealed enactment. [S. Ed. 7, c. 69, s. 91.]

Saving of pending proceedings for winding up.

298. The provisions of this Act with respect to winding up shall not apply to any company of which the winding up has commenced before the commencement of this Act, but every such company shall be wound up in the same manner and with the same incidents as if this Act had not passed, and, for the purposes of the winding up, the Act or Acts under which the winding up commenced shall be deemed to remain in full force. [S. Ed. 7, c. 69, s. 287.]

Saving of deeds.

299. Every conveyance, mortgage or other deed, made before the commencement of this Act in pursuance of any enactment hereby

repealed, shall be of the same force as if this Act had not passed, and for the purposes of that deed the repealed enactment shall be deemed to remain in full force. [8 Ed. 7, c. 69, s. 288.]

300. (1.) Whenever, before or after the commencement of this Act, any shares in the capital of any company incorporated under the "Companies Act, 1897," credited as fully or partly paid up, shall have been issued for a consideration other than cash, and at or before the issue of such shares no contract, or no sufficient contract, was filed with the Registrar in compliance with section 50 of the "Companies Act, 1897," the company or any person interested in such shares or any of them may apply to the Court for relief, and the Court, if satisfied that the omission to file a contract or sufficient contract was accidental or due to inadvertence, or that for any reason it is just and equitable to grant relief, may make an order for the filing with the Registrar of a sufficient contract in writing, and directing that on such contract being filed within a specified period it shall, in relation to such shares, operate as if it had been duly filed with the Registrar aforesaid before the issue of such shares.

Relief where shares have been issued as fully paid up and no contract filed.

(2.) Any such application may be made in the manner prescribed by this Act, and either before or after an order has been made or an effective resolution has been passed for the winding up of such company, and either before or after the commencement of any proceedings for enforcing the liability on such shares consequent on the omission aforesaid; and any such application shall, if not made by the company, be served on the company.

(3.) Any such order may be made on such terms and conditions as the Court may think fit, and the Court may make such order as to costs as it deems proper, and may direct that an office copy of the order shall be filed with the Registrar aforesaid, and the order shall in all respects have full effect.

(4.) Where the Court in any such case is satisfied that the filing of the requisite contract would cause delay or inconvenience, or is impracticable, it may, in lieu thereof, direct the filing of a memorandum in writing, in a form approved by the Court, specifying the consideration for which the shares were issued, and may direct that on such memorandum being filed within a specified period it shall, in relation to such shares, operate as if it were a sufficient contract in writing within the meaning of section 50 of the "Companies Act, 1897," and had been duly filed with the Registrar aforesaid before the issue of such shares.

(5.) The jurisdiction by this section given to the Court is not by implication to curtail or derogate from its jurisdiction to grant relief in any such case under the "Companies Act, 1897," or otherwise. 1903-04, c. 12, s. 7.

301. Whenever, in any Act before the passing of this Act, the Act 1905, c. 12, is referred to or cited, then the words "An Act to provide for the Registration of Companies' Mortgages" or "Com-

Reference to 1905, c. 12.

panies' Mortgages Registration Act, 1905," shall be struck out, and in lieu thereof shall be inserted "The Companies Act, 1897." 1906, c. 10, s. 6; 1907, c. 8, s. 7.

Offices.

Former registration offices, registers, official receivers, etc., continued.

302. (1.) The office existing at the commencement of this Act for registration of joint-stock companies shall be continued as if it had been established under this Act.

Existing offices to be continued.

(2.) Registers of companies kept in any existing office shall be deemed part of the registers of companies to be kept under this Act.

Power of Lieut.-Governor in Council.

(3.) The existing Registrars, Assistant Registrars, officers, clerks and servants in those offices shall during the pleasure of the Lieutenant-Governor in Council hold the offices and receive the salaries hitherto held and received by them, but subject to any regulations of the Lieutenant-Governor in Council with regard to the execution of their duties. [8 Ed. 7, c. 69, s. 289.]

Rules and Regulations.

Power to make rules.

303. The Lieutenant-Governor in Council may from time to time make rules and regulations for carrying out the purpose of this Act, including matters in respect whereof no express or only partial or imperfect provision has been made.

Power to make rules.

304. Subject to this Act and to any rules made by the Lieutenant-Governor in Council, the Registrar of Companies may make rules and regulations for the management of his office and the conduct of business therein.

Saving for existing rules of procedure, etc.

305. Until revoked and except as varied under the powers of this Act, the general rules and orders and scales of fees, under the "Companies Act, 1897," in force at the commencement of this Act, and the Rules of Court in force at the commencement of this Act respectively with respect to the procedure for reduction of capital, and to winding up companies, and the practice and procedure for winding up companies respectively in force at the commencement of this Act, shall, so far as they are not inconsistent with this Act, continue in force. [8 Ed. 7, c. 69, s. 290.]

Acts of companies not invalidated by default of directors.

306. No act, matter, contract, agreement, undertaking or proceeding of an extra-provincial company carrying on business in the Province prior to the eighth day of May, 1897, shall be attacked, nor shall the same be invalidated, nullified or held so to be by reason only of the fact that the company, or the directors, officers or members thereof, or any of them, have since the passage thereof or may hereafter become liable to a penalty for neglect to observe any provision of the said Act. 1898, c. 13, s. 18.

Sections 74, 121, 122 and 300 applicable to all companies.

307. Sections 74, 121, 122 and 300 of this Act shall apply to all companies heretofore or hereafter incorporated by any public Act of the Legislature of this Province. 1903-04, c. 12, s. 9; 1907, c. 8, s. 3.

SCHEDULES.

FIRST SCHEDULE.

TABLE A.

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES.
Preliminary.

1. In these regulations, unless the context otherwise requires, expressions defined in the "Companies Act, 1910," or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meanings so defined; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

Business.

2. The directors shall have regard to the restrictions on the commencement of business imposed by section 95 of the "Companies Act, 1910," if, and so far as, those restrictions are binding upon the company.

Shares.

3. Subject to the provisions (if any) in that behalf of the memorandum of association of the company, and without prejudice to any special rights previously conferred on the holders of existing shares in the company, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the company may from time to time by special resolution determine.

4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

5. No share shall be offered to the public for subscription except upon the terms that the amount payable on application shall be at least five per cent. of the nominal amount of the share; and the directors shall, as regards any allotment of shares, duly comply with such of the provisions of sections 93 and 96 of the "Companies Act, 1910," as may be applicable thereto.

6. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

7. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding twenty-five cents, and on such terms (if any) as to evidence and indemnity as the directors think fit.

8. No part of the funds of the company shall be employed in the purchase of, or in loans upon the security of, the company's shares.

Lien.

9. The company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien (if any) on a share shall extend to all dividends payable thereon.

10. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

11. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Calls on Shares.

12. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares: Provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times so specified the amount called on his shares.

13. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of five per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

15. The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

16. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

17. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six per cent.) as may be agreed upon between the member paying the sum in advance and the directors.

Transfer and Transmission of Shares.

18. The instrument of transfer of any shares in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19. Shares in the company shall be transferred in the following form, or in any usual or common form which the directors shall approve:—

I, A. B. of _____, in consideration of the sum of \$ _____ paid to me by C. D., of _____ (hereinafter called "the said transferee"), do hereby transfer to the said transferee the share [or shares] numbered _____ in the undertaking called the _____ Company, Limited, to hold unto the said transferee, his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution thereof; and I, the said transferee, do hereby agree to take the said share [or shares] subject to the conditions aforesaid. As witness our hands the _____ day of _____

Witness to the signatures of, etc.

20. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognise any instrument of transfer unless—

(a.) A fee not exceeding fifty cents is paid to the company in respect thereof; and

(b.) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

21. The executors or administrators of a deceased sole holder of a share shall be the only persons recognised by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognised by the company as having any title to the share.

22. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

23. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Forfeiture of Shares.

24. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid,

serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

25. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

27. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

28. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.

29. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

30. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Conversion of Shares into Stock.

31. The directors may, with the sanction of the company previously given in general meeting, convert any paid-up shares into stock, and may with the like sanction reconvert any stock into paid-up shares of any denomination.

32. The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

33. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.

34. Such of the regulations of the company (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

Share Warrants

35. The company may issue share warrants, and accordingly the directors may in their discretion, with respect to any share which is fully paid up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the directors may from time to time require as to the identity of the person signing the request, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the directors may from time to time require, issue under the company's seal a warrant, duly stamped, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of dividends, or other moneys, on the shares included in the warrant.

36. A share warrant shall entitle the bearer to the shares included in it, and the shares shall be transferred by the delivery of the share warrant, and the provisions of the regulations of the company with respect to transfer and transmission of shares shall not apply thereto.

37. The bearer of a share warrant shall, on surrender of the warrant to the company for cancellation, and on payment of such sum as the directors may from time to time prescribe, be entitled to have his name entered as a member in the register of members in respect of the shares included in the warrant.

38. The bearer of a share warrant may at any time deposit the warrant at the office of the company, and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiration of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant. Not more than one person shall be recognised as depositor of the share warrant. The company shall, on two days' written notice, return the deposited share warrant to the depositor.

39. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the company, or attend, or vote or exercise any other privilege of a member at a meeting of the company, or be entitled to receive any notices from the company; but the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the shares included in the warrant, and he shall be a member of the company.

40. The directors may from time to time make rules as to the terms on which (if they shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

Alteration of Capital

41. The directors may, with the sanction of an extraordinary resolution of the company, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

42. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the

number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this article.

43. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

44. The company may, by special resolution,—

- (a.) Consolidate and divide its share capital into shares of larger amount than its existing shares;
- (b.) By subdivision of its existing shares, or any of them, divide the whole, or any part, of its share capital into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of paragraph (d) of subsection (1) of section 48 of the "Companies Act, 1910";
- (c.) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person;
- (d.) Reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required, by law.

General Meetings.

45. The statutory general meeting of the company shall be held within the period required by section 73 of the "Companies Act, 1910."

46. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the month following that in which the anniversary of the company's incorporation occurs, and at such place as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

47. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

48. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 63 of the "Companies Act, 1910." If at any time there are not within the Province sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Proceedings at General Meeting.

49. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the company in general meeting, to such persons as are,

under the regulations of the company, entitled to receive such notices from the company; but the non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.

50. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance-sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

51. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members personally present shall be a quorum.

52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

53. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the company.

54. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

55. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

56. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

57. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

58. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

59. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members.

60. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

61. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

62. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, curator bonis or other person may, on a poll, vote by proxy.

63. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

64. On a poll votes may be given either personally or by proxy.

65. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

66. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

67. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:—

Company, Limited.

I, of in the County of being a member of the Company, Limited, hereby appoint of as my proxy to vote for me and on my behalf at the [ordinary or extraordinary, as the case may be] general meeting of the company to be held on the day of and at any adjournment thereof.

Signed this day of

Directors

68. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers of the memorandum of association.

69. The remuneration of the directors shall, from time to time, be determined by the company in general meeting.

70. The qualification of a director shall be the holding of at least one share in the company, and it shall be his duty to comply with the provisions of section of the "Companies Act, 1910."

Powers and Duties of Directors.

71. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not, by the "Companies Act, 1910," or any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the company in general meeting, subject nevertheless to any regulation of these articles, to the provisions of the said Act, and to such regulations, being not inconsistent

with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

72. The directors may, from time to time, appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation of retirement of directors; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

73. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the company without the sanction of the company in general meeting.

74. The directors shall duly comply with the provisions of the "Companies Act, 1910," or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the company, or created by it, and to keeping a register of the directors, and to sending to the Registrar of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital or conversion of shares into stock, and copies of special resolutions, and a copy of the register of directors and notifications of any changes therein.

75. The directors shall cause minutes to be made in books provided for the purpose—

- (a.) Of all appointments of officers made by the directors;
- (b.) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c.) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors,

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

The Seal.

76. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose; and these two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Disqualifications of Directors.

77. The office of director shall be vacated if the director—

- (a.) Ceases to be a director by virtue of section 81 of the "Companies Act, 1910"; or
- (b.) Holds any other office of profit under the company except that of managing director or manager; or
- (c.) Becomes bankrupt; or
- (d.) Is found lunatic or becomes of unsound mind; or

(c.) is concerned or participates in the profits of any contract with the company :

Provided, however, that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for the company of which he is director ; but a director shall not vote in respect of any such contract or work, and if he does so vote his vote shall not be counted.

Rotation of Directors.

78. At the first ordinary meeting of the company the whole of the directors shall retire from office, and at the ordinary meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

79. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

80. A retiring director shall be eligible for re-election.

81. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

82. If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and, if at the adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

83. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

84. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

85. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.

86. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead ; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

Proceedings of Directors.

87. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

88. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall (when the number of directors exceeds three) be three.

89. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

90. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

91. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

92. A committee may elect a chairman of their meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

93. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

94. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Dividends and Reserve.

95. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

96. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

97. No dividend shall be paid otherwise than out of profits.

98. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares; but if and so long as nothing is paid up on any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

99. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit.

100. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend payable on the share.

101. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.

102. No dividend shall bear interest against the company.

Accounts.

103. The directors shall cause true accounts to be kept—

Of the sums of money received and expended by the company and the matter in respect of which such receipt and expenditure takes place, and

Of the assets and liabilities of the company.

104. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

105. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by Statute or authorised by the directors or by the company in general meeting.

106. Once at least in every year the directors shall lay before the company in general meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the company, made up to a date not more than six months before such meeting.

107. A balance-sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than six months before such meeting. The balance-sheet shall be accompanied by a report of the directors as to the state of the company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to a reserve fund.

108. A copy of the balance-sheet and report shall, seven days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Audit.

109. Auditors shall be appointed and their duties regulated in accordance with sections 121 and 122 of the "Companies Act, 1910," or any statutory modification thereof for the time being in force.

Notices.

110. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the Province of British Columbia) to the address (if any) within the said Province supplied by him to the company for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.

111. If a member has no registered address in the Province of British Columbia and has not supplied to the company an address within the said Province for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company shall be deemed to be duly given to him on the day on which the advertisement appears.

112. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

113. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by

the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address (if any) in the Province of British Columbia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

114. Notice of every general meeting shall be given in some manner herebefore authorised to (a) every member of the company (including bearers of share warrants) except those members who (having no registered address within the Province of British Columbia) have not supplied to the company an address within the said Province for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of general meetings.

TABLE B.

TABLE OF FEES to be paid to the REGISTRAR OF JOINT-STOCK COMPANIES by a company having a capital divided into shares.

| | |
|--|---------|
| For registration of a company whose nominal capital does not exceed \$10,000, a fee of | \$25 00 |
| For registration of a company whose nominal capital exceeds \$10,000, the above fee of \$25, with the following additional fees, regulated according to the amount of nominal capital, that is to say:— | |
| For every \$5,000 of nominal capital, or part of \$5,000, after the first \$10,000, up to \$25,000..... | \$5 00 |
| For every \$5,000 of nominal capital, or part of \$5,000, after the first \$25,000, up to \$500,000..... | \$2 50 |
| For every \$5,000 of nominal capital, or part of \$5,000, after the first \$500,000..... | \$1 25 |
| For registration of any increase of capital made after the first registration of the company, the same fees per \$5,000 or part of a \$5,000 as would have been payable if such increased capital had formed part of the original capital at the time of registration. This provision shall apply to an extra-provincial company licensed or registered which increases its capital. | |
| For a licence to or registration of any extra-provincial company, the same fees as are payable for registering a new company. In the case of an extra-provincial trading or business company which proves to the satisfaction of the Registrar that it is actually carrying on an established business beyond the Province in which at least fifty per cent. of its capital is invested, there shall be accepted in commutation of the fees prescribed in the preceding item a fee of two hundred and fifty dollars. | |
| For registration under this Act of any existing company, the certificate of registration whereof is issued pursuant to section 131 hereof, or the capital whereof is increased, the same fees as are payable for registering a new company hereunder, allowing credit as part of such fees for the amount of fees paid by such company in respect of its original registration. (See section 277.) | |
| For a licence to or registration under this Act of any extra-provincial company already registered in this Province as a foreign company | 10 00 |
| And in addition thereto, if the licence or certificate of registration under this Act is issued pursuant to section 131 hereof, the same fees as are payable for registering a new company hereunder. | |

allowing credit as part of such fees for the amount of fees paid by such extra-provincial company in respect of its original registration in this Province.

| | |
|---|------|
| For registering or filing any document hereby required or authorised to be registered or filed, other than the memorandum of association | 1 00 |
| For making a record of any fact hereby authorised or required to be recorded by the Registrar, a fee of..... | 1 00 |
| Publication in the Gazette, according to the scale of charges as defined in Schedule A of the Statutes and Journals Act. R. S., B. C., c. 44; 1898, c. 13, s. 15; 1900, c. 5, s. 12; 1905, c. 11, ss. 3, 6. | |
| For each and every search..... | 50 |
| For registering every mortgage, trust deed or debenture..... | 50 |

The scale of fees provided by this Table B shall apply to, and the fees therein specified shall be taken on all registrations, proceedings or transactions relating to companies incorporated and carrying on business under any Act repealed by the "Companies Act, 1897," dealt within the office of the Registrar after the 20th day of May, A. D. 1898. 1898, c. 13, s. 17.

TABLE B—PART II.

TABLE OF FEES to be paid to the REGISTRAR OF JOINT-STOCK COMPANIES by a company not having a capital divided into shares.

| | |
|--|----------|
| For registration of a company whose number of members, as stated in the articles of association, does not exceed 20..... | \$ 10 00 |
| For registration of a company whose number of members, as stated in the articles of association, exceeds 20, but does not exceed 100.... | 25 00 |
| For registration of a company whose number of members, as stated in the articles of association, exceeds \$ 100, but is not stated to be unlimited, the above fee of \$25, with an additional \$1 for every 50 members or less number than 50 members after the first 100. | |
| For registration of a company in which the number of members is stated in the articles of association to be unlimited, a fee of..... | 100 00 |
| For registration of any increase on the number of members made after the registration of the company in respect of every 50 members, or less than 50 members, of such increase..... | 1 00 |
| Provided that no one company shall be liable to pay on the whole a greater fee than \$100 in respect of its number of members, taking into account the fee paid on the first registration of the company. | |
| For registering any document hereby required or authorised to be registered, other than the memorandum of association..... | 1 00 |
| For making a record of any fact hereby authorised or required to be recorded by the Registrar of Companies, a fee of..... | 1 00 |

R. S., B. C., c. 44. First Schedule.

SECOND SCHEDULE.

FORM A.

MEMORANDUM OF ASSOCIATION of a company limited by shares.

1st. The name of the Company is "The Eastern Steam Packet Company, Limited."

2nd. The registered office of the Company will be situate in

3rd. The objects for which the Company is established are: "The conveyance of passengers and goods in ships or boats between such places as the Company may from time to time determine, and the doing of all such other things as are incidental or conducive to the attainment of the above object."

4th. The liability of the members is limited.

5th. The share capital of the Company is dollars, divided into shares of dollars each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| Names, Addresses and Descriptions of Subscribers. | Number of Shares taken by each Subscriber. |
|---|--|
| "1. John Jones of in the County of Merchant | 200 |
| "2. John Smith of in the County of | 25 |
| "3. Thomas Green of in the County of | 30 |
| "4. John Thompson of in the County of | 40 |
| "5. Caleb White of in the County of | 15 |
| Total shares taken | 310 |

Dated the day of, 19

Witness to the above signatures:

Name

Address

Occupation

FORM B.

MEMORANDUM AND ARTICLES OF ASSOCIATION of a company limited by guarantee, and not having a share capital.

Memorandum of Association.

1st. The name of Company is "The Highland Hotel Company, Limited."

2nd. The registered office of the Company will be situate in

3rd. The objects for which the Company is established are: "Facilitating travelling in the Province by providing hotels and conveyances by water and by land, for the accommodation of travellers, and the doing of all such other things as are incidental or conducive to the attainment of the above objects."

4th. The liability of the members is limited.

5th. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the

costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding fifty dollars.

Wt. the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

| | | |
|-----------------------|------------------|----------|
| " 1. John Jones of | in the County of | Merchant |
| " 2. John Smith of | in the County of | |
| " 3. Thomas Green of | in the County of | |
| " 4. John Thompson of | in the County of | |
| " 5. Caleb White of | in the County of | |

Dated the day of , 19 .

Witness to the above signatures:

Name

Address

Occupation

ARTICLES OF ASSOCIATION to accompany preceding MEMORANDUM OF ASSOCIATION.

Number of Members.

1. The Company, for the purpose of registration, is declared to consist of five hundred members.

2. The directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members.

General Meetings.

3. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at such place as the directors may determine.

4. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Company in general meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

5. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

6. The directors may, whenever they think fit, and shall, on a requisition made in writing by any five or more members, convene an extraordinary general meeting.

7. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Company.

8. On receipt of the requisition the directors shall forthwith proceed to convene a general meeting; if they do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or any other five members, may themselves convene a meeting.

Proceedings at General Meetings.

9. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of the business, shall be given to the members in manner hereinafter mentioned, or

In such other manner (if any) as may be prescribed by the Company in general meeting; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.

10. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance-sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

11. No business shall be transacted at any meeting except the declaration of a dividend, unless a quorum of members is present at the commencement of the business. The quorum shall be ascertained as follows, that is to say: If the members of the company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten, there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed thirty.

12. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

13. The chairman (if any) of the directors shall preside as chairman at every general meeting of the Company.

14. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some one of their number to be chairman of that meeting.

15. The chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. At any general meeting, unless a poll is demanded by at least three members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members.

18. Every member shall have one vote and no more.

19. If any member is a lunatic or idiot he may vote by his committee, curator bonis or other legal curator.

20. No member shall be entitled to vote at any meeting unless all moneys due from him to the Company have been paid.

21. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or if such appointor is a corporation, under its common seal.

22. No person shall act as a proxy unless he is a member, or unless he is appointed to act at the meeting as proxy for a corporation.

The instrument appointing him shall be deposited at the registered office of the company not less than forty-eight hours before the time of holding the meeting at which he proposes to vote.

FORM C.

MEMORANDUM AND ARTICLES OF ASSOCIATION of a company limited by guarantee, and having a share capital. *

Memorandum of Association.

1st. The name of the Company is "The Killarney Hotel Company, Limited."

2nd. The registered office of the Company will be situate in _____.

3rd. The objects for which the Company is established are: "The facilitating travelling in the mountains of British Columbia by providing hotels and conveyances by sea and by land for the accommodation of travellers, and the doing all such other things as are incidental or conducive to the attainment of the above object."

4th. The liability of the members is limited.

5th. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding one hundred dollars.

6th. The share capital of the Company shall consist of _____ dollars, divided into _____ shares of _____ dollars each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| * Names, Addresses and Descriptions of Subscribers. | | | Number of Shares taken by each Subscriber. |
|--|------------------|----|---|
| " 1. John Jones of | in the County of | .. | 200 |
| " 2. John Smith of | in the County of | .. | 25 |
| " 3. Thomas Green of | in the County of | .. | 30 |
| " 4. John Thompson of | in the County of | .. | 40 |
| " 5. Caleb White of | in the County of | .. | 15 |
| Total shares taken | | | 310 |

Dated the _____ day of _____, 19__.

Witness to the above signatures:

Name

Address

Occupation

Articles of Association to accompany preceding Memorandum of Association.

1. The directors may, with the sanction of the Company in general meeting, reduce the amount of shares in the Company.

2. The directors may, with the sanction of the Company in general meeting, cancel any shares belonging to the Company.

3. All the articles of Table A of the "Companies Act, 1910," shall be deemed to be incorporated with these articles and to apply to the Company.

Names, Addresses and Descriptions of Subscribers.

" 1. John Jones of in the County of Merchant
 " 2. John Smith of in the County of
 " 3. Thomas Green of in the County of
 " 4. John Thompson of in the County of
 " 5. Caleb White of in the County of

Dated the day of , 19 .

Witness to the above signatures:

Name

Address

Occupation

FORM D.

MEMORANDUM AND ARTICLES OF ASSOCIATION of an unlimited company having a share capital.

Memorandum of Association.

- 1st. The name of the Company is "The Patent Stereotype Company."
- 2nd. The registered office of the Company will be situate in
- 3rd. The objects for which the Company is established are: "The working of a patent method of founding and casting stereotype plates, of which method John Smith, of Vancouver, is the sole patentee."

We, the several persons whose names are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| Names, Addresses and Descriptions of Subscribers. | | | Number of Shares taken by each Subscriber. |
|---|------------------|----------|--|
| " 1. John Jones of | in the County of | Merchant | 3 |
| " 2. John Smith of | in the County of | .. | 2 |
| " 3. Thomas Green of | in the County of | .. | 1 |
| " 4. John Thompson of | in the County of | .. | 2 |
| " 5. Caleb White of | in the County of | .. | 2 |
| Total shares taken | | | 10 |

Dated the day of , 19 .

Witness to the above signatures:

Name

Address

Occupation

Articles of Association to accompany the preceding Memorandum of Association.

1. The share capital of the Company is _____ dollars, divided into twenty shares of _____ dollars each.

2. All the articles of Table A of the "Companies Act, 1910," shall be deemed to be incorporated with these articles, and to apply to the Company.

| Names, Addresses and Descriptions of Subscribers. | | |
|---|------------------------|----------|
| " 1. John Jones of _____ | In the County of _____ | Merchant |
| " 2. John Smith of _____ | In the County of _____ | |
| " 3. Thomas Green of _____ | In the County of _____ | |
| " 4. John Thompson of _____ | In the County of _____ | |
| " 5. Caleb White of _____ | In the County of _____ | |

Dated the _____ day of _____, 19 _____.

Witness to the above signatures:

Name
Address
Occupation

FORM E as required by Part III. of the Act.

SUMMARY OF SHARE CAPITAL AND SHARES of the _____ COMPANY, LIMITED, made up to the _____ day of _____, 19 _____ (being the fourteenth day after the date of the first ordinary general meeting in 19 _____).

Nominal share capital \$ _____, divided into { _____ shares of \$ _____ each, _____ shares of \$ _____ each.

Total number of shares taken up to the _____ day of _____, 19 _____ (which number must agree with the total shown in the list as held by existing members) { _____

Number of shares issued subject to payment wholly in cash _____

Number of shares issued as fully paid up otherwise than in cash _____

Number of shares issued as partly paid up to the extent of _____ per shares otherwise than in cash _____

There has been called up on each _____ shares, \$ _____

There has been called up on each _____ shares, \$ _____

There has been called up on each of _____ shares, \$ _____

Total amount of calls received, including payments on application and allotment _____ \$ _____

Total amount (if any) agreed to be considered as paid on shares which have been issued as fully paid up otherwise than in cash _____ \$ _____

Total amount (if any) agreed to be considered as paid on shares which have been issued as partly paid up to the extent of _____ per share _____ \$ _____

Total amount of calls unpaid _____ \$ _____

Total amount (if any) of sums paid by way of commission in respect of shares or debentures or allowed by way of discount since date of last summary _____ \$ _____

Total amount (if any) paid on _____ shares forfeited _____ \$ _____

| | |
|--|----|
| Total amount of shares and stock for which share warrants are outstanding | \$ |
| Total amount of share warrants issued and surrendered respectively since date of last summary | \$ |
| Number of shares or amount of stock comprised in each share warrant | \$ |
| Total amount of debt due from the Company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies, or which would require registration if created after the twelfth day of March, nineteen hundred and six | \$ |

STATEMENT in the form of a balance-sheet made up to the _____ day of _____, 19____, containing the particulars of the capital, liabilities and assets of the Company.

- ¹ When there are shares of different kinds or amounts (e.g., Preference and Ordinary, or \$10 or \$5) state the numbers and nominal values separately.
- ² Where various amounts have been called or there are shares of different kinds state them separately.
- ³ Include what has been received on forfeited as well as on existing shares.
- ⁴ State the aggregate number of shares forfeited (if any).

The Return must be signed at the end by the manager or secretary of the Company.

Presented for filing by _____

LIST OF PERSONS holding shares in the _____ Company, Limited, on the _____ day of _____, 19____, and of persons who have held shares therein at any time since the date of the last return, showing their names and addresses and an account of the shares so held.

| Folio in Register Ledger containing Particulars. | NAMES, ADDRESSES AND OCCUPATIONS | | | | ACCOUNT OF SHARES. | | | | Remarks. | |
|--|----------------------------------|------------------|-----------|--------------|---|--|------------------------------------|--|----------|------------------------------------|
| | Sur-name. | Chris-tian Name. | Ad-dress. | Occu-pation. | *Num-ber of Shares held by exist-ing Mem-bers at Date of Re-turn. | †Particulars of Shares transferred since the Date of the last Return by Persons who are still Members. | | ‡Particulars of Shares transferred since the Date of the last Return by Persons who have ceased to be Members. | | |
| | | | | | | Num-ber. | Date of Registra-tion of Transfer. | Num-ber. | | Date of Registra-tion of Transfer. |
| | | | | | | | | | | |

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held or transferred may be shown separately.

‡ The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

NAMES AND ADDRESSES of the persons who are the Directors of the
Limited, on the day of , 19 .

| Names. | Addresses. |
|--------|------------|
| | |

(Signature) _____

(State whether manager or secretary) _____

VICTORIA, B. C.:

Printed by RICHARD WOLFRDEN, I.S.O., V.D., Printer to the King's Most Excellent Majesty.
1910