

at a general meeting, or payment of the President or any Director, which do not come into force till approved by the shareholders. One-fourth in value of the shareholders can call a special general meeting. Unless otherwise provided the Directors regulate allotments by by-law. Copy of a by-law under the Co's seal and purporting to be signed by the proper officer, shall be *prima facie* evidence against any shareholder. Stock is personal property, transferable only in manner provided by the Act, charter or by-laws. Books are to be kept in which are recorded all letters patent granted, alphabet call list of shareholders, with address and calling, No. of shares of stock, amount paid or remaining unpaid, a list of Directors, with addresses, &c., and terms during which they served. Also, a Register of transfers. They are to be open to inspection by shareholders and creditors of the Co. or their personal representatives (who may take extracts) during business hours. Neglect to keep such books forfeits the charter. They are *prima facie* evidence against the Co., or any shareholder. Any Director or officer making false entries or wilfully neglecting to make those necessary, or refusing access to them, shall be guilty of a misdemeanor. No transfer can be made of a share on which a call is due, nor is one valid as against those not parties to it, (unless made by order of a court) until entered in the Register. No transfer of a share not fully paid up shall be made without consent of the Directors. If they consent to the transfer of others to a person of insufficient means they become liable jointly and severally to the creditors for any loss entailed. But if a Director enter his protest and within 8 days, publishes it in a newspaper as required for other notices, he is exempt. When shares are transferred by inheritance, or otherwise than by sale, &c., and the Directors doubt in whom they are legally vested, they may apply to a superior court for an order declaring the owner, and acting thereon, they are to be held blameless. Notice must be given to the parties claiming, of such application, and the procedure thereon is as in similar cases. Costs incurred by the Co. to be paid by the party declared proprietor before registration of the transfer; those by other contestants to follow judgment. The Directors may refuse to register transfers of shares by holders indebted to the Co. A transfer by the representative of a deceased shareholder is valid, though his own name is not registered. Each shareholder is liable to the creditors of the Co. for the amount unpaid on his shares, but he may not be levied upon for it till after execution against the Co. proves insufficient. Persons holding shares as an executor, administrator, tutor, curator, guardian or trustee, though they vote on the stock, are not personally responsible for such payments, nor is one who holds stock as collateral security. Pledger may still vote on it. The Cos. are not bound to see to the execution of trusts, but the receipt for dividends, &c., by the person standing in their books as shareholder is sufficient. Calls are to be made by the Directors under provisions of charter or by-laws. Interest at 6 p.c. runs on their amt. from the day fixed for payment. Directors may accept pay-

ment on shares in advance of calls and allow not more than 8 p. c. interest, while so in advance. Shares may be forfeited by the Directors, if in arrear for the time settled by charter or by-law. The shares become the property of the Co., to be disposed of by the Directors; but the original holder remains bound to the Co's. creditors for any amt. not received by the Co. on such shares. Or the Co. may enforce payment of calls by an action, in which a certificate under the seal of the Co., and signed by the proper officer, is *prima facie* proof that defendant is a shareholder and indebted in the amt. of calls sued for. Directors may be indemnified out of the funds of the Co., upon vote at general meeting, for any damages, costs or charges incurred in the discharge of their duties, unless incurred by their wilful neglect or default. No dividend is to be declared or paid which will reduce the capital. Sums due by shareholders to the Co. may be deducted from their dividends. The Co. must establish an office and legal domicile in the place where their chief place of business is, and give notice thereof, and of any changes, in the *Canada Gazette*. Other offices and agencies to be established at the direction of the Directors. Service of process may be made on the Co. at such chief office, or on the President or Secretary personally, or at his domicile. If there be no such office or officers, then the court may order service by advertisement. The signature of the authorized officer, without the seal, authenticates any summons, notice, order or proceeding. Notices from the Co. to its members may be served personally or by post; in the latter case they are held to be served at the time when in due course a registered letter would reach its destination; proof of posting and registration to be proof of service. Deeds signed by the duly empowered attorney of the Co., and sealed with his seal, are valid as if under seal of the Co. So also of any negotiable security or other document signed, under authority of the by-laws, by any officer or servant of the Co. The Co. may not issue any note payable to bearer, or that may circulate as money, or engage in banking business. Directors are responsible jointly and severally for any dividend diminishing the capital, or declared when the Co. is insolvent. But each may free himself from liability as in the case of improper transfer of stock. Except in a loan Co., no loan may be made to a shareholder, the Directors becoming personally responsible, if they make it. The employees of a Co. have a recourse against the Directors for 6 mos. salary or wages, earned while they are such Directors, if they are unable to recover from the Co., and sue within one yr. after the debt is incurred or the Directors go out of office. In an action between the Co. and a shareholder, any other shareholder is a competent witness. The production of an exemplification of the letters patent under the great seal is full proof of incorporation, which can only be attacked by *scire facias* or direct impeachment thereof. A charter is forfeited for non-user during 3 yrs. The right remains in Parli to make other provisions respecting Cos. after incorporation. They are subject to the provisions of the Insolvent or Winding-up Acts. The G. in C. settles procedure and fees for