

BILL

No. 4 of 1909.

An Act to Incorporate the North West Ranching and Packing Company.

(Assented to).

WHEREAS the persons hereinafter named have petitioned for an Act constituting them a body corporate, with powers and for the purposes herein set forth;

And whereas it is expedient to grant the prayer of the said petition:

Therefore the Lieutenant Governor, by and with the advice and consent of the Legislative Assembly of the Province of Alberta, enacts as follows:

1. Joseph Bailey Powell and Ellen Powell, of the City of Calgary; and Winnifred C. Parkhill, of the City of Edmonton, all in the Province of Alberta, and such other persons as shall hereafter become shareholders in the company hereby created, are hereby constituted a body corporate and politic, under the name of "The North-West Ranching and Packing Company," hereinafter called "the company," and that they and their successors shall by said name have perpetual succession, and shall possess all the powers, rights and privileges of a company ~~and as hereinafter provided.~~

2. The persons named in section 1 of this Act shall be the first or provisional directors of the company, a majority of whom shall form a quorum, and they shall have all powers which are conferred upon directors by this Act.

3. The capital stock of the company shall be one hundred thousand dollars, divided into one thousand shares of one hundred dollars each, which shares shall be limited liability shares, as provided.

4. The head office of the company shall be at Edmonton, Alberta, or at such other place in the province as may hereafter be determined by a majority of the shareholders at a regular or special meeting called for the purpose. The shareholders' meetings shall be held at the head office of the company unless decided otherwise by a requisition of a majority of the shareholders. The directors may meet elsewhere as provided in the by-laws of the company.

(2) Notice of such meetings of shareholders shall be sufficiently given by mailing the same, postage prepaid, ten days previous to the date of such meetings, to each shareholder to his last known address, as shown on the books of the company.

(3) Directors' meetings may be called at any time by the president or by two directors; or by a petition of shareholders representing 10 per cent. of the subscribed stock of shareholders whose call payments are not in arrears. At such called shareholders' meeting the questions set forth in petition only shall be discussed.

5. The company ~~by its directors~~ may at any time after the whole of the capital stock of the company has been subscribed for, taken up, issued, or allotted, and fifty per cent. thereof paid thereon, pass a by-law increasing the capital stock of the company to any amount they consider requisite for the due and proper carrying out of the objects and purposes of the company.

(2) The company shall within one month thereafter notify the Provincial Secretary of such increase, and shall pay to the Provincial Treasurer such additional fees as would have been payable on the additional capital at the passing of this Act.

6. (a) The ~~directors of the~~ company may divide the capital stock of the company into different classes, and define the respective rights, powers, privileges, and liabilities of shareholders, of each class of stock, and subject to the approval of the majority of stockholders of the company, offer said stock or any portion thereof for sale on such terms and conditions as to them may seem best.

(b) The company may acquire and take over the properties, rights, privileges, assets, undertakings, liabilities and obligations of "The North-West Ranching and Packing Company, Limited," an Ontario corporation upon such terms and conditions as may be agreed upon:

(c) Or may acquire and take over the stock, shares, assets, undertakings, liabilities, obligations, property or business of any company, corporation, firm or persons carrying on a like business, or having objects wholly or in part similar to that of this company, or any whose stock, shares, bonds, debentures, mortgages or obligations this company may be interested in, and may pay the purchase price therefor partly or wholly in cash, or partly or wholly in partly paid or fully paid up shares of the capital stock of the company, or wholly or partly in bonds or debentures of the company, or otherwise as may be agreed upon; and in like manner may acquire, hold or dispose of fully or partly paid up shares, bonds, or debentures, mortgages or other obligations, trade marks, patent rights, etc., of any such corporation, company, association, firm or person: or may enter into a partnership or profit-sharing agreement with any corporation, company, association, firm or persons:

(d) Acquire additional incorporation or registration in, or otherwise comply with the laws of any other province of Canada, or foreign state or country, and establish anywhere local or other subsidiary branches with governing boards for the management of any branch or department of its business.

(e) The ~~directors or executive, as provided~~ *Company, as authorized by the Share* shall have power to borrow money for carrying out any ^{of the} purpose of the company, and may hypothecate, pledge or mortgage any portion or all properties, real estate, chattels, or live stock, personal property or machinery of the company; or issue a trust mortgage covering all properties owned or acquired, or to be acquired by the company to secure the issue of debentures, bonds, warrants, or such other instruments of evidences of indebtedness, or security as pledged for moneys borrowed, or to be borrowed, as to them seems meet; or to pledge debentures, bonds or other instruments or evidences of indebtedness or securities, or the unsold shares of the company as security for temporary loans, as the necessity of the case may demand, and execute any necessary document required for the purposes therefor under the official signature and seal of the company.

7. The company is authorized to carry on the following:

(a) Ranching, raising of live stock and shippers, and everything pertaining thereto;

(b) The business of abattoir, or meat packing in all its departments; and manufacturing to utilize any of the by-products, and operators of cold storage stationary or in transit, or manufacturers of ice;

(c) Acquire, lease, purchase, sell or hold lands necessary for the carrying out of the objects of its business;

(d) Construct the necessary buildings or other works, railway sidings, switches, spur lines or tramways, that may be operated either by electricity or other power, and connect the same with any existing system of steam or tram railways, and construct therewith telephone or telegraph lines to its places of business or railway junctions, etc.;

(e) Construct roads, highways, bridges and such other work as may be found needful;

(f) Acquire, construct, charter and navigate steam tugs, and other vessels, and carry on the business of shipowners and carriers either by land or water, with such privileges thereto attached;

(g) Where such works are herein opened for public use, to fix rates, fares, tolls and charges, and may acquire, hold, deal with, and dispose of shares in any other company, any of whose powers are similar or within the scope and powers of this company;

(h) For the purposes of the undertakings, acquire, purchase, lease or sell, any water or other power to generate electricity or power for the purpose hereof; or for the purposes of distributing to others, light, heat or power, and may sell or dispose of same; and may transmit the light or power to and from any of the company's works or places of business; or to any place where such heat, light or power may be required, leased or purchased; and for such purposes, and for its telephone and telegraph lines, may erect poles and all other necessary things therefor along the public highways, across or over public or private lands;

(i) The company shall not be deemed guilty of trespass, for entering upon or into possession of any highways, roads, lanes, public or private lands; to establish or take; or to make surveys and levels; or to locate railway switches, sidings, spur lines, and tramways; or for telephone and telegraph lines; or for its roads, highways and bridges; or for dams and water-powers; or for electric plants, other works and undertakings; such works or undertakings to be conducted and accomplished with reasonable expediency, that it may not unduly inconvenience the public or private parties;

(j) Purchase or otherwise acquire, any coal mine for the supplying of coal to any of its works, or for other purposes, and any right acquired through the acquiring of such coal mines shall be understood as included in this Act;

(k) Provide for the welfare of its employees by establishing a relief, aid, hospital, sick benefit or mortuary fund, the company making arrangements with employees to become contributors to such fund by weekly or monthly instalments as required and agreed upon, and may become custodian and payee of such funds, such benefit funds shall not be construed as coming under the Insurance Act;

(1) Lands actually required for the construction, maintenance and operating of the company's switches, sidings, spur lines, electric, telephone or telegraph poles and lines, roads, highways or bridges, piers, wharves, landings, dams, water powers, flumes, reservoirs, plant or other work of the company, as prepared and set forth on maps or plans, and filed from time to time by the company with the Minister of Public Works for the province, to be registered, as he directs, may be taken and acquired by the company; and to this end, all the provisions of *The Railway Act* which, and so far as they are applicable to such taking, operating and acquiring, shall apply as if included in this Act. The Minister of Public Works of the province being substituted for the Minister of Railways where such Minister's name appears; where disputes occur, the Minister of Public Works or his appointee, shall be the third arbitrator, the others appointed, one each, by the company, and the party in the case.

8. Should necessity arise requiring a change of name, amendment, or addition to this charter, the company by a vote of a two-third majority of its shareholders directing such change of name or amendment to its charter, may by its directors prepare the subject-matter required, and submit same to the Provincial Executive Council, and when approved, on payment by the company to the Provincial Treasurer such fee as would be required to amend the Act, the Lieutenant Governor in Council shall have power to make an order in council authorizing such change of name, amendment or extension of powers to this Act.

9. That the incorporators ~~or~~ provisional directors shall have power to open stock and other books, and ~~form by-laws~~ of the company, sell shares and do all things necessary and general for the carrying on of the business of the company, and within six months after the passing of this Act shall call a meeting of the shareholders for ~~the dispatch of business and election of officers.~~

(2) The annual meeting of the company shall be held the second Tuesday in January of each year, and where circumstances arise to prevent such meeting, then as soon thereafter as convenient; where such annual meeting has not taken place, the directors and officers of the preceding year shall hold office until their successors are elected.

10. The company in general meetings may from time to time make all such rules and regulations and pass all such by-laws and do all such acts and things not contrary to this Act as they may deem necessary or desirable for the carrying out of the objects of the company.

11. Without limitation to the general powers conferred by the last or any preceding clause of this Act, it is hereby expressly declared that the ~~board of directors~~ shall have the following powers, that is to say, Power—

(2) To pay the costs, charges and expenses preliminary and incidental to the promoting, formation and establishment of the company, and the passing of this Act;

(3) To raise or secure the repayment of moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by mortgaging all or any part of the real estate and personal property of the company, or

by promissory note or other negotiable instrument or evidence of indebtedness, or by the issue of debentures, or debenture stock, bonds or warrants, chargeable upon all or any part of the property of the company, including its unpaid capital for the time being;

(4) To sell, purchase or acquire by gift, bonus, or otherwise any property, rights or privileges which the corporation is authorized to acquire, at such price and generally on such terms and conditions as ~~they~~ may deem proper;

(5) To determine who shall be entitled and have power to sign on behalf of the company, deeds, transfers, mortgages, leases, contracts, releases, discharges, cheques, promissory notes, and other negotiable instruments, and all other documents, petitions, requisitions, necessary or incidental to the business of the company;

(6) To fix and determine the officers of the company and the mode of electing or appointing same, or others to fill vacancies, and their respective powers, duties, salaries and qualifications;

(7) To enter into any arrangement with any authorized Legislative, municipal, or other body, local or otherwise, that may seem conducive to the objects of the company, or any of them, and to obtain from such authority any rights, bonus, privileges or concessions which the company may think it desirable to obtain; and such municipal or other governing body shall have power and authority to carry out, exercise and comply with any such arrangements, privileges, bonus and concessions;

(8) To delegate any of its powers to any executive or other committee provided that any such committee shall conform to the powers so delegated to it by the board of directors;

(9) To provide for and regulate the transfer and registration of shares of the company;

(10) In the event of any call or calls on shares in the company remaining unpaid by the holder thereof for a period of ninety 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 its next board meeting, by public auction to the highest bidder for cash, by giving notice of such sale in some newspaper published at the place where the principal office of the company is situated, for a period of one month, and said notice shall contain the number of the stock certificate or stock certificates in respect of such shares, and the number of shares, the amount of the call or calls 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 shareholder by registered letter mailed to the shareholder's last known address; and if the holder of such shares fails to pay the amount due upon such shares, with legal 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 portions thereof as shall suffice to pay such unpaid call or calls together with legal interest and cost of advertising, provided that if the price of the shares so sold exceeds the amount due with legal interest and cost thereon the excess thereof shall be paid to the defaulting shareholder;

(11) Any shareholder holding five or more shares on which he is not in arrears for any payment thereon, shall be eligible to be elected a director of the company; and all shareholders who have paid all calls made against their stock shall be eligible

to take part and vote in shareholders' meetings; each share so held shall represent a shareholder, and a vote;

(12) The board of directors and any executive or other committee thereof, may regulate their respective meetings, the mode of calling them and the proceedings thereat as they think fit, and may respectively determine the quorum necessary for the transaction of business at any such meeting;

(13) A resolution in writing signed by all the members of the board of directors, or by all the members of the executive or other committee shall be valid and effectual as if it had been passed at a meeting of the board of directors or of any such committee respectively duly called and constituted;

(14) Any casual vacancy occurring on the board of directors may be filled by the board of directors, but any person chosen to fill such vacancy shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred;

(15) All acts done at any meeting of the board of directors or by any executive or other committee of such board, or by any person acting as a member of such board or committee, shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such director, committee or persons, or any of them acting as aforesaid, or if 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 or member of such committee;

(16) The board of directors shall cause to be kept a book or books wherein shall be recorded the names of all persons who are or have been shareholders, with post office addresses, and number of shares held by each, the amount paid thereon and all transfers or surrender of shares ~~in their respective~~ order;

(17) No shareholders in the company shall as such be held liable or responsible for any act, default or liability whatsoever of the company, or for any engagement, claim, or payment, loss, damage, injury, transaction, matter or thing whatsoever relating to, or connected with the company, beyond the amount due and unpaid on his shares, ~~as provided in clause six, section 1 of this Act.~~

No. 4.

FOURTH SESSION
FIRST LEGISLATURE
9 EDWARD VII
1909

BILL

An Act to Incorporate the North-West
Ranching and Packing Company.

Received and read the

First time.....

Second time.....

Third time.....

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