

BILL

No. 30 of 1913 (Second Session).

An Act to Incorporate The Assiniboia Trust Company.

(Assented to 1913.)

WHEREAS, a petition has been presented praying that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the said petition;

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

1. John Ross, gentleman; D. W. Warner, farmer; William E. Earle, merchant; Peter T. Butchart, broker; William T. Henry, merchant; Martin Runnalls, broker; Harold H. Parlee, barrister; Alfred E. Jackson, gentleman; Hugh McPhee, gentleman; Alex. Butchart, broker; Albert A. Nicholls, physician; Percy W. Abbott, barrister; William H. Clark, manager all of the City of Edmonton, in the Province of Alberta, together with such other persons as become shareholders in the company, shall be and are hereby constituted and declared to be a body corporate and politic, under the name and style of The Assiniboia Trust Company, hereinafter called "the company" and by that name shall have perpetual succession, with a corporate seal and power from time to time to make over, break or change the same, and may sue and be sued, and be capable by law to make, deliver and accept and receive all debts, 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. For the purpose of organizing the company the persons named in section 1 of this Act shall be the provisional directors thereof; and they or not less than ten of them, which number shall constitute a quorum for the transaction of business, may forthwith open stock books at the head office of the company and elsewhere at the discretion of the said provisional directors which shall remain open as long as they may deem necessary, procure subscriptions of stock for the undertaking, make calls upon stock subscribed and receive payments thereon, deposit in a chartered bank in said city of Edmonton all moneys received by them on account of stock so subscribed for or otherwise received by them on account of the money, and may only withdraw the same to pay all costs and expenses incurred in the application for and obtaining this Act, and for the purposes of the company, and may do generally what is necessary to organize the company.

3. The capital stock of the company shall be one million dollars, divided into ten thousand shares of one hundred dollars each; provided that the company may increase its capital stock from time to time by resolution of the directors, sanctioned by a two-thirds vote of a general meeting of the shareholders duly called for that purpose, and by filing with the Registrar of Joint Stock Companies a certified copy of

such resolution accompanied by such fees as would be required to be paid for the increase of the capital of a company under *The Companies Ordinance*.

4. The head office of the company shall be in the City of Edmonton, in the Province of Alberta, but may be changed from time to time to such other place in the said province as may be designated by by-law; provided, however, that such by-law shall have no effect until it shall have been duly passed by the board of directors and sanctioned by the shareholders at the annual general meeting, or at a special meeting to be expressly convened for that purpose, and a certified copy of such resolution has been filed with the Registrar of Joint Stock Companies.

5. When one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and five per cent of the amount so subscribed paid in, the provisional directors may call a general meeting of the shareholders, to be held at the head office of the company, giving ten days' notice of the time and place, by sending to each shareholder a copy of said notice by registered letter, at which general meeting the shareholders present in person or represented by proxy shall elect in the manner hereinafter provided the board of directors, composed of not less than five nor more than fifteen duly qualified shareholders, who shall hold office until their successors are elected.

6. The company shall not commence business until at least one hundred thousand dollars of stock has been bona fide subscribed, and twenty-five thousand dollars (in addition to all costs of organization and subscription of stock) paid thereon in cash into the funds of the company, and a board of directors elected as aforesaid.

7. (1) The affairs of the company shall be managed and conducted by a board of not less than five nor more than fifteen directors as may be provided by the by-laws, a majority of whom shall be a quorum, and at least seven and at no time less than one half of such directors shall be residents of the Province of Alberta.

(2) No person shall be eligible as a director unless he shall hold in his own name stock in the company to the amount of at least twenty shares upon which all calls have been paid, and the office of a director shall, upon his ceasing to hold that number of shares or becoming insolvent by voluntary assignment or compulsory liquidation, immediately and ipso facto cease and be vacated.

and in case of the death, resignation or removal and disqualification, or the inability to act of any director, such board, as 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.

8. At all meetings of directors all questions before them shall be decided by a majority of votes, each director present having one vote, and in the case of a tie the chairman of the meeting in addition to his own vote shall give the casting vote.

9. Calls on stock may be made by the directors at such time and in such proportion as they deem proper; provided no call shall exceed ten per cent. of the par value of the shares respectively subscribed for by the shareholders, and no call shall be made at a less interval than one calendar month from the last preceding call.

PROVISIONS OF THE ACT
shall have full power and authority to administer the affairs of the company, including the payment of preliminary expenses, and to make all calls, ~~to be made~~ ^{in stock and notes or loans} of any purchase and any description of contract which the company may by by-law make; and may from time to time make any and all by-laws (not contrary to law and to the votes of the shareholders) regulating the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of stock certificates, the forfeiture of stock for nonpayment, the disposal of such forfeited stock and the proceeds thereof; the transfer of stock, the declaring and paying of dividends, the number and terms of service of directors, the appointment, functions, duties and removal of all agents, officers and servants of the company, the security to be given by them, and their remuneration, and that (if any) of the directors; the time and place for holding the annual and other meetings of the company within the province; the calling of meetings of the board or committee of directors and meetings of the company, the requirements as to proxies, and the procedure at all times at meetings; the site of any offices which may be required, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct and management in all particulars of the affairs of the company, and may from time to time repeal, amend and re-enact the same; provided always that all such by-laws, and every repeal, amendment and re-enactment thereof shall have force and be valid and binding only until the next annual general meeting of shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified, or made until amended or altered; and every copy of any by-law under the seal of the company, 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.

11. The company may—

- (a) Exercise all the powers, rights and privileges which may be given to trust companies as set forth in *The Trust Companies Ordinance* and the schedule thereto; and also all the powers, rights and privileges conferred upon trustees, executors and administrators, and administrators of estates under the provisions of *The Trustee Ordinance*;
- (b) Lend, advance and invest its moneys and funds forming part of its own capital or reserve or accumulative profits thereon, in mortgages or hypothecs upon freehold or leasehold real estate or other immovables, in the stock funds or in the purchase of or on any mortgage or pledge of bonds, debentures or other securities;

tures, debenture stocks or fully paid up stocks, or other securities of any government, municipal or school corporation or other public board or authority, or of any chartered bank (not to exceed twenty per cent. of the paid up capital stock of any such bank) if incorporated by Canada or any Province of Canada, or any province now forming part of Canada or the United Kingdom; provided that the company shall not lend upon the security of or purchase of or invest in bills of exchange or promissory notes;

- (c) Take any personal or other security as collateral for any advance made or to be made, or contracted to be made, by or for any debt to the company;

(d) Mortgage, sell or otherwise dispose of any of the securities or any of the property, both real and personal, taken or held by the company, and re-invest the proceeds thereof; provided that the company shall not loan or invest its funds, moneys, capital, trust funds or any other property whatsoever to any director, officer, agent or employee thereof, and shall not invest nor lend money upon the security of shares of the stock of the company, or of shares of the stock or any other trust company;

(e) The company shall have power to acquire by purchase, mortgage or otherwise, and to hold, sell, mortgage, lease or otherwise dispose of or deal with any lands as may be necessary to protect its loans, investments, interests and securities, and shall have power to invest moneys of the company in the erection or purchase of buildings for the use or occupation of the company.

shall be held by the company or by any trustee on its behalf for a longer period than ten years after the acquisition thereof, but shall be absolutely sold and disposed of so that the company shall not longer retain any interests therein except by way of security. Any land not within the aforesaid exceptions, held by or on behalf of the company for a longer period than ten years without being disposed of, shall be forfeited to His Majesty for the use of the Province of Alberta, but the Lieutenant Governor in Council may extend the said period from time to time, and no such forfeiture shall take effect or be in force until the expiration of at least six months after the notice in writing to the company of the intention of His Majesty to claim any such forfeiture.

12. The company may liquidate and carry on for the purposes of such liquidation, the business of any other company carrying on any business which the company is authorized to carry on, upon such terms as may be agreed upon.

13. The monies and securities of any trust received and held by the company shall always be kept distinct from the moneys and securities of the company and in separate accounts and so marked for each particular trust as always to be distinguished from any others in the registers and other books of account to be kept by the company, so that

at no time shall trust moneys form a part of or be mixed with the general assets of the company; and the company shall in the overseeing and management of trusts keep distinct records and accounts of all operations connected therewith; provided that in the management of money and property held by the company as trustee or in any other official capacity under the powers conferred by this Act, the company may, unless the authority making the agreement otherwise directs, invest the trust money in the manner provided in *The Trust Companies Ordinance*.

14. Nothing in this Act shall be construed to authorize the company to issue any note payable to bearer, or any promissory note intended to be circulated as money, or do or engage in the business of banking or insurance.

15. The directors may from time to time establish branch offices and locate advisory boards at such other places in the Province of Alberta as they shall determine; and the company may in general meeting of the shareholders duly called for the purpose (at which meeting shareholders representing at least one-half of the paid up capital stock of the company are present or represented by proxy) pass a by-law authorizing the directors to extend the business of the company outside the Province of Alberta.

(2) If, as provided in the next preceding subsection, the company carries on business outside of the Province of Alberta, the company may in general meeting of its shareholders, duly called for the purpose, pass a by-law authorizing the directors to invest moneys of the company in the acquisition of property and the erection or the purchase of buildings required for the occupation or use of the company in any place where the company is so carrying on business.

16. The company shall have power to amalgamate with or purchase the business of any other company carrying on business similar to this company or to sell out or dispose of the business of this company to any other such company, upon such terms and conditions as may be agreed upon, and shall not impair the resources or remedy of any creditor or gestui que trust of either company to the transaction, but before the completion of any such amalgamation, purchase or sale the same must be approved of by two-thirds of the votes of the shareholders at an annual general meeting, or of a special general meeting called for the purpose.

to meet contingencies or for equalizing dividends or for repairing, improving or maintaining any of the property of the company, and for such other purposes as the directors may in their discretion think conducive to the interests of the company, and may invest the sums so set aside upon such investments as they think fit, and may from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the company and divide the reserve fund into such special funds as they think fit, with all power to employ in the business of the company the assets, constituting the reserve fund, and that without being bound to keep the same separate from the other assets; provided, always, that the investment of the reserve fund shall be subject to the limitations in section 11 of this Act.

18. Unless the laws of the Province otherwise provide

Every shareholder shall until the whole amount of his shares have been paid up, be individually liable to the creditors of the company to an amount equal to that not paid up thereon, but shall not be liable to an action therefor by any creditor until an execution against the company at the suit of such creditor has been returned unsatisfied in whole or in part. The amount due on such execution, not exceeding the amount unpaid by the shareholder on his shares, shall be the amount recoverable with costs from such shareholder. The amount so recoverable, if paid by the shareholder, shall be considered as paid on his shares.

(2) The shareholders of the company shall not as such be held responsible for any act, default or liability whatsoever of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever relating to or connected with the company beyond the amount unpaid upon their respective shares in the capital stock thereof.

19. Shares of the company shall be personal estate, and shall be transferable in such manner only and subject to such conditions and restrictions as are to be prescribed by the by-laws of the company.

20. The company may enforce payment of all calls and instalments of capital payable on shares and interest thereon by action in any court of competent jurisdiction.

(2) In such action it shall not be deemed necessary to set forth the special matter but it shall be sufficient to declare that the defendant is a holder of one share or more or has subscribed but has not fully paid for the same, stating the number or amount, and is indebted to the company in the sum of money to which the calls or instalment in arrear amount in respect of one call or more, stating the number of calls and the amount of each call whereby an action has accrued to the company.

(3) In such action a certificate under the seal of the company and purporting to be signed by any officer of the company to the effect that the defendant is a shareholder or subscriber as aforesaid, that the call or calls have been made or the instalment undertaken to be paid has fallen due, to force payment of which or of any interest therein such action has been brought, and that so much is due by him and unpaid thereon, shall be received in all courts as *prima facie* evidence, and also, alternatively, the production of the share register of the company shall be *prima facie* evidence of all facts purporting to be therein stated.

21. The company shall, unless otherwise provided by by-law, have a first and paramount lien on all shares registered in the name of any holder either alone or jointly with others, for his debts, liabilities and engagements, solely or jointly with any other persons, to or with the company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends and interest from time to time payable in respect thereof. The directors may forfeit any shares on which the company has a lien, and sell and transfer or re-issue the same if the holder makes default in payment of any amount actually due and payable to the company in respect of which the lien subsists, after giving such notices and generally in such manner and subject to such provisions as may be prescribed by the by-laws of the company.

~~22.~~ Whenever the directors may entertain reasonable doubts as to the legality of any claim to or upon any shares, bonds, debentures, obligations, dividends or coupons or the proceeds thereof, or any other moneys payable by or in the hands of the company, then and in such case the directors may file in any court of competent jurisdiction in the Province of Alberta a petition stating such doubts and praying for an order or judgment adjudicating and awarding such shares, bonds, debentures, obligations, dividends or coupons, or the proceeds thereof, or any other moneys payable by or in the hands of the company, to the parties legally entitled thereto, and such court shall have authority to restrain any action, suit or proceeding against the company and the directors and officers thereof for the same subject matter pending the determination of the petition, and the company and directors and officers thereof shall be fully protected and indemnified by obedience to such order or judgment against all actions, suits, claims and demands in respect of the matters which have been in question in such petition, and the proceedings thereupon; provided that if the court adjudges that such doubts were reasonable, the costs, charges and expenses of the company in and about such petition and proceedings shall form a lien upon such shares, bonds, debentures, obligations, dividends, coupons or proceeds thereof, or any other moneys payable by or in the hands of the company, and shall be paid to the company before the directors shall be obliged to transfer or assent to the transfer of or to pay such shares, bonds, debentures, obligations, dividends, coupons, or proceeds thereof, or any other moneys payable or in the hands of the company, to the parties found entitled thereto.

23. Service of any processes or notices upon the company may be made by leaving a copy thereof at the head office of the company in the Province of Alberta with any adult person in charge thereof, or elsewhere, with the president or secretary of the company.

(2) If the company has no known head office and has no known president or secretary, the court may order such publication as it deems requisite to be made in the premises for at least one month in at least one newspaper.

(3) Such publication shall be deemed to be due service upon the company.

~~24.~~ Every letter or notice relating to any matter concerning the company, sent to a shareholder by post and registered from any office of the company and addressed to such shareholder at the place of his residence as standing in the register book of shareholders, shall be sufficient notice to such shareholder, and all persons claiming under him, and shall bind him and all persons claiming under him, and shall be deemed to be duly served upon being placed in the post office.

~~25.~~ The directors shall cause to be prepared and submitted to the shareholders at each annual meeting a full and correct statement of the accounts of the company, and a general abstract of the estimated liabilities and assets of the company.

, ~~24~~ One or more auditors shall be appointed by the shareholders at each annual general meeting, whose report shall be embodied in the general statement of the affairs of the company, submitted to the shareholders as provided in the next preceding section.

25. The company shall furnish all such returns as may be required from time to time by law or by the Lieutenant-Governour-in-council.

No. 30

FIRST SESSION
THIRD LEGISLATURE
4 GEORGE V
1913
(SECOND SESSION)

BILL

An Act to Incorporate The Assiniboia
Trust Company.

Received and read the

First time.....

Second time.....

Third time.....

MR. GARIEPY.

EDMONTON:
J. W. JEFFERY, Government Printer
A.D. 1913