

issue of letters patent: no proceeding to be had till fees are paid. Proofs required by this Act may be made by declaration under 37 V., c. 37, or affidavit. Letters patent are not invalid on account of any irregularity in preliminary proceeding. The word "limited" is to be added in any sign to the corporate name outside of all its offices or places of business, on its seal, in all notices, publications, negotiable securities, orders for goods or money, bills of parcels, or invoices. Penalty for neglecting to have word on sign \$20 per day against the Co. and any Director authorizing it. For not inserting it in notices or official publications, negotiable security, invoice, receipt, &c., \$200 against the party making or endorsing on behalf of Co., who becomes liable personally on such papers if Co. fails to pay. Any Co. now incorporated for any of the purposes named above, may, after 4 weeks notice of application in *Canada Gazette*, surrender old charter and take letters patent under this Act. Rights of creditors against shareholders under previous charter are preserved. The G. in C. may extend the powers of the Co., change its name and appoint new provisional Directors. All shares to be issued for their full amt. in cash, unless as above provided respecting real estate or under special agreement, filed with the S. of S. before issue. The dates and names of parties to preliminary contracts with promoters, trustees, &c., must be inserted in every prospectus or notice inviting subscriptions, or it shall be held fraudulent, as regards any subscriber without notice. Cos. may borrow money on bonds or debentures of not less than \$100 to the extent of 75 p. c. of the paid up capital, under authority of a by-law passed by a two thirds vote. This limitation does not apply to ordinary commercial paper. Offices may be opened at any place in the United Kingdom. The Directors must report fully each year on the affairs and position of the Co.

#### LOAN COMPANIES.

Their shares must be of \$100 each. They may lend money on real security, the securities of the Dominion or of any Province or of any municipal or other corporation authorized to borrow, or purchase and re-sell such securities and use their own capital for the purpose, or acting as agents loan the capital of others, as above, or to any corporate body or municipal authorities, or board of trustees or Comrs., and may guarantee the payt. of the interest or re-payt. of principal. And moneys so received and loaned with guarantee is to be held as borrowed by the Co. The Directors, with consent of shareholders in general meeting, may borrow money and issue its debentures (for sums not less than \$100 or £20 stg.) or other securities, or assign any of its titles, deeds, securities or property to guarantee repayment. They may borrow or lend at rates legal for individuals in other Provinces, or corporate bodies in Quebec. They may, with like consent, receive moneys on deposit and allow such interest as may be agreed on. These are also to be reckoned as moneys borrowed. A Co. may not borrow until either \$100,000, or 20 p. c. of its

capital (whichever is the greater amt.) is paid up. If the borrowing be by deposits the amt. is not to exceed the paid up capital and cash in hand or bank. If not by deposits but by debentures or like securities or by way of guaranteed capital or both, the amt. must not exceed its subscribed capital or 4 times its paid up and unimpaired capital. If by all these methods the amt. is not to exceed that remaining unaid on securities held by the Co., nor double the amt. of paid up unimpaired capital, but the cash in hand is to be deducted from liabilities. These restrictions are not to affect the rights of debenture holders in existing Cos., though such Cos. procure extension of powers under this Act. Loan Cos. may not purchase stock in other Cos. They may hold real estate necessary for their business not exceeding \$10,000 in yearly value, or acquire property necessary to procure repayment of advances, disposing of it within 7 years. When acting as agent they may charge coms. Registers of securities must be kept and entries made within 14 days. One Co. may amalgamate with another or purchase its franchises, securities and property. The Directors of these two Cos. enter into the agreement provisionally, submit it to the shareholders of each at general meetings, 6 weeks notice being given. If ratified by two thirds of the votes of all the shareholders of each Co., that fact is certified by the respective Secretaries and certificate sealed with the corporate seals. The agreement and certificates are then filed with the Secretary of State, and becomes evidence of such amalgamation or acquisition. But due proof is to be laid before the Governor in Council if asked for, who may, if he see fit, issue new letters patent and give notice thereof in the *Gazette*. A new company is thus formed with the franchises of both, all previous rights and liabilities of third parties being saved. Annual reports under oath are to be made to the Minister of Finance, on or before each 1st of March, shewing the business and position of the Co. up to the previous 31st December, in such detail as the Minister of Finance may require, not disclosing the names or private affairs of persons dealing with them. Cos. incorporated to loan money, under 37 Victoria, chapter 49, must make like returns. All notices of the issue of letters patent inserted by the Secretary of State in the *Canada Gazette* must be inserted 4 times in a newspaper at the place of the head office, by the Co.

#### VOTES OF BANK SHAREHOLDERS.

*Chap. 44*—Declares that shareholders in banks subject to 34 Victoria, chapter 5, sections 27, 29 and 30, may not vote if in arrears upon calls.

#### RAILWAYS—PROVINCIAL.

*Chap. 45*.—Crossing or uniting with a railway organized under a Dominion charter, by a railway under a Provincial charter brings latter under the provisions of the Dominion Act 31 Victoria, chapter 68, section 7, sub-sections 15 and 16.