

BILL

No. 90 of 1927.

An Act to amend The Companies Act.

(Assented to _____, 1927.)

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

1. This Act may be cited as "*The Companies Act Amendment Act, 1927.*"

2. *The Companies Act*, being chapter 156 of the Revised Statutes of Alberta, 1922, is amended by striking out section 63 thereof, and substituting therefor the following:

"63.—(1) Subject to the provisions, if any, in that behalf, of the memorandum of association of any company subject to the provisions of this Act, 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 dividends, voting, return of share capital or otherwise, as the company may from time to time, by special resolution determine.

"(2) The resolution may provide that the holders of such preference shares shall have the right to select a certain portion of the Board of Directors, or may give the said holders such other control over the affairs of the company, or may so restrict their control as may be considered expedient.

"(3) The resolution may further provide for the purchase or redemption of the preference shares by the company as therein set out, subject, however, to the provisions of this Act, as to the reduction of capital.

"(4) Any term or provision of such resolution whereby the rights of holders of such shares are restricted shall be fully set out in the certificate of such shares, and in the event of such restrictions not being so set out, they shall not be deemed to qualify the rights of the holders of the preference shares.

"(5) If at any time the share capital has been 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.

“(6) To every such separate general meeting, the provisions of the regulations of the company 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.

“(7) An ‘extraordinary resolution’ in this section shall mean a resolution when it has been passed by a majority of not less than three-fourths of the holders of the shares of the class 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.

“(8) Nothing in this section shall affect or impair the rights of creditors of any company.

“(9) This section shall have effect as if it had been embodied in this Act at the time the latter was assented to.”

3. Section 107 of the said Act is amended as to subsection (1) thereof, by striking out paragraphs (c) and (e).

4. This Act shall come into force on.....

No. 90.

FIRST SESSION
SIXTH LEGISLATURE
17 GEORGE V
1927

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An Act to amend The Companies Act.

Received and read the

First time.....

Second time.....

Third time.....

HON. MR. LYMBURN

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