

# REPRINTED BILL

## BILL

No. 6 of 1926.

An Act to Incorporate the Edmonton Mutual Building  
Loan Association, Limited.

(Assented to \_\_\_\_\_, 1926.)

**W**HEREAS the persons hereinafter named have pre-<sup>Preamble</sup>  
sented their petition praying for the incorporation of  
a Mutual Building Loan Association, with a view to induce  
and enable mechanical and other useful classes of the com-  
munity, having limited incomes, to become provident, and to  
accumulate and invest their small savings in real estate, and  
to become members of the Association; and whereas it is  
desirable to encourage the habit of saving and thrift among  
said members, by enabling them to invest their savings and  
idle funds, in both large and small sums; and whereas in  
consideration of the objects aforesaid and the public benefit  
to arise therefrom, and in addition the mutual benefit which  
will enure to the members of the Association by reason of  
other powers to be granted to the said Association, it is ex-  
pedient to grant their prayer;

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

**1.** C. G. Robson, Hugh Kelly, E. N. Hallock, W. N. Shef-<sup>Incorporation</sup>  
field, Harvey Shaw and Archibald Rendall, together with all  
such persons as shall become shareholders in the said As-  
sociation hereby constituted, shall be and they are hereby  
made a body corporate and politic under the name of the  
Edmonton Mutual Building Loan Association, Limited, and <sup>Name</sup>  
by that name shall have perpetual succession and a common  
seal with power to break and alter such seal and by that  
name may sue and be sued, plead and be impleaded in all  
Courts whatsoever.

**2.** The capital stock of the Association shall be two hun-<sup>Capital</sup>  
dren thousand dollars divided into two thousand shares of  
one hundred dollars each, and may be increased from time  
to time by resolution of the Directors, sanctioned by a two-  
thirds vote of a general meeting of the shareholders called  
for that purpose, and with the approval of the Board of  
Public Utility Commissioners, and by filing with the Regis-  
trar of Joint Stock Companies a certified copy of such  
resolution, accompanied by such fees as would be required to  
be paid for the increase in the capital of a company under  
*The Companies Act*.

Power to  
make  
different  
classes of  
shares

3.—(1) The said Association is hereby given power to divide the shares of the capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges and conditions.

(2) To loan to a shareholder on the security of his shares or partly on the security of his shares and security on real estate or other security, to assist such shareholder in the construction of buildings within the City of Edmonton or elsewhere and to accept in repayment for such loan its shares at a price not exceeding par value.

(3) To acquire and hold by lease, purchase, or other legal title, lands, houses, buildings, building material or premises, to construct, erect, build and maintain houses or other buildings and to lease, exchange, sell, convey, dispose of and charge the same as the Association may deem for its advantage, and also have the power to acquire by purchase, or otherwise, any letters patent, or patent rights for making or using concrete or other building material, and may use, work and sell the same to the same extent as the patentee or patentees thereof.

And also shall have power to invest money in the purchase of mortgages or real estate, or Dominion or Provincial Government bonds, debentures, or stocks, or in municipal bonds or debentures, on such terms and conditions and at such rates of interest or discount as may be obtained advantageously to such Association; and power to sell or dispose of all its property real or personal or to mortgage or charge with lien the same or any part thereof, to any corporation or person, and to convey, assign or deliver the same for such purposes, and as may be deemed advantageous to such Association, and with respect to all such matters it shall have power to enter into, make and enforce all such contracts, stipulations, agreements and conditions as its directors for the time being may deem necessary for carrying out the same.

(4) To carry on a general investment and development business, to purchase or otherwise acquire, sell, exchange, deal in and turn to account property of all kinds, and, in particular, lands, buildings, leases, concessions, public or private works, tolls, business concerns and undertakings and any rights and privileges which may seem to the Association capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.

(5) Generally to purchase, take on lease or otherwise acquire any real and personal property and any rights and privileges which the Association may deem necessary or convenient for the purpose of its business.

(6) To sell or dispose of the property and undertakings of the Association, or any part thereof, for such considerations as the Association may deem fit, and, in particular,

for shares, debentures, or securities of any other association or company having objects wholly or in part similar to those of this Association.

(7) For any of the purposes of the Association to borrow money and to secure the re-payment of any money borrowed or about to be borrowed in such manner as the Association shall think fit, and, in particular, by way of mortgage, encumbrance or charge, or by the issue of bonds or debentures, and to charge any or all of such moneys upon all or any of the Association's property, including its uncalled capital, and to redeem or pay off any such securities.

(8) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association.

(9) To draw, make, accept, endorse, discount, execute, or issue cheques, promissory notes, bills of exchange, bills of lading, warehouse receipts or securities in pursuance of *The Bank Act*, and other like negotiable, transferable and other instruments.

(10) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Association's capital, or any debentures or other securities of the Association, or in or about the formation or promotion of the Association.

(11) To procure the Association to be registered or recognized in any Province of the Dominion of Canada, or in any foreign country or place.

(12) To do all or any of the above things within the Province of Alberta and elsewhere and as principals, agents, contractors or otherwise and by or through trustees, agents, or otherwise, and to do all such other things as are incidental or as the Association may think conducive to the attainment of its objects.

(13) It is the intention that the objects specified in each paragraph of the clause shall, except where otherwise explained in such paragraph, be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Association.

4. The capital stock shall be paid by the shareholders in monthly instalments or otherwise, as the directors of the Association shall require, or as the by-laws may provide, subject to the approval of the Board of Public Utility Commissioners; and if not paid at the day required, interest at the rate of seven per centum per annum shall be payable after the said day, upon the amount due and unpaid; and in case any instalment or instalments shall not be paid as required by the directors with interest thereon, after such demand or

Payments  
on stock

Forfeiture for  
non-payment

notice as the by-laws prescribe, and within the time limited by such notice, the directors may by vote reciting the fact, duly recorded in the records, summarily forfeit any share whereon such payment is not made, and the same shall thereafter become the property of the Association.

Powers to receive deposits and borrow and issue bonds

**5.** The directors may from time to time borrow money at such rates of interest and upon such terms as they may think proper, and may, for the purpose of borrowing money, issue any bonds or debentures under the seal of the Association for sums of not less than one hundred dollars each:

Proviso

Provided that the aggregate of such bonds or debentures does not exceed the paid up capital of the Association.

Transfer of stock

**6.** The stock of the Association shall be deemed personalty and be assignable; and any transfer of a share or any other interest of a deceased shareholder made by his personal representative, shall, notwithstanding such personal representative may not himself be a shareholder, be of the same validity as if he had been a shareholder at the time of his execution of the instrument of transfer.

And no transfer of any share shall be valid until entered in the books of the Association according to such forms as the directors may from time to time appoint; and until the full amount of the shares subscribed shall have been paid up it shall be necessary to obtain the consent of the directors to such transfer being made:

Provided always, that no shareholder indebted to the Association shall be permitted to make a transfer or receive a dividend until such debt be paid, or secured to be paid, to the satisfaction of the directors.

Trusts

**7.** The Association shall not be bound to see to the execution of any trust, whether expressed, implied, or constructive, to which any share or shares of its stock, or to which any deposit, or any other moneys payable by or in the hands of the said Association may be subject; and the receipt of the party or parties in whose name any such share, or shares, or moneys stand in the books of the Association shall, from time to time, be sufficient discharge to the Association for any payment of any kind made in respect of such share, or shares, or moneys, notwithstanding any trust to which the same may then be subject, and whether or not said Association has had notice of such trust, and the Association shall not be bound to see to the application of the money paid upon such receipt.

**8.** At all meetings of the Association each shareholder shall be entitled to one vote for every share held by him upon which all calls then due have been paid for not less than fourteen days prior to the time of voting; such votes may be given either in person or by proxy, the holder of any such proxy being himself a shareholder and qualified to

vote; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote in case of an equality of votes; and provided that if any share stands in the name of two or more persons, the first named in the transfer book of the Association may, as regards voting at meetings, receipt of dividends, service of notices, and all other matters connected with the Association (except transfer), be deemed the sole holder thereof.

**9.** No share in the Association shall be subdivided.

**10.** The stock, property and affairs of the Association shall be under the management of a Board of nine directors, one of whom shall be elected President and another of whom shall be elected Vice-President, by and amongst themselves. Five members of such Board shall be a quorum thereof, each of which directors shall be a shareholder and possess in his own right not less than One Share of the capital stock of the said Association, and the first directors of the Association under this Act shall be E. N. Hallock, H. Kelly, A. Rendall, C. G. Robson and Harvey Shaw, and they shall hold office until the first general meeting of the shareholders, which shall take place at the City of Edmonton, in the Province of Alberta, within sixty days after the amount required by this Act to be paid in on the subscribed capital has been paid in at such place as they, or a majority of them, shall determine. Directors

Thereafter the directors shall be elected at a general meeting of the shareholders, to be held at such time and place as the directors may determine, and such meeting shall be held annually at such time and place as may be prescribed by the Association in general meeting; and the election shall be held or be made by such of the shareholders as shall attend, either by person or by proxy, and such election shall be made by ballot, and if any directors shall die, resign, refuse or become incapable to act, or cease to be a director for any other cause, the remaining directors shall, if they think proper, elect in his place another shareholder to be a director, who shall hold office until the next annual meeting. Election of directors

**11.** In case at any time an election of directors shall not be made on the day herein appointed, this said Association shall not on that account be deemed to be dissolved, but it shall and may be lawful on any other day to hold and make an election of directors in such manner as shall have been regulated by the by-laws, rules and regulations of the said Association. If no directors elected on the appointed day the election may be had thereafter

**12.—(1)** The board of directors shall have full power in all things to administer the affairs of the Association, and to make all contracts which the Association may by by-law Powers of directors

make; to adopt a common seal; to regulate by by-laws, or otherwise, the calling in of all instalments of stock and payment thereof, and the registration of certificates of stock; the forfeiture of stock for non-payment; the disposal of forfeited stock, and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appointments, functions, duties, and removal of all agents, officers and servants of the Association; the security to be given by them; their remuneration; the time and place for holding meetings; the calling of meetings; the requirements as to proxies; the proceedings in all things at such meetings; the making of calls upon the subscribed capital; the imposition and recovery of all penalties and forfeitures imposed upon the several members of the Association infringing such by-laws, and the conduct in all other particulars of the affairs of the Association; but all such by-laws and every repeal, amendment and re-enactment thereof may be varied, altered, or cancelled by the shareholders of the Association at the next general meeting; and every copy of any by-law or resolution under the seal of the Association, and purporting to be signed by any officer of the Association, shall be received in all courts of law as *prima facie* evidence of such by-law:

Evidence of  
by-laws

Notice of  
meetings of  
shareholders

Provided that notice of the time and place of holding all general or special meetings of shareholders shall be given by publishing the same in some newspaper published in the City of Edmonton once each week for two weeks prior to such meetings.

(2) All by-laws of the Association shall be approved by the Board of Public Utility Commissioners.

Amalgama-  
tion of the  
Association  
with other  
companies

**13.** Subject to the provisions hereinafter in this Act contained it shall be lawful for the Association to unite, amalgamate and consolidate its stock, property, business and franchises, with the stock, property, business and franchises of any other company or association incorporated or chartered to transact a like business, or any building, savings or loan company or association heretofore or hereafter incorporated or chartered, or to purchase and acquire the assets of any such company or association, and to enter into all contracts and agreements therewith necessary to such union, amalgamation, consolidation, purchase or acquisition.

Directors  
empowered to  
enter into  
agreement  
for the  
purpose

**14.** The directors of the Association, and of any other such company or association, may enter into a joint agreement under the corporate seals of each of the said corporations, for the union, amalgamation or consolidation of the said corporations, or for the purchase and acquisition by the Association of the assets of any other such company or association prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number of the directors and other officers thereof, and who shall be the first directors and officers there-

of, the manner of converting the capital stock of each of the said corporations into that of the new corporation, with such other details as they shall deem necessary to perfect such new organization, and the union, amalgamation and consolidation of the said corporations, and the after management and working thereof, or the terms and mode of payment for the assets of any other such company or association purchased or acquired by the Association as aforesaid:

Provided always that the name of such new corporation shall be such only as could have been lawfully given thereto by or under this Act if such name had been specially designated herein.

**15.** Such agreement shall be submitted to the shareholders of each of the said corporations, at a meeting thereof, to be held separately for the purpose of taking the same into consideration. Notice of the time and place of such meetings, and the objects thereof, shall be given by written or printed notices, addressed to each shareholder of the said corporations respectively, at his last known post office address or place of residence, and also by a general notice to be published in a newspaper published at the chief place of business of such corporations, and in *The Alberta Gazette*, once a week for two successive weeks. At such meetings of shareholders such agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and the said ballots being cast in person or by proxy; and if two-thirds of the votes of all the shareholders of each of such corporations shall be for the adoption of such agreement, then that fact shall be certified upon the said agreement by the secretary of each of such corporations, under the corporate seals thereof; and if the said agreement shall be so adopted at the respective meetings of the shareholders of each of the said corporations, the agreement so adopted and the said certificates thereon shall be filed in the office of the Provincial Secretary, and the said agreement shall from thence be taken and deemed to be the agreement and act of union, amalgamation and consolidation of the said corporations, or the agreement and deed of purchase and acquisition by the Association of the assets of such company so selling, as the case may be, and a copy of such agreement so filed, and of the certificates thereon properly certified, shall be evidence of the existence of such new corporation.

Agreement  
to be  
submitted to  
shareholders  
for approval

Proceedings  
at meetings

Certificate  
and filing  
thereof

**16.** Upon the making and perfecting of the said agreement and act of consolidation, as provided in the next preceding sections, and the filing of the said agreement as hereinbefore provided, the several companies or associations, parties thereto, shall be deemed and taken to be consolidated and to form one corporation by the name in the said agreement, provided with a common seal, and shall possess all the rights, privileges, and franchises of each of such corporations.

Effect of  
agreement

Property  
vested in  
new  
corporation

**17.** Upon the consummation of such act of consolidation and amalgamation as aforesaid, all and singular the business property, real, personal and mixed, and all rights and incidents appurtenant thereto, all stock, mortgages or other securities, subscriptions and other debts due on whatever account, and other things in action belonging to such corporations, or either of them, shall be taken or deemed to be transferred to and vested in such new corporation without further act or deed:

Proviso—  
certain rights  
saved

Provided, however, that all rights of creditors and liens upon the property of either of such corporations shall be unimpaired by such consolidation or amalgamation, and all debts, liabilities and duties of either of the said corporations shall thenceforth attach to the new corporation, and be enforced against it to the same extent as if the said debts, liabilities, and duties had been incurred or been contracted by it; and provided, also, that no action or proceeding, legal or equitable, by or against the said corporations so consolidated or amalgamated, or either of them, shall abate or be affected by such consolidation or amalgamation, but for all the purposes of such action or proceeding, such corporation may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof.

Furnishing  
of returns

**18.** The Association shall furnish all such returns as may be required from time to time by law or by order of the Lieutenant Governor in Council.

Defects in  
appointment  
of directors  
not to  
invalidate  
acts

**19.** The acts of the directors or of any committee appointed by the directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such director or member of any such committee, be as valid as if such person had been duly appointed and was qualified to be a director.

Liability of  
shareholders  
to creditors

**20.** Each shareholder, until the whole amount of his stock has been paid up, shall be individually liable to the creditors of the Association to an amount equal to that not paid up thereon, but shall not be liable in any action therefor by any creditor before an execution against the Association has been returned unsatisfied in whole or in part and the amount due on such execution shall, subject to the provisions of the next succeeding section, be the amount recoverable, with costs, against such shareholder:

Set-off

Provided that any shareholder may plead by way of defence in whole or in part, any set-off which he could set up against the Association, except a claim for unpaid dividends or a salary or allowance as a president or director.

Limited  
liability of  
shareholders

**21.** The shareholders of the Association shall not, as such, be held responsible for any act, default or liability whatsoever of the Association, or of any engagement, claim, payment, loss, injury, transaction, matter or thing whatso-



ever relating to or connected with the Association, beyond the unpaid amount of their respective shares in the capital stock thereof.

**22.** The Association shall at all times have its head office Head office in the City of Edmonton, in the Province of Alberta, or in such other place in the said Province as may be designated by resolution of the shareholders, and it may establish agencies elsewhere in the Province of Alberta as it may deem expedient.

**23.** The said board of directors may appoint agencies Agencies abroad and local advisory boards of directors in any city or town, their mode of appointment and powers to be fixed by the by-laws of the Association.

**24.** Any summons, statement of claim, notice, order or other document required to be served upon the Association Service of process on Association may be served by leaving the same at the Association's head office, with any grown person in the employ of the Association.

**25.** Any summons, notice, order or proceeding requiring authentication by the Association may be signed by any director, the manager or other authorized officer of the Association, and need not be under the common seal of the Association, and the same may be written or in print or partly in writing and partly in print. Authentication by Association

**26.** Moneys, properties and securities received or held by the Association upon trust or as agent shall not be liable for the debts or obligations of the Association, except such as Trust moneys not liable for debts of Association arise out of such trust or agency.

**27.** Nothing in this Act shall be construed to authorize the Association 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.

**28.** The Association shall not commence business operations Commencement of operations under this Act until at least forty thousand dollars of its capital stock shall have been subscribed and five thousand dollars shall have been paid in.

**29.** If at any time the directors consider it expedient to Winding-up cease carrying on the business of the Association, and to wind up and close it, they shall have power so to do in such manner as they shall deem best for the interests of the stockholders:

Provided that the consent of a majority of the stockholders present at any meeting thereof be obtained thereto, in the notices for the calling of which the intention of considering the winding up thereof shall have been mentioned:

Provided that all general or special meetings of the shareholders shall be published in *The Alberta Gazette* at least one month before the day appointed for such meeting.

**30.** This Act shall come into force on the day upon which it is assented to.

No. 6.

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SIXTH SESSION  
FIFTH LEGISLATURE  
16 GEORGE V  
1926

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**BILL**

An Act to Incorporate the Edmonton  
Mutual Building Loan Association,  
Limited.

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Received and read the

First time.....

Second time.....

Third time.....

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MR. GALBRAITH.

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EDMONTON:  
W. D. McLEAN, ACTING KING'S PRINTER  
A.D. 1926.