

BILL

No. 76 of 1912.

An Act to Incorporate The Alberta Fidelity Trust Company.

(Assented to 1912.)

WHEREAS William Short, barrister-at-law; Allan C. Fraser, bank manager; John F. McMillan, bank manager; Archibald E. Jamieson, dentist; Alexander Butchart, broker; James McGeorge, insurance agent; Alfred E. Jackson, gentleman; Henry W. B. Douglas, merchant; John R. McIntosh, broker; all of the City of Edmonton, in the Province of Alberta; Raymond L. Gaetz, merchant; Halley H. Gaetz, merchant; William A. Moore, electrical engineer; Emanuel P. Cronquist, farmer; Marshall J. Manning, banker, all of the City of Red Deer, in the Province of Alberta; Arthur Belcher, bank manager; William N. Morrison, merchant; both of Lacombe, in the Province of Alberta, have petitioned the Legislative Assembly of the Province of Alberta that they may be incorporated under the title of "The Alberta Fidelity Trust Company," for the purpose of executing trusts and acting as a safe deposit company;

And whereas it is deemed expedient to grant the prayer of the said petitioners;

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

1. William Short, Allan C. Fraser, John F. McMillan, Archibald E. Jamieson, Alexander Butchart, James McGeorge, Alfred E. Jackson, Henry W. B. Douglas, John R. McIntosh, Raymond L. Gaetz, Halley H. Gaetz, William A. Moore, Emanuel P. Cronquist, Marshall J. Manning, Arthur Belcher and William N. Morrison, and all and every other person or persons who shall hereafter become stockholders in the said company, shall be and they are hereby created a body corporate and politic by and under the name of "The Alberta Fidelity Trust Company," and by that name shall have perpetual succession and may sue and be sued, and have and use a common seal, and be capable by law to make, deliver and accept and receive all deeds, conveyances, mortgages, transfers, assignments and contracts necessary to carry into effect the provisions of this Act and to promote the objects and designs of the said company.

2. The objects of the said company shall be and they are hereby authorized to take, receive and hold all estates and property, real and personal, which may be granted, committed, transferred, delivered, or conveyed to them with their consent upon any trust or trusts whatsoever (not contrary to law), at any time or times, by any person or persons, body or bodies corporate, or by any court; also to administer, fulfil and discharge the duties of such trusts for such remuneration as may be agreed on; also to act generally as agents or attorneys for the transaction of business, the supervision, control, management and winding-up of estates, partnerships, companies, associations and other corporations, the collecting of rent, dividends, interests, mortgages, bonds, bills, notes and securities for money; also to act as agents for the purpose of issuing or

countersigning the certificates of stock, bonds or other obligations of any corporation, company, association, city, town, village, rural municipality, rural school district, public school board or municipality or any public institution; also to receive and manage any sinking fund on such terms as may be agreed upon; also to grant and to sell terminable and life annuities; also to invest the proceeds of the sale of annuities, and all moneys entrusted to the company for investment upon the security of or in the purchase of annuities, mortgages upon lands or leasehold property or the debentures of cities, towns, villages or rural municipalities or rural school districts or public school boards of this province or any bonds or debentures of any corporation or company, and all securities in which trustees are by law authorized to invest trust moneys; also to receive moneys on deposit until invested; also to guarantee any investment made by them as agents or otherwise; also to realize for the purpose of any trust any money invested for such trust; also to sell, pledge, mortgage, transfer or dispose of any securities or investments or any real or personal property held by the company or upon which any trust funds may be invested, so as to realize such funds and property, whenever the same may be required for distribution or for payment to the party or parties entitled thereto on the fulfilment of the objects of any trusts, or for any purpose connected therewith; also in behalf of such persons or corporations as shall entrust them with money for that purpose, to invest such moneys upon any of the securities hereinbefore mentioned, and also for and in respect of all or any of the services, duties or trusts hereinbefore mentioned to charge and be allowed and to collect and receive all proper remuneration and legal, usual and customary charges, costs and disbursements, with power to advance moneys to protect any such estate, trust or property entrusted to them as aforesaid, and to charge lawful interests upon any such advances, provided that nothing herein contained shall be held either to restrict or to extend the powers of the said company as trustees or agents under the terms of any trust or agency that may be conferred upon them; also to borrow money on the security of the assets of the trust and to execute all deeds necessary for this purpose.

3. The said company are also authorized to act as a safe deposit company and to receive and store for safe keeping all kinds of securities and personal property, and to rent spaces and compartments for the storage of securities or personal property, and to enter into all legal contracts for regulating the terms and conditions upon which the said business is to be carried on, and for such purposes to acquire by purchase, lease or otherwise such real and personal estate and property as may by said company be considered necessary.

4. The said company are also authorized to accept and execute the offices of executor, administrator, administrator *de bonis non*, or with the will annexed, liquidator, trustee, receiver, curator, assignee, official guardian, official administrator, assignee or trustee for creditors, or guardian *ad litem*, guardian of any minor or committee of any lunatic; and, in all cases when application shall be made to any court of the Province of Alberta for the appointment of any executor, trustee, receiver, guardian, administrator, administrator *de bonis non*, or committee of any lunatic, it shall be lawful for any such court to appoint the said company (subject hereinafter provided) with their consent to hold such office or offices;

and the accounts of the said company as such executor, administrator, administrator *de bonis non*, trustee, receiver, assignee, guardian or committee shall be regularly settled and adjusted by the proper officers or tribunals; and all proper, legal, usual and customary charges, costs and expenses shall be allowed to the said company for the care and management of the estate so committed to them. In case of such appointment by any court the said company shall not be required to give any security, but such court, if it deems necessary, may from time to time appoint a suitable person to investigate the affairs and management of said company, who shall report thereon to such court, and regarding the security afforded to those by or for whom its engagements are held, or the court may if deemed necessary examine the officers or directors of the said company under oath or affirmation as to the security aforesaid; it shall also be competent for the Lieutenant Governor in Council from time to time, when he shall deem it expedient, to appoint any inspector to examine the affairs of the said company and report to him on the security afforded to those by and for whom its engagements are held as aforesaid.

No security required from Company, but its solvency may be inquired into.

5. In case the Lieutenant Governor in Council shall approve of the said company being accepted by any court in the Province of Alberta as a trust company for the purposes of such court, the said court or any other court or judge having authority to appoint such an officer may, if they think fit, with the consent of the company, appoint such company to exercise any of the said offices or to perform any of the said duties in this Act referred to in respect of any estate or person under the authority of such court.

Appointment by the Court on approval of Government

6. The Lieutenant Governor in Council may revoke the approval given under this Act, and no court or judge, after notice of such revocation, shall appoint such company to execute any of the offices or perform any of the duties under this Act, unless such company gives the like security for the due performance of its duties as would be required from a private person.

Revocation of approval

7. The said company shall be subject at all times to the further orders, judgments and decrees of any court from which it shall have accepted any trusts, appointments or commission as to such trust, and shall render to such court such itemized and verified accounts, statements and reports as may be required by law or as such court shall order in relation to such particular trust.

Orders of court

8. The said company, in the execution of any trusts assumed under the powers contained in this Act, shall have in addition to the powers, rights and privileges conferred by this Act all the powers, rights and privileges conferred upon trustees, executors and administrators and administrators of estates under the provisions of *The Trustee Ordinance* and any amendment thereto.

The Trustee Ordinance to apply

9. The liability of the said company to the persons interested in the estate held by the said company as executor, trustee, assignee, administrator, administrator *de bonis non*, curator, receiver, guardian or committee as aforesaid shall be the same as if the said estates had been held by any private person in such capacities respectively, and their powers shall be the same, and the whole of the capital stock of the said company, together with its property and effects, shall be taken and con-

Liability of company as executor etc.

sidered as security for the faithful performance of their duties as aforesaid and shall be absolutely liable in case of any default whatsoever, but no stockholder in the company shall be liable to any greater extent than the amount unpaid upon any stock held by him, and no property whatever held by the company in trust shall be subject to its liabilities.

10. The said company shall have power to hold real estate not exceeding twenty-five per cent. (25%) of the subscribed capital for the purposes of its business, and further subject to the laws in force in this province, any real estate of whatever value they may deem necessary for the improvement of any investment or which, being mortgaged to them, may be acquired by them for the protection of their investments, and may from time to time sell, mortgage, lease or otherwise dispose of the same. Power to hold land

11. The said company shall have power, and they are hereby authorized, to invest any moneys forming part of their capital or reserve, or accumulative profits, in such securities, real or personal, and to mortgage, sell or otherwise dispose of the same or any part thereof, and to re-invest the proceeds as the directors may from time to time deem expedient; the said company shall not loan their funds, moneys, capital, trust funds or any other property whatsoever to any director, officer, agent or employe thereof, nor shall any director, officer, agent or employe become in any manner indebted to the said company except for any unpaid liability for shares subscribed, provided that the execution and delivery of any bond required from any such officer, agent or employe shall not be considered as an indebtedness for the purpose of this section. Investments the company may make
May not lend to directors, etc.

12. The capital stock of the said company shall consist of ten thousand shares of one hundred dollars each, being one million dollars; and should the capital stock at any time be increased the stock holders at the time of such increase shall be entitled to a *pro rata* allotment of such increase. Capital

13. The affairs of the company shall be administered by a board of not less than seven directors, being severally holders of at least fifty shares of stock, upon which all calls have been paid, and the office of a director, upon his ceasing to hold that number of shares or becoming insolvent by voluntary assignment or compulsory liquidation, shall immediately and *ipso facto* cease and be vacated; such directors shall be elected at the first general meeting, and thereafter at such annual meeting of the company, to hold office until their successors are elected, and who, if otherwise qualified, may always be re-elected, and five of the members of such board shall be a quorum thereof; and, in case of the death, resignation, removal or disqualification or the inability to act of any director, such board if they see fit may fill the vacancy until the next annual meeting of the company by appointing any qualified shareholder thereto; but a failure to elect directors, or any failure of directors, shall not dissolve the corporation; and an election may be had at any general meeting of the company called for the purpose; provided always that no more than two hundred votes shall be cast by any one person on shares held by him in his own name or held for him in trust by any other person or persons. Directors qualification etc.

14. The board of directors shall have full power in all things to administer the affairs of the company including the payment of preliminary expenses, and to make or cause to be made any purchase and any description of contract which the com- Powers of directors

pany may by law make; to adopt a common seal, to make from time to time any and all by-laws (not contrary to law or to the votes of the stockholders) regulating the calling in of instalments on stock and payment thereof; the issue and registration of certificates of stock; the forfeiture of stock for nonpayment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appointment functions, duties and removal of all agents, officers, and servants of the company; the security to be given by them to the company and their remuneration; the time and place for holding the annual and other meetings of the company within the province; the calling of meetings of the company and of the board of directors; the requirements as to proxies; the procedure in all things at such meetings; the site of their chief place of business and of any officers which they may require; to have the imposition and recovery of all penalties and forfeitures, admitting of regulation by by-law, and the conduct and management in all other particulars of the affairs of the company; but every such by-law and every repeal, amendment and re-enactment thereof shall have force only until the next annual meeting of the company, unless confirmed at a general meeting of the company; and every copy of any by-law under the seal of the company, and purporting to be signed by any officer of the company, shall be received in all courts of law as *prima facie* evidence of such by-law.

Confirmation of by-laws

15. For the purpose of organizing the said company the persons named in the preamble to this Act shall be the provisional directors thereof, and they, or not less than five of them, which number shall constitute a quorum, may cause stock books to be opened, upon which stock books shall be recorded the transactions of such persons or corporations as desire to become stockholders in the said company, and such books shall be opened at the City of Edmonton or elsewhere at the discretion of the said provisional directors, and shall remain open as long as they may deem necessary.

Provisional directors

16. The said provisional directors may call a general meeting of the stockholders, at some place to be named in the City of Edmonton, by giving at least ten days' notice thereof in a daily newspaper published in the said City of Edmonton, at which general meeting the stock-holders present, in person or by proxy, shall elect a board of not less than seven directors in the manner and qualified as hereinbefore provided, and who shall hold office until their successors are elected.

First meeting of shareholders

17. The said company shall not be entitled to commence business until at least two hundred thousand dollars of stock shall have been *bona fide* subscribed, and twenty thousand dollars paid on the stock subscribed, when the stockholders may elect directors at a special general meeting to be called as, before provided.

When to commence business

18. The said company shall prepare and annually transmit to the Department of the Provincial Secretary a statement in duplicate, verified by the oath of the president, manager or secretary, setting forth the capital stock of the company, the portion thereof paid up, the assets and liabilities of the company, and such other details as the said department may require, and the said statement shall be made up to the thirty-first day of December in each year.

Annual statements

19. The said company shall have power to amalgamate with or purchase the business of any other company authorized to transact the execution of trusts, upon such terms and conditions as may be agreed upon, and as shall not impair the recourse and remedy of any creditor of either company; but before such amalgamation or purchase the consent of two-thirds of all the stockholders of The Alberta Fidelity Trust Company shall be obtained at a general or special meeting of the stockholders called for that purpose.

Power to
amalgamate
with or
purchase
other
companies

20. The said board may appoint agencies or local boards of directors in any city or town in Great Britain or the Dominion of Canada; their mode of appointment and powers to be fixed by the by-laws of the company.

Agencies
abroad

21. This Act shall come into force on the day on which it is assented to.

Commence-
ment of
Act.

No. 76

THIRD SESSION
SECOND LEGISLATURE
2 GEORGE V
1912

BILL

An Act to Incorporate The Alberta
Fidelity Trust Company.

Received and read the

First time

Second time

Third time

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