

ORDINANCES
OF THE
YUKON TERRITORY

PASSED BY THE
YUKON COUNCIL

IN THE YEAR
1914

GEORGE BLACK,
COMMISSIONER



Printed and Published for the Government of the Yukon Territory Under Authority of
Chapter 4 of the Ordinances of 1904.

BY

A. F. ENGELHARDT, King's Printer

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CHAPTER 1

AN ORDINANCE TO AMEND THE SCHOOL ORDINANCE

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Chapter 66 of the Consolidated Ordinances of the Yukon Territory, 1902, being the School Ordinance, is hereby amended as follows:

1. Sections 13, 14, 15, 16 and 17 of the said Ordinance are hereby repealed and the following substituted therefor:

Sections 13 to 17 repealed and new Sections substituted.

13. As soon as the City of Dawson is erected into a School District the Commissioner shall appoint a Returning Officer and fix a day for holding an election of five Trustees, who shall hold office until the second Monday of January next following the date of the election, or until their successors are elected.

City to elect five Trustees.

(a) The Returning Officer shall within ten days from the receipt of his appointment post notices as nearly as may be in Form "A" in the Schedule hereto in various public places within the City.

Returning Officer to post notice.

(b) Every person who is a British subject and who

Who
entitled
to vote.

was assessed upon the assessment roll of the City of Dawson last preceding the date of such election and whose taxes have been paid in full on or before the day of such election, shall be entitled to vote at such election and no other person shall be entitled except as herein after provided.

Voters'
list to be
prepared.

(c) The Collector of Taxes shall cause to be prepared for use at such election a list alphabetically arranged of the names of all persons assessed upon said assessment roll who have paid their taxes up to the hour of closing his office on the seventh day prior to the date of such election and such list shall be certified by said Collector of Taxes and shall be the voters' list for said election.

Persons
paying taxes
after list
made up
entitled
to vote.

(d) Every person assessed upon said assessment roll who shall have paid his taxes in full at any time after the said seventh day prior to the date of the election and before four o'clock in the afternoon of the day of such election shall be entitled to receive from said Collector of Taxes a certificate that all his taxes have been paid in full and shall on production of such certificate to the Deputy Returning Officer at any polling place and filing the same with him be entitled to have his name entered on the voters' list at the polling place and shall be given a ballot and be entitled to vote. All such certificates shall after the close of the poll be placed in the ballot box and delivered therewith to the Returning Officer.

Qualifica-
tion of
Trustees.

14. The persons qualified to be elected Trustees shall be British subjects and actual resident ratepayers within the city able to read and write and not disqualified under this Ordinance.

Nomination
of
candidates.

(a) Every candidate for the office of Trustee shall be nominated in writing by two ratepayers of the City and such nomination paper shall be delivered to the Returning Officer not later than five o'clock in the afternoon of the Monday previous to the second Monday in January.

If nomina-
tions do not
exceed
required
number

(b) In case the number of nominations do not exceed the number of Trustees to be elected the Returning Officer shall declare the person or persons nominated to

be elected and shall make a return thereof to the Commissioner with the nomination papers of all persons so nominated.

Returning Officer to declare.

15. The Returning Officer shall provide a polling place for every 250 voters and for each polling place shall appoint a Deputy Returning Officer and Poll Clerk and said election as to division of voters' lists for the several polling stations, the secret marking of ballots and otherwise shall be conducted as far as may be under the provisions hereof in the same manner as is provided by law at an election of a member of the Yukon Council.

Returning Officer to appoint Deputy, etc.

(a) The Returning Officer, Deputy Returning Officers and Poll Clerks shall before entering upon their respective duties take the oath in Form "B" in the Schedule to this Ordinance to the proper and faithful discharge of the same.

Oath to be taken by Officials.

16. Upon the day fixed by the Commissioner the Deputy Returning Officers shall open the poll at nine o'clock in the forenoon and shall keep the same open until five o'clock in the afternoon. The Returning Officer shall provide a poll book, which poll book shall be in the same form, with such variations as may be necessary, as that provided in an Ordinance respecting elections, for use on an election for a member of the Yukon Council, a ballot box, a sufficient number of ballot papers and the necessary material to mark the ballots for each Deputy Returning Officer.

Opening and closing of poll; ballot papers to be provided.

(a) Ballot papers for use at such election shall be in Form "C" in the Schedule hereto.

Form of ballot.

(b) The Poll Clerks shall write in the poll books the name of each voter when he offers to vote.

Poll Clerk to enter names in poll book.

(c) Every candidate shall be entitled to be represented at such polling booth by an Agent, who shall produce to the Deputy Returning Officer his appointment as such Agent signed by the candidate, or in case of his absence from Dawson by two electors, one of whom shall be one of the nominors of the candidate.

Each candidate may be represented by agent.

Deputy
Returning
Officer to
initial
ballots, etc.

(d) When the name of any person claiming to vote is found upon the list of voters, or such person produces a certificate from the Collector of Taxes as hereinbefore provided and when the proper entries respecting him have been made in the poll book the Deputy Returning Officer shall write his initials on the back of a ballot paper and deliver the same to such person unless such person has refused to take any prescribed oath or affirmation, when no ballot paper shall be delivered to him.

Closing of
poll and
counting
of ballots.

(e) At the hour of five o'clock in the afternoon the Deputy Returning Officer shall declare the poll closed and shall forthwith thereafter, with the assistance of his Poll Clerk and in the presence of the candidates and their agents or such of them as are then present, open the ballot box and examine the ballots therein and proceed to count the votes.

Certain
ballots not
to be
counted.

(f) Any ballot paper,

(1) Not initialled by the Deputy Returning Officer, or

(2) On which votes are given to more candidates than are to be elected, or

(3) On which anything is written or marked appearing to have been designedly put there, for the purpose of enabling the name to be identified as a ballot of a particular voter, or

(4) Which is unmarked, or

(5) From which it is uncertain for which candidate or candidates the voter votes

shall be void and not counted.

Deputy
Returning
Officer to
furnish
certificates
of vote.

17. After summing up the votes the Deputy Returning Officer, if requested so to do by any of the candidates or agent of any candidate, shall give to such candidate or agent a certificate of the number of votes given for each candidate and of the number of rejected ballots and shall then place all the ballots, poll books and oaths, voters' lists and certificates of the Collector of Taxes in the ballot box and seal up the same and return to the Returning Officer with a written statement of the votes

cast for each candidate and the number of rejected ballots.

(a) The Returning Officer shall as soon as possible sum up the result of the returns of all the Deputy Returning Officers and shall declare the five candidates receiving the greatest number of votes elected and shall make a return thereof to the Commissioner and shall then deliver all voters' lists, certificates of the Collector of Taxes, ballot boxes, ballots and oaths to the Collector of Taxes.

Returning Officer to declare election and make return.

(b) Every election for Trustees in the City of Dawson after the first election thereof shall be held on the second Monday in January in each year and shall be conducted in the same manner as herein provided for the first election of such Trustees.

Date of election after the first.

(c) The Returning Officer shall cause to be posted in every polling place a copy of the instructions in the Schedule to this Ordinance.

Instructions to be posted.

(d) The Returning Officer shall cause the notice in Form "A" to be posted not less than three weeks preceding any election subsequent to the first election for School Trustees in the City of Dawson.

Notice of Election.

2. Section 37 of the said Ordinance is amended by striking out the words "mayor and aldermen" at the end of said section and substituting therefor the words "school trustees for said district."

Section 37 amended.

3. Section 76 of the said Ordinance is hereby amended by inserting between the words "Day" and "Labour" in the third line thereof the words "Discovery Day."

Section 76 amended.

SCHEDULE

Form "A"

Public notice is hereby given to the electors of the City of Dawson that a poll has been granted for the election of five School-Trustees for the School District of

the City of Dawson and that a poll will be open on
, the..... day
 of, 19....., from the hour of nine
 o'clock in the morning till five of the clock in the after-
 noon at

And I will at (describe the place) on.....,
 the..... day of....., 19.....
 at..... o'clock in the.....noon sum
 up the votes and declare the result of the election.

GIVEN under my hand at Dawson, this.....
 day of....., 19.....:

Returning Officer.

Form "B"

Oath of Returning Officer, Deputy Returning Officer
 and Poll Clerk:

I,, do swear that I have
 not received any sum of money, office, employment or
 gratuity, or any bond, bill or note, or any promise of
 gratuity by myself or another, to my use or advantage,
 for making any return at this election; that I will return
 to the (Returning Officer or Commissioner, as the case
 may require), a true and faithful account of the votes
 polled in this election, and that I will faithfully discharge
 my duty at the election to the best of my knowledge and
 judgment. So help me, God.

Form "C"

Election of School Trustees for the City of Dawson.		

Instructions

The names of the persons nominated shall be printed in the space on the right of the form in Alphabetical order and the voter shall mark his ballot for the persons for whom he desires to vote by placing a cross on the right hand side of the ballot, opposite the names of such persons. Any other marks placed on the ballot by any voter will invalidate the same.

CHAPTER 2

AN ORDINANCE RELATING TO THE DECISION OF CONSTITUTIONAL AND OTHER QUESTIONS

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Interpre-
tation.

1. In the construction of this Ordinance the word "Court" shall mean "The Territorial Court for the Yukon Territory," and the word "Judge" shall mean a Judge of the said Court.

Commis-
sioner may
refer certain
matters to
the Court.

2. The Commissioner of the Yukon Territory may refer to the Court for hearing and consideration any matter which he thinks fit to refer and the Court shall thereupon hear and consider the same and if the matter referred involves the determination of a question of fact, the same shall be tried and determined in all respects as if it were an issue in any ordinary action in said Court.

Court to
certify
opinion.

3. The Court shall certify to the Commissioner the opinion or decision of the Court in the matter referred, with the reasons therefor, which shall be given as in the case of an ordinary action.

Attorney-
General to be
notified.

4. If the matter relates to the constitutional validity of any Ordinance of the Territory, or of any provision in any such Ordinance, the Attorney-General of Canada shall be notified of the hearing in order that he may be heard if he thinks fit and notice of such hearing shall be given in such manner as the Court or Judge shall order.

Court may
direct that
persons
interested
be notified.

5. The Court or Judge shall have power to direct that any person interested, or, where there is a class of

persons interested, any one or more persons as representative of such class, be notified of the hearing in such manner as the Court or Judge may direct, and such person or persons shall be entitled to be heard.

6. Where any interest affected is not represented by Counsel the Court or Judge shall have discretionary power to request Counsel to appear and argue the matter on behalf of such interest, and the reasonable and proper charges and expenses thereby occasioned shall be paid out of the general revenue of the Territory.

Court may appoint counsel to represent absentees.

7. The decision of the Court or Judge upon any such reference, although advisory only, shall for all purposes of appeal be considered and treated as a final judgment of the Court between parties.

Decision to be treated as Judgment of Court.

8. Chapter 6 of the Ordinances of 1906, being "An Ordinance Relating to the Decision of Constitutional and Other Territorial Questions," as amended by Chapter 7 of the Ordinances of 1912, is hereby repealed.

Chapter 6 of 1906 repealed.

CHAPTER 3

AN ORDINANCE TO VALIDATE THE ASSESSMENTS OF THE CITY OF DAWSON

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Validating
assessment
rolls, 1912
and 1913.

1. The assessment rolls of the City of Dawson for the years 1912 and 1913, and all matters and acts and things done thereunder are and always were valid and of full force and effect, notwithstanding that the estimates for the City of Dawson were made by the Yukon Council or any other person or persons, and either at the proper time or at any time, and notwithstanding the rate books were not properly prepared nor submitted to the City Clerk and the rate struck, and that such rate or rates was or were struck by some person unauthorized so to do, and notwithstanding that assessments were not made nor rates struck by the Assessor, but by some other person or persons, and notwithstanding any overvaluation or undervaluation of assessable property by the Assessor, or by any other person engaged in the preparation of any assessment roll or rate book, or the omission of any poll tax or other tax, and notwithstanding any act of omission or defect by the Yukon Council, the Commissioner of the Yukon Territory, the City Clerk of Dawson, the Assessor of the City of Dawson or any other person or persons whomsoever, and notwithstanding any non-compliance whatsoever with the Assessment Ordinance and any amendments thereto.

CHAPTER 4

AN ORDINANCE RESPECTING THE PROCEDURE AND PRACTICE IN CONNECTION WITH THE EXERCISE OF THE CIVIL JURISDICTION OF POLICE MAGISTRATES.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. The civil jurisdiction of Police Magistrates in the Yukon Territory shall be exercised as to practice and procedure in the following manner:
 - (a) All proceedings in the said Court shall be intitled "In the Police Magistrates Court for the District of (name of District)". Civil jurisdiction of Police Magistrates.
 - (b) The jurisdiction of such Police Magistrate shall be exercised as to procedure and practice in the same manner as such jurisdiction is exercised by a Judge of the Territorial Court of the Yukon Territory in civil cases to which the jurisdiction of the Police Magistrate extends. Proceedings, how intitled.
 - (c) The practice and procedure in civil cases in said Police Magistrate's Court shall, except as to appeals and the title of the said Court, be regulated by, and proceeded with, in the same manner as provided for the practice and procedure in the Territorial Court of the Yukon Territory in all matters to which the civil jurisdiction of such Police Magistrate extends, by the Ordinance respecting the administration of Civil Justice and the Rules of Court and forms in the Schedule thereto shall, with such variations as may be necessary, be the forms for use in such Court. Jurisdiction, how exercised.
 - (d) Every such case shall be commenced and pro- Practice, how regulated.

Proceedings
as in
Territorial
Court.

ceeded with before judgment and subsequently thereto in the same manner and as if the same was a cause commenced in the Territorial Court save that the same shall be tried and judgment given and decisions and determinations and rules, orders and decrees made in such case by the proper Police Magistrate.

Judgments
and orders
to have
same force
as if in
Territorial
Court.

(e) Every judgment, order, decree, decision, determination and pronouncement of a Police Magistrate shall have the same force and effect and may be proceeded under in the same manner as if the same were a judgment, order, decree, decision, determination or pronouncement of the Territorial Court or a Judge thereof.

Clerk of
Court.

2. The clerks, deputy clerks and acting clerks of the Territorial Court of the Yukon Territory shall in each District in which any Police Magistrate has jurisdiction, be and perform the duties of Clerk of the Police Magistrate's Court within such District and such Clerk shall be entitled to keep and retain for his services as such Clerk seventy-five per cent. of all fees paid into his office under the provisions of this Ordinance.

Fees to
Clerk and
Sheriff.

3. There shall be paid to the Clerk of such Court in each District and to the Sheriff or Deputy Sheriff respectively for their services in all actions or suits brought in such Courts where the action is one which if instituted in the Territorial Court should be brought under the provisions of Order XLVII. of said Ordinance respecting the administration of civil justice, and the Rules of Court thereunder the fees prescribed by the tariff of Clerks and Sheriff's fees in the Small Debt Tariff in the Schedule to such Ordinance, and in all other actions and suits the fees prescribed in Scale "A" of the tariff of Clerks' fees and in Scale "B" of the tariff of Sheriffs' fees as approved by the Judges of the Territorial Court of the Yukon Territory on the 24th day of December, A. D. 1903.

Tariff of
Solicitors'
fees.

4. Duly qualified and enrolled solicitors holding certificates as such and resident in the Territory shall in causes and matters other than such causes and matters which if brought in the Territorial Court of the Yukon Territory would be brought under the provisions of Order

XLVII. of said Rules, in which they are employed in such Courts and upon appeals therefrom be entitled to charge and be allowed the fees prescribed in Scale "A" of the Tariff of Solicitors' Fees in the Territorial Court of the Yukon Territory on the 24th day of December, 1903.

5. All necessary books and forms required for use in the office of the Clerk of each Court and all forms required for use therein may be provided by and shall be the property of the Yukon Government and such entries shall be made therein by the said Clerk as shall be prescribed from time to time by the Commissioner.

Books and forms to be provided.

6. The Clerk of each Court shall further keep a separate book in which he shall enter from day to day all fees and emoluments received by him under and by virtue of this Ordinance, shewing therein separately the fees received by him for each service performed hereunder, and such further facts and information as the Commissioner from time to time requires.

Clerk to keep fee book.

7. The Clerk shall on or before the 15th day of March in each year make up a statement in duplicate from such book and return the same to the Territorial Treasurer, verified under oath; such statement shall set forth the total amount of fees which have been received by such Clerk during the twelve months ended on the last day of February next preceding and with such statement the Clerk shall transmit to the Territorial Treasurer such proportion of the fees and moneys received by him during the next preceding year as he is not entitled to retain to his own use, and such fees and moneys shall form part of the general revenue fund of the Territory.

Clerk to make return of fees to Treasurer.

8. Should there be no Deputy Clerk of the Territorial Court appointed and acting in any District for which a Police Magistrate has been appointed the Commissioner shall appoint some person as Clerk of the Police Magistrate's Court therein.

Commissioner may appoint Clerk in certain cases.

9. Each Police Magistrate's Court shall be provided with a seal to be in the form prescribed by the Commis-

Seal to be provided.

sioner and such seal shall be affixed to all processes, subpoenas, writs, orders, judgments and all other proceedings issued by the Clerk of such Court.

Appeal:

10. An appeal shall lie from any judgment or order of the Police Magistrate to a Judge of the Territorial Court and shall be brought by a notice of appeal in a summary way, and no petition, case or other formal proceeding other than such notice of appeal shall be necessary.

No appeal unless sum exceeds \$200 without leave.

11. No such appeal shall lie from any judgment or order of a Police Magistrate without the special leave of such Judge unless the matter in controversy on the appeal exceeds the sum of two hundred dollars exclusive of costs.

Security for cost of appeal.

12. No security for costs shall be required in applications for new trials or appeals or motions in the nature of appeals unless by reason of special circumstances such security is ordered by a Judge or Police Magistrate upon application to be made within fifteen days from the service of the notice of motion, application or appeal.

Motions for new trials, etc., to be by notice.

13. Motions for new trials, appeals and motions in the nature of appeals shall be brought by notice of appeal and any party appealing may by the same notice of appeal and in the alternative ask for a new trial. In motions for new trials, appeals or motions in the nature of appeals the applicant may, by the notice of appeal, appeal from the whole or any part of the verdict, judgment or order and the notice of appeal shall state whether the whole or part only of such verdict, judgment or order is complained of and in the latter case shall specify such part, and such notice of appeal shall state the grounds on which such application is based.

Notice to be filed and served.

14. The notice of appeal shall be filed in the Police Magistrate's Court in the District from which the appeal is taken and served on all parties directly affected by the appeal, and it shall not be necessary to serve parties not so affected, but the Judge may direct notice of appeal to

be served upon all or any of the parties to the action or other proceeding or upon any person not a party, and in the meantime may postpone or adjourn the hearing of the appeal upon such terms as are just, and may give such judgment and make such order as might be given or made if the persons served with such notice had been original parties. Any notice of appeal may be amended at any time by leave of the Judge on such terms as the Judge thinks fit.

15. The notice of appeal shall be filed and served within twenty days from the date upon which the judgment or order appealed from is signed, entered or pronounced, but the Judge or Police Magistrate may enlarge and extend the time for giving such notice of appeal either before or after the expiration thereof.

Judge or
Police
Magistrate
may extend
time.

16. An appeal shall not operate as a stay of execution or of proceedings under the decision appealed from except so far as the Magistrate appealed from or the Judge orders, and no intermediate act or proceeding shall be invalidated except so far as the Judge directs. Such security shall be made or given thereon as directed by the Judge or Police Magistrate.

Appeal not
to operate
as stay
except as
may be
ordered.

17. When any question of fact is involved in an appeal the evidence taken before the Magistrate bearing on such question shall, subject to any special order, be brought before the Court as follows:

Question
of
fact
involved
evidence
may be
brought
before
Court.

(a) As to any evidence taken by affidavit by the production of copies of such affidavit;

(b) As to any evidence given orally, by production of the notes of the evidence as extended by the stenographer or made by the Magistrate or such other material as the Judge deems expedient.

(c) The appeal book must be clearly and legibly typewritten or printed and must be approved by the opposite party or settled by the Police Magistrate before filing same.

Appeal book
to be filed.

18. The appellants shall serve the respondent or his solicitor with a copy of the appeal book, and shall file with the Clerk of the Territorial Court at Dawson two copies of the appeal book within twenty days from the filing of the notice of appeal or within such time as the Judge or Police Magistrate may allow.

Judge to fix
time for
hearing
appeal.

19. Upon the appeal book being filed the appeal shall be heard at such time as may be fixed by the Judge of the Territorial Court, provided such time is not less than ten days from the filing of the appeal book.

Fees to be
paid Clerk
Territorial
Court.

20. There shall be paid to the Clerk of the Territorial Court on all appeals from a Police Magistrate's Court the fees prescribed in the tariff of Clerks' fees in the Territorial Court cases as approved by the Judges of the Territorial Court on the 24th day of December, 1903.

Chapter 20,
Consolidated
Ordinances
repealed.

21. Chapter 20 of the Consolidated Ordinances, 1902, being "An Ordinance Respecting the Procedure and Practice in Connection With the Exercise of the Civil Jurisdiction of Police Magistrates" is hereby repealed.

CHAPTER 5

AN ORDINANCE RESPECTING THE CONSOLIDATED ORDINANCES OF THE YUKON TERRITORY, 1914, AND BY-LAWS OF THE CITY OF DAWSON.

[Assented to March 30th, 1914.]

Whereas, Pursuant to the provisions of Chapter 6 of the Ordinances of 1913, a Commission was issued under the seal of the Yukon Territory empowering certain Commissioners to revise and consolidate the Ordinances of the Yukon Territory and the By-Laws of the City of Dawson; and,

Preamble.

Whereas, It is expedient to provide for the incorporation with such revision and consolidation the Public and General Ordinances and By-Laws which may be passed during the present session of the Yukon Council.

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, therefore enacts as follows:

1. So soon as the said consolidation of such Ordinances and By-Laws has been completed the Commissioner may cause correct rolls thereof respectively (which may be partly printed and partly written), attested under his signature and countersigned by the Clerk of the Council, to be deposited in the office of the Territorial Secretary, which rolls shall be held to be the original thereof and to embody the several Ordinances and parts of Ordinances and By-Laws mentioned as repealed in the Schedules thereto respectively annexed. Any marginal notes, however, and headings in the body of the Ordinances and By-Laws and references to former enactments

Roll to be deposited.

being held to form no part of the said Ordinances or By-Laws, but to be inserted for convenience of reference only.

Commissioner by proclamation to declare date of coming into force of Consolidated Ordinances.

2. The Commissioner after such deposit of the said rolls respectively may by proclamation declare the day of, from and after which the same shall come into force and have effect as law by the designation respectively of "The Consolidated Ordinances of the Yukon Territory, 1914," and "The Revised By-Laws of the City of Dawson, 1914," and the expression "Consolidated Ordinances" wherever hereinafter in this Ordinance used shall mean "The Consolidated Ordinances of the Yukon Territory, 1914."

Effect of proclamation

3. On and from such day the same shall accordingly come into force and effect by the said designations to all intents as though the same were expressly embodied in and enacted in this Ordinance to come into force and to have effect on and from such day; and on and from the same day all the enactments in the several Ordinances and parts of Ordinances and By-Laws and parts of By-Laws in such Schedules mentioned as far as they relate to the Territory shall stand and be repealed to the extent mentioned in the said Schedules save only as hereinafter provided.

Saving as to transaction anterior to repeal.

4. The repeal of the said Ordinances and parts of Ordinances shall not revive any Ordinance or provision of law repealed by them; nor shall the said repeal prevent the effect of any saving clause in the said Ordinances and parts of Ordinances or the application of any of the said Ordinances or parts of Ordinances or of any Ordinance or provision of law formerly in force to any transaction, matter or thing anterior to the said repeal to which they would otherwise apply.

Matters not affected by repeal.

5. (1). The repeal of the said Ordinances and parts of Ordinances shall not affect:

(a) Any penalty, forfeiture or liability incurred before the time of such repeal or any proceedings for enforcing the same had, done, completed or pending at the time of such repeal;

(b) Any action, suit, judgment, decree, certificate, execution, process, order, rule or any proceeding, matter or thing whatever respecting the same, had, done, made, entered, granted, completed, pending, existing or in force at the time of such repeal;

(c) Any act, deed, right, title, interest, grant, assurance, descent, will, registry, by-law, rule, regulation, proclamation, contract, lien, charge, status, capacity, immunity, matter or thing had done, made, acquired, established or existing at the time of such repeal;

(d) Any office, appointment, commission, salary, allowance, security or duty or any matter or thing appertaining thereto at the time of such repeal;

(e) Any marriage certificate or registry thereof lawfully had, made, granted, or existing before or at the time of such repeal;

(2) Nor shall such repeal defeat, disturb, invalidate or prejudicially affect any other matter or thing whatsoever had, done, completed, existing or pending at the time of such repeal; but every such—

(a) Penalty, forfeiture and liability;

(b) Action, suit, judgment, decree, certificate, execution, prosecution, process, order, rule, proceeding, matter or thing;

(c) Act, deed, right, title, interest, grant, assurance, descent, will, registry, by-law, rule, regulation, proclamation, contract, lien, charge, status, capacity, immunity, matter or thing;

(d) Office, appointment, commission, salary, allowance, security or duty;

(e) Marriage certificate and registry thereof and every such other matter and thing, and the force and effect thereof respectively, may and shall continue as if no such repeal had taken place, and so far as necessary may be continued, prosecuted, enforced and proceeded with under the said Consolidated Ordinances of the Territory and other Ordinances and laws having force in the Territory, so far as applicable thereto and subject to the

provisions of the said several Ordinances and laws.

Consolidated Ordinances not to be deemed new law.

6. (1) The said Consolidated Ordinances shall not be held to operate as new laws, but shall be construed and have effect as a consolidation of the law as contained in the said Ordinances and parts of Ordinances of the Territory and substituted, and the Commissioner in Council is not to be deemed to have adopted the construction which may by judicial decision or otherwise have been placed upon the language of any of the Ordinances included amongst the said Consolidated Ordinances.

Construction where the same in effect as repealed Ordinances.

(2) The various portions of the Consolidated Ordinances corresponding to and substituted for the provisions of the Ordinances and parts of Ordinances so repealed shall, where they are the same in effect as those Ordinances and parts of Ordinances so repealed, be held to operate retrospectively as well as prospectively and to have been passed upon the days respectively upon which the Ordinances and parts of Ordinances so repealed came into effect.

Reference in former Ordinance to repealed Ordinances.

7. Any reference in any former Ordinance remaining in force or in any instrument or document to any Ordinance or enactment so repealed shall after the Consolidated Ordinances take effect be held as regards any subsequent transaction, matter or thing to be a reference to the enactments in the Consolidated Ordinances having the same effect as such repealed Ordinances or enactment.

Effect of insertion of an Ordinance in Schedule II.

8. The insertion of any such Ordinance in the said Schedule shall not be construed as a declaration that such Ordinance or any part of it was or was not in force immediately before the coming into force of the said Consolidated Ordinances.

Copies printed by direction of Commissioner to be evidence.

9. Copies of the Consolidated Ordinances printed under the direction of the Commissioner from the roll so deposited shall be received as evidence of the said Consolidated Ordinances in all Courts and places whatsoever.

Distribution of copies.

10. The Consolidated Ordinances shall be distributed

in such numbers and to such persons only as the Commissioner may direct

11. This Ordinance shall be printed with the said Consolidated Ordinances and shall be subject to the same rules of construction as the said Consolidated Ordinances.

This Ordinance to be printed with Consolidated Ordinances.

12. Any Chapter of the said Consolidated Ordinances may be cited and referred to in any Ordinance or proceeding whatsoever either by its title as an Ordinance or by its short title or by using the expression "The Consolidated Ordinance Respecting" (adding the remainder of the title at the beginning of the particular chapter), or by using the expression "The Consolidated Ordinances, 1914, Chapter" (adding the number of the particular chapter printed in the copies printed under the direction of the Commissioner).

Citation of Consolidated Ordinances.

13. The provisions and enactments of this Ordinance in regard to the Ordinances and Consolidated Ordinances aforesaid and the revision and consolidation thereof shall as far as applicable apply to and include the By-Laws of the City of Dawson and the revision and consolidation thereof by said Commission.

Provisions to apply to revision of By-Laws of Dawson.

CHAPTER 6

AN ORDINANCE TO AMEND CHAPTER 29 OF THE CONSOLIDATED ORDINANCES, 1902, RESPECT- ING LIMITATION OF ACTIONS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Chapter 29 of the Consolidated Ordinances, 1902, being "An Ordinance Respecting Limitations of Actions in Certain Cases," is hereby amended by adding immediately after Section one thereof the following Sections:

Action for assault, defamation, etc.

(1a) No action for assault, battery, wounding, imprisonment or for words shall be commenced, but within two years after the cause of action.

Acknowledgment of liability to be in writing.

(1b) No acknowledgment or promise shall be evidence of a new or continuing contract or liability whereby to take any case out of the operation of the provisions of this Ordinance or to deprive any party of the benefit thereof unless such acknowledgment or promise be in writing, signed by the party chargeable thereby, but a payment made on account of any such debt shall have the effect of such acknowledgment or promise.

Effect of payment on account.

Acknowledgment by co-contractor.

(1c) No person jointly contracting, or liable, or his representatives, shall be answerable for or by reason of any payment, acknowledgment, or promise of his co-contractor, or creditor or his representatives.

Recovery against one joint contractor though barred against other.

(1d) In actions against persons jointly contracting, or liable, or their representatives, the plaintiff may recover against one of the parties, though barred by the provisions of this Ordinance as to the other.

(1e) This Chapter shall apply to any demand alleged by way of set-off or counter-claim on the part of any defendant. Chapter applies to set-off or counter-claim.

(1f) If the defendant is deprived of the benefit of his set-off or counter-claim by the non-suit or any act of the plaintiff he may bring a new action therefor within one year thereafter. In case of non-suit new action for set-off or counter-claim.

(1g) Actions by or against minors, persons insane or out of the Territory may be commenced within the like period after the removal of the disability or the return of such persons to the Territory, as is allowed for bringing the action in ordinary cases. Disability or absence of parties.

CHAPTER 7

AN ORDINANCE TO AMEND THE JUDICATURE ORDINANCE

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

The Judicature Ordinance and Rules thereto, being Chapter 17 of the Consolidated Ordinances of the Yukon Territory, 1902, are hereby amended as follows:

Section 14
amended.

1. Sub-Section 1 of Section 14 of the said Ordinance as re-enacted by the Ordinances of the Yukon Territory, 1903, Chapter 22, Section 2, is hereby repealed and the following substituted therefor:

Practice
and
procedure.

14. The practice and procedure of the Territorial Court of the Yukon Territory shall be regulated by this Ordinance and the Rules of Court, but the Judge of the said Court shall have power to frame and promulgate such additional Rules of Court as he sees fit and may therein vary, annul, add to or amend the existing rules subject to the following conditions:

Rule 265
amended.

2. Rule 265 is hereby amended by striking out all the words after the word "impounded" in the fourth line thereof.

Rule 319
amended.

3. Rule 319 is hereby amended by striking out the words "the Court en banc" in the second line thereof and substituting therefor the words "The Court of Appeal of British Columbia."

Rule 402
amended.

4. Rule 402 is hereby amended by striking out the

word "summons" in the fourth line thereof and substituting therefor the word "notice."

5. Rule 451 is hereby amended by striking out the words "the Court en banc" in the second line thereof and substituting therefor the words "The Court of Appeal of British Columbia." Rule 451 amended.

6. Rules 506 to 524, both inclusive, are hereby repealed. Rules 506 to 524 repealed.

7. Rule 528 is hereby repealed and the following substituted therefor: Rule 528 repealed.

"528. When the plaintiff in an action resides out of the Territory and in any other case where, by the practice and procedure in England, a defendant is entitled to security for costs, the defendant, or one of the defendants, if more than one, may on affidavit of himself or his agent alleging that the defendant has a good defence on the merits to the action, apply for an order requiring the plaintiff within three months (or such other or further time as the Court or Judge deems right) from the service of the order to give security for the defendant's costs and staying all further proceedings in the meantime, and directing that in default of such security being given the action be dismissed with costs unless the Court or Judge on special application for that purpose otherwise orders. The application for such security shall be by notice. A copy of the notice and copies of affidavits to be used on behalf of the defendant on the motion shall be served at least four clear days before the notice is returnable." Security for costs.

8. Rule 542 is hereby repealed. Rule 542 repealed.

9. Rule 543 is hereby amended by striking out the words "whether en banc or otherwise" in the sixth and seventh lines thereof. Rule 543 amended.

CHAPTER 8

AN ORDINANCE REGULATING THE EXPORTATION OF FOXES

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Short Title. 1. This Ordinance may be cited as "The Fox Protection Ordinance."

INTERPRETATION

Interpre- 2. In this Ordinance the following expressions have
tation. the meaning assigned to them in this Section unless the
context otherwise requires:

"Person" or (a) The word "person" or "party" shall include any
"party." person or party persons or parties or any body corporate
or politic, partnership, company or society and the heirs,
executors, administrators or other legal representatives
of such persons to whom or which the context is capable
of applying.

"Penalty" (b) The word "penalty" with reference to an of-
includes fence under this Ordinance includes any fine to which the
"fine" and offender may be liable under this Ordinance and also any
imprison- imprisonment which under the provisions hereof may be
ment." imposed in default of the payment or satisfaction of such
fine and also to all forfeitures provided for under the pro-
visions of this Ordinance.

Close season 3. No one shall hunt, take, kill, shoot at, wound, in-
for fox jure or molest in any way between the first day of April
under one and the first day of June any fox under one year of age.
year.

4. Every person who at the date of the coming into force of this Ordinance is the owner of any live fox or foxes in captivity within the Yukon Territory shall not later than two months thereafter file with the Territorial Secretary at Dawson or some person at Whitehorse to be appointed by the Commissioner a statement in writing under oath containing the name of the owner thereof and the number of foxes owned by him with a description of each of such foxes and such person shall thereupon be entitled to a permit from the Commissioner or some person appointed by him for the purpose at Whitehorse authorizing such person to export and ship such foxes to any place without the Territory.

Registration and permit to export.

5. No person, Corporation Railway Company, Express Company or other common carrier shall at any time or in any manner export or cause to be exported or carried or have in possession for the purpose of exporting or carrying out of the limits of this Territory any live fox not born in captivity or any other live fox which has not been in captivity for a period of at least two years, but no live foxes of any kind shall be exported from the Territory except in pursuance and by virtue of a permit from the Commissioner or some person at Whitehorse to be appointed by the Commissioner for that purpose.)

Exportation of foxes not born in captivity.

Permit of Commissioner.

6. Before any permit for exporting any live fox is granted there shall be filed with the person issuing such permit a statutory declaration by the owner of such fox or his agent that such fox has either been born in captivity or has been in captivity for at least two years. Such declaration to specify the kind and color of each fox to be exported. The fee for each permit issued shall be \$5.00.

Statutory declaration required.

Fee.

7. Every person, corporation, railway, express company, or other common carrier shall, on production of such permit by the holder thereof, be entitled to carry without the Territory the foxes in such permit described. Such permit to be taken up by them and forwarded to the Territorial Secretary.

Permit entitles to export.

8. Everyone is guilty of an offence and liable to the

Approaching
within 25
yards of
inclosure
where foxes
are kept
an offence.

penalty hereinafter provided who at any time hereafter in any part of the Territory, without the consent of the owner or caretaker of a ranch or enclosure where foxes or other fur-bearing animals are kept in captivity for breeding purposes, shall approach or enter upon the private grounds of the owner or owners of the said animals within a distance of twenty-five yards from the outer fence or enclosure within which the pens or dens of the said animals are located and upon which said fence notice forbidding trespassing on the said premises is kept posted so as to be plainly discernable at the said distance of not less than twenty-five yards, provided a public highway does not run closer than twenty-five yards.

PENALTIES

Penalties.

9. Every person who violates any of the provisions of this Ordinance is liable on summary conviction thereof to a penalty as follows:

(a) Any person who commits an offence under or against the provisions of Section 5 of this Ordinance to a penalty of not less than ~~\$50.00~~ and not exceeding ~~\$300.00~~ and in default of payment or satisfaction, to suffer imprisonment for a period of not exceeding six months, with or without hard labour.

(b) Any person who commits an offence under or against the provisions of Section 3 or Section 8 of this Ordinance to a penalty of not less than \$10.00 and not exceeding \$100.00 and in default of payment or satisfaction to suffer imprisonment for a period not exceeding three months, with or without hard labour.

Confiscation
of foxes
being
unlawfully
exported.

(c) In addition to the penalty provided in Sub-Sections "a" and "b" hereof, all foxes found being exported or shipped from the Territory or which have been taken within the prohibited period in violation of the provisions of Sections 3 and 5 of this Ordinance, shall, on conviction of any person so taking, exporting or shipping the same, be forfeited to and become the property of the Yukon Government.

Fees, etc.,
to be paid
to Treasurer.

10. Every fee, fine, or penalty recovered under this

Ordinance shall be paid into the office of the Territorial Treasurer.

11. All fines, penalties, fees and moneys recovered or paid under any of the provisions of this Ordinance shall form part of the general revenue fund of the Territory.

Fees, etc.,
form part
of general
revenue.

CHAPTER 9

AN ORDINANCE TO AMEND THE YUKON TERRITORIAL PUBLIC SERVICE ORDINANCE

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Territorial
Secretary to
be Registrar
of Joint
Stock
Companies.

1. Section 18 of Chapter 5 of the Consolidated Ordinances of the Yukon Territory, 1902, is hereby amended by adding to said Section the following Sub-Section:

(e) He shall be Registrar of Joint-Stock Companies.

CHAPTER 10

AN ORDINANCE TO AMEND CHAPTER 3 OF THE CONSOLIDATED ORDINANCES RESPECTING ELECTIONS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Chapter 3 of the Consolidated Ordinances of the Yukon Territory, 1902, being "An Ordinance Respecting Elections," is hereby amended as follows:

2. Section 24 is amended by adding thereto the following sub-section:

(4) The poll books to be supplied the Deputy Returning Officers shall be in Form "L" in said Schedule 1 of this Ordinance. Poll Book.

3. Section 90 as repealed by Chapter 18, Section 10, of the Ordinances of 1904, is hereby re-enacted as follows:

90. The Returning officer shall then—

(1) Cause all ballot boxes, poll books, record books, ballots and other materials or forms used at each polling place to be placed in the custody of the Clerk of the Territorial Court. Ballot boxes, etc., to be delivered to Clerk of Court.

(2) Forward to the Territorial Secretary a certificate in writing specifying the names of the candidate or candidates declared by him elected. Certificate of election to be filed with Territorial Secretary.

(3) The candidate or candidates so certified as elected shall be deemed to be duly elected until and unless Candidates deemed duly elected.

a Judge upon recount as hereinafter provided shall declare another or other candidates elected.

Statutory
declaration
amended.

4. Paragraph 4 of the Statutory Declarations as enacted by said Chapter 11 of the Ordinances of 1906 is hereby repealed and the following substituted therefor:

“4. I have been a resident of and domiciled within the Yukon Territory for a period of not less than twelve months immediately prior to this date.”

5. Paragraph 5 of said Statutory Declarations is hereby repealed and the following substituted therefor:

“5. I have been a resident of and domiciled within polling division (here describe division) for one month immediately preceding this date.”

Section 35
amended.

6. Section 35 of said Chapter 3 of the Consolidated Ordinances as enacted by Section 13 of Chapter 18 of the Ordinances of 1904 is amended by adding thereto the following words, “except as hereinafter provided.”

7. Said Chapter 3 of the Consolidated Ordinances is further amended by inserting immediately after said Section 35 the following sections:

Returning
Officer
may give
certificate
of transfer
of vote.

(a) Any person whose name is on the list of registered voters for any Polling Division in any Electoral District shall, upon application therefor, be entitled to receive a certificate from the Returning Officer that his name is on the voters' list for such Electoral District and that he wishes to vote at a polling place in said District, designating such polling place, other than at the polling place for which his name appears on the voters' list, provided that such application shall be made before the Returning Officer has delivered or forwarded the voters' list to the Deputy Returning Officer for the polling place where such person desires to vote and upon producing and filing such certificate with the Deputy Returning Officer at the polling place designated therein, such person shall, if otherwise qualified, be entitled to vote thereat and shall not be entitled to vote elsewhere in said Electoral District at said Election.

(b) Upon giving any such certificate the Returning Officer shall erase the name of the voter to whom it is given from the voters' list where such name is registered, by drawing a line through such name and writing his initials and the word "certificate" opposite such name on the list. The Returning Officer shall keep a record and make return of all such certificates to the Clerk of the Territorial Court, such record to show to whom each such certificate is granted, the polling place upon the list for which such name was registered and the polling place at which the certificate entitles such person to vote.

Name to be erased from list when transfer given.

(c) All such certificates shall, before voting thereon, be deposited with the Deputy Returning Officer at the polling place where the same are used and shall be by such Deputy Returning Officer returned with the ballot box to the Returning Officer.

Certificates of transfer to be returned with ballot box.

8. Said certificate to be given by the Returning Officer shall be in Form "A" hereto or to the like effect.

Form of certificate.

FORM A.

(Certificate Transferring Vote.)

This certifies that the name A. B. is on the list of registered voters for Polling Division..... in the Electoral District of.....for the Yukon Council Election now being held, and that the said A. B. has applied for a certificate to vote at Polling Place..... in said Electoral District which is hereby granted.

Dated.

.....
Returning Officer for said Electoral District.

9. Form "M" in the first Schedule to said Ordinance as enacted by Chapter 11 of the Ordinances of 1906 is hereby repealed and the following substituted therefor:

FORM M.

I,....., of.....,in the Yukon Territory,

Form of oath.

do solemnly swear that I am a natural born (or naturalized) male British subject of the full age of twenty-one years. That I have been for a period of twelve months immediately prior to this date a resident of and domiciled within the Yukon Territory, and that I have been for a period of one month immediately prior to the said date, a resident of and domiciled within the Electoral District of.....and that I have not voted before at this Election at this or any other polling place. So help me, God.

Sworn before me at.....,
in the Yukon Territory, the
.....day of....., 191...

.....
(Signature and office of Officer Administering the Oath.)

CHAPTER 11

AN ORDINANCE TO AMEND CHAPTER 11 OF THE ORDINANCES OF 1903, RESPECTING AUC- TIONEERS, HAWKERS AND PEDLERS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Section 2 of said Ordinance, Chapter 11, of 1903, is amended by striking out all after the word "shall" in the fourth line thereof and inserting in lieu thereof the following "when so ordered by the Commissioner be issued by the Territorial Secretary." Section 2
amended.
2. Section 4 of said Ordinance is hereby repealed and the following substituted therefor:
 - (4) On every application for a license under this Ordinance there shall be paid the sum of \$25.00. License fee.
 - (1) No license shall be issued under this Ordinance to any person who at the time of the application therefor has not been a resident of the Yukon Territory and domiciled therein for at least six months immediately preceding the date of such application. Person not
resident of
Territory
for six
months not
entitled to
license.
3. Section 8 of the said Ordinance is amended by adding thereto the following words, "nor shall such provisions apply or any license be issued under the provisions hereof, within any district brought by proclamation within the provisions of Section 9 of Chapter 5 of the Ordinances of the Yukon Territory, 1906." Section 8
amended.

CHAPTER 12

AN ORDINANCE TO AMEND THE ORDINANCE RESPECTING THE REGULATION OF TRAFFIC ON HIGHWAYS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Chapter 14 of the Consolidated Ordinances, 1902, being "An Ordinance for the Better Regulation of Traffic on Highways," is hereby amended as follows:

1. Sections 2, 3 and 4 are hereby repealed and the following Sections substituted therefor:

Vehicles meeting to turn to the right.

"2. If a person travelling or being upon a highway in charge of a motor vehicle or of a vehicle drawn by one or more horses, or one or more other animals, meets another motor vehicle or a vehicle drawn as aforesaid, he shall turn out to the right from the centre of the road, allowing to the vehicle so met one-half of the road."

Vehicles overtaken to turn to the right.

"3. If a person travelling or being upon a highway, in charge of a motor vehicle or of a vehicle drawn as aforesaid, or on horseback, is overtaken by any other vehicle or horseman travelling at a greater speed, the person so overtaken shall turn out to the right and allow the said vehicle or horseman to pass."

Vehicle overtaking another to turn to the left.

"4. If a person travelling upon a highway, in charge of a motor vehicle or of a vehicle drawn as aforesaid or upon horseback, overtakes any other vehicle or horseman, it shall be the duty of such person to turn out to the left in passing such vehicle or horseman, and if he finds it impracticable to turn out as aforesaid, he shall regulate the speed of his vehicle or horse so as to allow the overtaken vehicle or horseman to precede him to

some point on the highway where such turning out to the left and a passing can safely be effected."

2. The following Section is added immediately after Section 5 of said Ordinance:

"5a. A person travelling or being upon a highway, in charge of a motor vehicle, on meeting a vehicle drawn by one or more horses, at a point where the road is built along a bluff, embankment or hillside with a wall or steep ascent on the inside of said road and a drop or steep declivity on the outside of said road, shall turn out to the outside of said road to pass the vehicle drawn by one or more horses and the person in charge of the vehicle drawn by one or more horses shall turn out to the inside of said road and shall pass between said motor vehicle and the wall or bluff on the inside of said road."

Where road runs along a bluff motor vehicles to turn to the outside, allowing other vehicle to pass on the inside.

3. The following Section is added immediately after Section 6:

"6a. It shall be unlawful for any person or company freighting or operating stages between Dawson and Whitehorse or Whitehorse and Dawson during the Winter Season over the highway between the said two places to use any sled or stage which has a width of less than fifty-six inches from the centre of one runner to the centre of the other runner. Provided, that the provisions of this Section shall not apply to the Winter Season of 1913-1914."

Width of sleigh runners.

CHAPTER 13

AN ORDINANCE TO AMEND CHAPTER 8 OF THE ORDINANCES OF 1913, BEING AN ORDINANCE RESPECTING TRANSIENT TRADERS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Section 2 of Chapter 8 of the Ordinances of 1913 is hereby repealed and the following substituted therefor:

Transient trader to pay license fee.

"2. No transient trader shall by himself, or by his agent, or by a licensed auctioneer, or in any other manner, sell or offer for sale, goods, wares, or merchandise of any description, or engage in or carry on his trade or business within the limits of the City of Dawson, or in the Town of Whitehorse, without having first paid the license fee hereinafter provided for. Provided always that this Ordinance shall not affect, apply to or restrict the sale of the stock of an insolvent estate which is being sold or disposed of within the City of Dawson or Town of Whitehorse if the insolvent carried on business therein in the said City or Town at the time of the issue of an attachment or of the execution of an assignment."

Sections 3 and 4 repealed.

2. Sections 3 and 4 of said Ordinance are hereby repealed.

Section 5 amended.

3. Section 5 of said Ordinance is amended by striking out Sub-Section (a) thereof and inserting in lieu thereof the following:

(a) Any person selling or offering for sale any goods, wares or merchandise, or engaging in or carrying on his trade or business within the limits of the City of Dawson or Town of Whitehorse whose permanent place of abode is situate elsewhere than in the said City or Town or who has not resided continuously in said City or Town for a period of at least six months next preceding the time of the commencement by him of such business therein.

4. Sub-Section (b) of Section 5 of said Ordinance is amended by inserting immediately after the words "City of Dawson" where they occur in the fourth and seventh lines thereof the words "or Town of Whitehorse," and by inserting immediately after the word "City" where it occurs in the eighth and twelfth lines thereof the words "or the Town of Whitehorse."

5. Section 6 of said Ordinance is amended by striking out the words "five hundred" in the second line thereof and inserting in lieu thereof the words "two hundred and fifty" and by adding thereto the following Sub-Section:

Section 6 amended.

(a) The foregoing provisions of this Section, except as to amount of license fee to be paid, shall not apply to Whitehorse. The fees paid under the provisions of this Ordinance for any license which may be issued to any transient trader at Whitehorse shall be paid over to the Territorial Treasurer and form part of the general revenue fund of the Territory.

Provisions except as to license not to apply to Whitehorse.

6. Section 9 of said Ordinance is hereby repealed and the following substituted therefor:

"9. The license required under this Ordinance shall in Dawson be issued by the City Treasurer or the person acting in that capacity, and in Whitehorse by the agent of the Territorial Government or person acting in that capacity, upon payment of the sum of \$250.00 by the person applying for such license."

By whom license to issue.

7. Section 11 of said Ordinance is hereby amended by striking out the figures 500.00 in the seventh line thereof and inserting in lieu thereof the figures 200.00 and by inserting immediately after the words "City of Dawson" in the fifth line thereof the words "or Town of Whitehorse."

Section 11 amended.

8. Said Ordinance is further amended by adding thereto the following Section:

"13. For the purpose of this Ordinance the Town of Whitehorse shall be the area comprised within a radius of one mile from the Post Office in said Town."

Town of Whitehorse.

CHAPTER 14

AN ORDINANCE TO REGULATE THE SPEED AND OPERATION OF MOTOR VEHICLES ON HIGH- WAYS.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

Short Title. 1. This Ordinance may be cited as "The Motor Vehicle Ordinance."

2. In this Ordinance, unless the context otherwise requires, the term or expression—

**Interpre-
tation.**

(1) "Motor vehicle" means and includes automobiles, and all other vehicles propelled by any power other than muscular power, excepting traction engines and such motor vehicles as run only upon rails or tracks;

(2) "Highway" or "public highway" means and includes any public highway or road, street, lane, alley, park, parkway, driving or public place within or outside of any city, town or village;

**Owner of
motor to
register
description,
etc., of
motor.**

3. Every person owning a motor vehicle shall, for every such vehicle owned by him, file in the office of the Territorial Secretary a statement containing his name and address, with a brief description of the vehicle so owned by him, including the name of the maker, factory number, style of vehicle and motor power, on a blank to be prepared by said Territorial Secretary for the purpose.

**Fee on filing
statement.**

4. The fee to be paid upon the filing of such statement shall be as follows: \$3.00 in the case of motor-cycles, and \$10.00 in the case of all other motor vehicles, and, upon the filing of such statement as aforesaid and payment of the proper fee, the said Territorial Secretary

shall register such motor vehicle in a book or index to be kept for that purpose and assign to it a distinctive number.

(2) The provisions of this Ordinance, as to registration and display of permanent numbers, shall not apply to bona-fide dealers in, or agents for, automobiles, in respect to new cars in stock, or used as demonstrators by such dealers or agents. Provided, however, that every such dealer or agent shall pay to the Territorial Secretary the registration fee as provided for in Section 4 of this Ordinance, and secure a number plate, which number plate shall be temporarily attached to the dash board or wind shield of such new car or demonstrator when the same is in operation on any street or highway in such manner that said number plate can be easily seen.

Dealers or agents to pay fee and display numbering plates.

5. The Territorial Secretary shall forthwith issue and deliver to the owner of such motor vehicle a certificate of registration.

Registration certificate.

(2) The Territorial Secretary shall issue and deliver to the owner of such motor vehicle at the time of the issue of the registration certificate as aforesaid two number plates having thereon the registration number of such motor vehicle, the abbreviated name of the Territory and the year of issue.

Number plates.

(3) The Territorial Secretary may charge a fee of \$1.00 for each set of number plates issued pursuant to the provisions of this Ordinance.

Fee for number plates.

6. The certificate of registration referred to in the next preceding Section shall contain the name of the owner of the vehicle registered, his address, the name of the maker of the said vehicle, the factory number, style and motive power.

What certificate shall contain.

7. Every certificate of registration, and all renewals thereof, shall have force and effect up to the fifteenth day of July next after the same shall have been issued, unless sooner revoked.

Time of expiring of certificate.

8. Every certificate of registration may be renewed

Renewal of certificate.

from year to year, from the fifteenth day of July in any year upon application to the Territorial Secretary and the payment of the fee required by this Ordinance.

Owner to give notice of transfer and new number plate to issue.

9. Upon the sale or transfer of ownership of any motor vehicle, registered pursuant to the provisions of this Ordinance, it shall be the duty of the person in whose name such motor vehicle is registered to immediately notify the Territorial Secretary of the name and address of the new owner, and to return the registration certificate and number plates for the motor vehicle so sold or transferred, and such certificate shall be cancelled by the Territorial Secretary, and the number plates may be re-issued by him to the new owner, together with the new certificate of registration, which shall remain in force until the fifteenth day of July following, and a fee of \$2.00 shall be chargeable in respect of the issue of such new certificate.

Number plates to be attached to motor.

10. Every motor vehicle shall have firmly attached to and exposed on the front and the back thereof one of the number plates assigned and issued by the Territorial Secretary. The number on the front shall be in such position as to render it distinctly visible. The number on the back shall be placed on the motor vehicle, and in such a position as to be distinctly visible, so that the lower edge thereof shall not be lower than the axle, provided that motor cycles, in lieu of displaying the number plates hereinbefore required, shall have attached to the rear mud guard of such motor cycles the registration number thereof in figures of not less than three inches in height and not less than three-eighths of an inch in width; there shall be at all times a marked contrast between the colour of the number plates and that of the numerals or letters thereon.

No other number plate to be exposed.

(2) No number plate other than that issued by the Territorial Secretary shall be exposed on any part of a motor vehicle.

Lights to be carried.

11. Every motor vehicle shall at all times after dusk and before dawn carry at least two lighted lamps, one on each side, showing white lights visible at least two

hundred feet in the direction towards which such motor vehicle is proceeding, or is headed if not in motion, and upon each of such lights shall be displayed in such manner as to be plainly visible when such lamps are lighted the license number of said motor vehicle, such figures to be of Arabic numerals, not less than one inch in height, and there shall also be attached to the rear end of said motor vehicle a lighted lamp which shall have in addition to a red lens at least one white lens so arranged as to cast a white light upon the license number of the motor vehicle and make the same plainly visible. Provided, that motor cycles shall be required to display only one white light in the direction in which they are proceeding.

12. Every motor vehicle shall be equipped with adequate brakes sufficient to control such motor vehicle at all times, and also with suitable bell, gong, horn or other device and which shall be capable of being heard at a distance of not less than two hundred yards and which shall be sounded whenever it shall be reasonably necessary to notify pedestrians or others of the approach of any such vehicle and especially when approaching all curves or crossings.

Motor to be equipped with brake, bell, horn, etc.

13. No person shall operate a motor vehicle upon a public highway after this Ordinance takes effect, unless such person shall have complied in all respects with the requirements of this Ordinance.

Operator of motor must comply with law.

14. All fees paid to the Territorial Secretary as provided in this Ordinance shall be paid by him to the Territorial Treasurer and form part of the general revenue fund of the Territory.

Fees to be paid to Treasurer.

15. No person shall operate a motor vehicle upon a public highway at a rate of speed greater than is reasonable and proper, having regard to the traffic and use of the highway, or so as to endanger or be likely to endanger the life or limb of any person or the safety of any property.

Speed limit on highway.

16. No person shall operate a motor vehicle upon

Speed limit in city or town.

any public highway or street within any city, town or village at a greater speed than one mile in four minutes, nor a greater speed than one mile in six minutes in turning a corner of an intersecting public highway or street in any city, town or village.

Prima facie evidence as to rate of speed.

(2) If the rate of speed of any motor vehicle shall in any case exceed the limit herein defined, it shall be *prima facie* evidence that the person operating such motor vehicle is running the same at a rate of speed greater than is reasonable and proper having regard to the traffic and use of the street or highway, or so as to endanger the life or limb of any person or the safety of any property.

No male under 16 and no female under 18 to drive motor.

17. No male person under sixteen years of age, and no female person under eighteen years of age shall drive or operate a motor vehicle upon any public street, highway, road, park, parkway or driveway.

Intoxicated person not to drive motor.

(2) No intoxicated person shall drive or operate a motor vehicle in any place.

No motor to be driven in race or on wager.

18. No person shall drive a motor vehicle upon any public highway in a race or on a bet or wager.

At dangerous places on highway motors to remain stationary to allow horses to pass.

19. Outside the limits of cities, towns and villages any person operating a motor vehicle, upon approaching a portion of any highway where it is impossible or dangerous for such motor vehicle and a horse, or horses, being driven in an opposite direction, to pass each other, shall, before entering upon or along such portion of the highway, stop said motor vehicle, and if said horse or horses being driven as aforesaid, is or are on such portion, or is or are about to enter thereon, to cause the said motor vehicle to remain stationary and to allow the said horse or horses to pass first along said road and past the said motor vehicle, before such motor vehicle proceeds.

Motor to slow down when approaching person or horses on highway.

20. Outside the limits of cities, towns and villages, upon approaching a person walking in the roadway of a public highway, or a horse or horses, or other draught animals, being ridden or led or driven thereon, a person

operating a motor vehicle shall not less than two hundred yards from such person slow down to a speed not exceeding one mile in six minutes, and take reasonable precaution to insure the safety of such person or animals, and, in the case of horses or other draught animals, to prevent frightening same.

21. A person operating a motor vehicle shall, at the request of or on signal by putting up the hand from a person apprehensive of danger, riding, leading or driving a horse or horses or other animals in the same direction, guide such motor vehicle to the left of the travelled portion of the highway and bring such motor vehicle immediately to a stop and cause the motor of such vehicle to cease running so long as shall be necessary to prevent accident and insure the safety of others, and shall afterwards use reasonable caution in passing such horse or horses or other animals, and if travelling in the opposite direction, shall remain stationary so long as may be reasonable to allow such horse or animal to pass, and it shall be the duty of any male driver of any motor vehicle and other male occupants thereof, over the age of fifteen years, while approaching or passing any horse or horses or other draught animals which appear badly frightened, or upon the request of the person in charge of and driving such horse or other animal, to give such personal assistance as shall be reasonable to insure the safety of all persons concerned and to prevent accidents.

Upon request or signal when danger apprehended motor to be stopped and assistance to be given.

(2) During the time any motor vehicle is stopped or slowed up, pursuant to the provisions of this section, the person operating such motor vehicle, and the occupants thereof, shall refrain from making any noise by means of any gong, bell, horn, whistle or otherwise.

Not to blow horn or make noise when motor stopped.

22. The Highways Ordinance shall *mutatis mutandis* apply to motor vehicles.

Highways Ordinance to apply.

23. If a vehicle drawn by a horse or horses or other draught animal or a motor vehicle be overtaken by any motor vehicle, and the person in charge of such motor vehicle expresses a desire to pass, it shall be the duty of the driver of any such vehicle so overtaken as afore-

Vehicles overtaken by others wishing to pass to turn to right.

said as soon as practicable to turn to the right of the centre of the travelled portion of the highway and give the person so making the request an opportunity to pass, but should such point of passing be at a place on the road where the same is built along a bluff, embankment or hillside with a wall or steep ascent on the inside of said road and a drop or steep declivity on the outside of said road and the vehicle which it is desired to pass is one drawn by one or more horses, such latter vehicle shall turn to the inside of said road, toward such embankment or hillside, and the motor vehicle shall pass such vehicle on the outside of said road, and in passing the person in charge of such motor vehicle and the other male occupants thereof over the age of fifteen years shall give such assistance as they are able to the occupant or occupants of the vehicle, if assistance be asked, and in thus passing the driver of the motor vehicle shall use all care to avoid accidents.

Assistance
to be given.

In case of
accident
name and
address to
be furnished.

24. If an accident occurs to any person, whether on foot or horseback or in a vehicle, or to any horse or vehicle in charge of any person, owing to the presence of any motor vehicle on any public highway, the person in charge of such motor vehicle shall return to the scene of the accident and give to any person sustaining loss or injury his name and address, and also the name and address of the owner of such motor vehicle, and the registration number of said motor vehicle.

Certificate
may be
cancelled for
misconduct.

25. The Territorial Secretary may at any time suspend or revoke any registration certificate on account of any misconduct or infraction of the provisions of this Ordinance by any owner or driver of a motor vehicle to whom such certificate has been issued, but no such suspension or revocation shall be made until the person guilty of such misconduct or infraction has been convicted for the same under the provisions of this Ordinance.

Onus of
proof in
case of
damage.

26. When any loss or damage is incurred or sustained by any person by a motor vehicle, the onus of proof that such loss or damage did not arise through the negligence or improper conduct of the owner or driver

of the motor vehicle shall be upon the owner or driver of the motor vehicle.

27. Nothing in this Ordinance shall be construed to curtail or abridge the right of any person to prosecute an action for damages by reason of injury to person or property resulting from the negligence of the owner or operator, or his agent, employee or servant, of any motor vehicle or resulting from the negligent use of the highway by them or any of them.

Right of action for damages not curtailed.

28. The owner of a motor vehicle for which a certificate of registration has been issued under the provisions of this Ordinance shall be liable for violation of any of the provisions thereof in connection with the operation of such motor vehicle.

Owner of motor liable for violation of Ordinance.

29. Except as hereinafter provided, any person violating any of the provisions of this Ordinance shall on summary conviction before a Justice of the Peace or Police Magistrate be liable—

Penalties.

(1) For a first offence, to a penalty of not more than \$20.00 and costs;

(2) For a second offence, to a penalty of not less than \$20.00 nor more than \$50.00 and costs; and

(3) For a third or subsequent offence, to a penalty of not less than \$50.00 nor more than \$100.00 and costs, and to imprisonment for a term of not less than one week nor more than one month;

30. Any person violating any of the provisions of Section 24 of this Ordinance shall, upon summary conviction before a Police Magistrate or two Justices of the Peace, be liable, for the first offence, to a fine of \$50.00 and costs; for the second offence, to a fine of \$100.00 and costs or to one month's imprisonment or to both; and for the third offence or any subsequent offence, to imprisonment not exceeding six months.

Penalty under Section 24.

31. In any prosecution of any person for violation of the provisions of Sub-Section 2 of Section 17 of this

In prosecution under Sub-Section 2 of Section 17 not necessary to prove that liquor was consumed.

Ordinance it shall not be necessary, in proving that any person was intoxicated or under the influence of intoxicating liquors, to show the nature of the liquor or that any liquor was actually consumed by such person; but the Justice, Magistrate or other Officer trying the case shall draw conclusions of fact from all the circumstances of the case as shown by the evidence adduced before him.

Magistrate to certify conviction to Territorial Secretary.

32. Every Police Magistrate or Justice of the Peace who shall make a conviction under the preceding Section shall certify the same to the Territorial Secretary, setting out the name of the person, the motor vehicle with or with respect to which the offence was committed, the nature of the offence, and the time when it was committed, and, if three such convictions are made against the same person within a calendar year, the certificate of registration of the motor vehicle owned or driven by such person at the time when the offence for which such third conviction was made was committed may be cancelled.

Cancellation of certificate for third offence.

Fines to be paid to Territorial Treasurer.

33. All fines and penalties imposed by this Ordinance shall enure to the benefit of His Majesty in the right of the Territory, and shall from time to time be transmitted by the convicting Magistrate or Justice of the Peace to the Territorial Treasurer and shall form part of the general revenue fund of the Territory.

Non-resident not to operate motor longer than 90 days.

34. No person not actually residing in the Territory shall operate, or permit to be operated, any motor vehicle not registered under this Ordinance upon any of the highways in the Territory for any greater period than ninety days to be computed from the time such motor vehicle is brought into the Territory.

Magistrate of opinion accident without negligence may be dismissed.

35. Upon any person being charged with an offence under any of the provisions of this Ordinance, if the Justice of the Peace or Magistrate trying the case be of opinion that the offence was committed wholly by accident or misadventure and without negligence, and could not by the exercise of reasonable care or precaution have been avoided, such Justice of the Peace or Magistrate may dismiss the complaint.

Operator to stop on signal from Police.

36. All operators of motor vehicles upon the request or signal of any Constable or Police Officer shall stop and

give all information respecting such motor vehicles as may be desired by the said Constable or Police Officer, as the case may be.

37. No motor vehicle shall be operated or driven under any other number than that of its own registration.

Motor to use its own registration number.

38. In case of the loss of number plates, a new pair of number plates of another number than that borne by the lost number plates may be obtained from the Territorial Secretary upon satisfactory proof being adduced as to the loss of the said number plates and the payment of a fee of one dollar.

If number plate lost, new plate furnished on payment of fee.

39. In the event of any license issued under the provisions of this Ordinance being suspended or cancelled by the Territorial Secretary, as hereinbefore provided, the number plates assigned to the motor vehicle owned or being operated under such number shall be returned to the said Territorial Secretary, and may be re-issued by him to another applicant for registration.

When license cancelled number plates to be returned to Territorial Secretary.

40. If any person shall knowingly make or give false or misleading information in any application for registration under the provisions of this Ordinance, and as a result such registration has been made and a certificate issued, the certificate of registration issued to any such person may be immediately cancelled by the Territorial Secretary.

Certificate of person giving false information may be cancelled.

41. No person shall tamper with a motor vehicle without the authority of the person in charge or climb upon or in any motor vehicle, whether the same is in motion or at rest or hurl stones or any other missiles at the same, or the occupants thereof; or, while such motor is at rest and unattended, sound the horn or other signalling device, or attempt to manipulate any of the levers, starting crank, brakes or machinery thereof, or set such vehicle in motion or otherwise damage or interfere with the same.

Motor not to be interfered with without authority of person in charge.

42. This Ordinance shall not apply to or affect any action or proceeding pending, or any right of action existing at the coming into force of this Ordinance.

Ordinance not to apply to existing right of action.

43. This Ordinance shall come into force on the fifteenth day of July, 1914.

Date of coming into force.

CHAPTER 15

AN ORDINANCE RELATING TO JOINT-STOCK COMPANIES

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of the said Territory, enacts as follows:—

Short Title.

Short title. 1. This Ordinance may be known and cited as the
“Companies Ordinance.”

Interpretation, etc.

Interpre- 2. In this Ordinance and in all letters patent and
tation. supplementary letters patent issued under it, unless the
context otherwise requires, the following expressions
shall have the meanings hereby assigned to them; that is
to say:—

“Existing “Existing company” means a company formed and
company.” registered under some former public Ordinance
of this Territory:

“Company.” “Company” means a company formed and registered
under this Ordinance or an existing company:

“Extra- “Extra-territorial company” means any duly incor-
territorial porated company other than a company incor-
company.” porated under the laws of the Yukon Territory
or the Parliament of Canada:

“Articles.” “Articles” means the articles of association of a
company as originally framed or as altered by
special resolution, including so far as they apply
to the company, the regulations contained (as
the case may be) in Table A in the First Sched-

ule to this Ordinance, or in such table as altered in pursuance of the provisions of this Ordinance, and shall include the by-laws of any existing company except by-laws made by directors:

“Memorandum” means the memorandum of association of a company as originally framed or as altered in pursuance of the provisions of this Ordinance: “Memorandum.”

“Charter” of a company means the Statute, Ordinance, or other provision of law by or under which the company is incorporated, and any amendments thereto applying to such company, whether of this Territory or of any Province, or of the Dominion, or of the United Kingdom, or of any colony or dependency thereof, or of any foreign State or country, the memorandum of association or agreement or deed of settlement of the company, and the letters patent or charter of incorporation, and the license or certificate of registration of the company, as the case may be: “Charter.”

“Charter and regulations” of a company means the charter of the company and the articles of association, and all by-laws, rules, and regulations of the company, and all resolutions and contracts relating to or affecting the capital and assets of the company: “Charter and regulations.”

“Council” means the Council of the Yukon Territory: “Council.”

“Document” includes summons, notice, order, and other legal process and registers: “Document.”

“Share” means share in the share capital of the company, and includes stock except where a distinction between stock and shares is expressed or implied: “Share.”

“Debenture” includes debenture stock:

“Books and papers” and “books or papers” include accounts, deeds, writings, and documents: “Debenture.”
“Books, and papers.”

" The Registrar."	" The Registrar " means the Registrar of Joint-Stock Companies or other officer performing under this Ordinance the duty of registration of companies :
" The Court."	" The Court," used in relation to a company, means the Territorial Court of the Yukon Territory :
" General rules."	" General rules " means general rules made under this Ordinance, and includes forms :
" Pre-scribed."	" Prescribed " means prescribed by general rules or by the Commissioner of the Yukon Territory or other lawful authority :
" Director."	" Director " includes any person occupying the position of director by whatever name called :
" Pros-pectus."	" Prospectus " means any prospectus, notice, circular, advertisement, or other document offering to the public for subscription or purchase any shares or debentures of a company :
" Real estate " or " land."	" Real estate " or " land " shall include all messuages, lands, tenements, hereditaments of any tenure, leaseholds, and all immovable property of every kind :
" Share-holder."	" Shareholder " means every subscriber to or holder of shares in a company, and shall extend to and include the personal representatives of such shareholder :
" Sub-scriber."	" Subscriber " means any person who subscribes for shares in the memorandum of association of a company :
" Company limited by shares."	" Company limited by shares " shall include a company incorporated under Part V. of this Ordinance.

In addition to the above, the following words are defined in this Ordinance:—

" Company "—Secs. 110A, 129 (3), 170.

" A company limited by shares," " a company limited by guarantee," " an unlimited company "—Sec. 12.

" Contributory "—Sec. 210.

- “ Deed of settlement ”—Sec. 314 (4).
- “ Expert ”—Sec. 93 (5).
- “ Joint-Stock company ”—Sec. 302.
- “ Member ”—Sec. 32.
- “ Minimum subscription ”—Sec. 94 (2).
- “ Private company ”—Sec. 130.
- “ Promoter ”—Sec. 93 (5).
- “ Registered office ”—Sec. 70.
- “ Resolution for reducing share capital ”—Sec. 53 (2).
- “ Share warrant ”—Sec. 45.
- “ Special and extraordinary resolution ”—Sec. 77 (1), (2).
- “ Statutory meeting ”—Sec. 73 (1).
- “ Statutory report ”—Sec. 73 (2).

Division of Ordinance.

3. This Ordinance is divided into thirteen parts, relating to the following subjects:—

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Division of Ordinance.

PART I.

PRELIMINARY.

Powers of
Commis-
sioner.

4. The Commissioner of the Yukon Territory, from time to time, may, by Order,—

Appointment
of Registrar
and Deputy
Registrar of
Companies.

(a.) Appoint such person or persons as he shall think proper to act as Registrar or Deputy Registrar of Joint-stock Companies:

Rules.

(b.) Make and establish such general rules and orders, not inconsistent with this Ordinance, as may appear necessary or expedient for the purpose of giving full effect to the provisions of this Ordinance, or any of them, and for prescribing the course to be adopted in the course of official business under this Ordinance:

Alterations
in forms.

(c.) Make such alterations in the tables and forms contained in the First Schedule hereto (so that it does not increase the amount of fees payable to the Registrar in the said Schedule mentioned) and in the forms in the Second Schedule, or make such additions to the last-mentioned forms as may be requisite; but no alteration made by the Commissioner in the Table A in the First Schedule shall affect any company registered prior to the date of such alteration, or repeal, as respects such company, any portion of that table.

Registrar's
duty to
enforce
compliance.

5. It shall be the duty of the Registrar to enforce compliance with the several provisions, regulations, and stipulations contained in this Ordinance or in any regulations made thereunder, but such duty shall not affect the right of any other person to compel compliance with the provisions hereof.

Forms to
be used.

6. The forms set forth in the Second Schedule hereto, or forms as near thereto as circumstances admit, shall be used in all matters to which such forms refer.

Railway and
insurance
companies
not to be
incorporated.

7. No company shall be incorporated under this Ordinance for the construction and working of railways,

or for carrying on the business of banking or insurance, or steamboat, canal, telegraph, or irrigation companies.

8. For the purposes of this Ordinance, a company that carries on the business of fire, life, marine, or other insurance in common with any other business shall be deemed to be an insurance company.

Definition of insurance company.

9. No company, association, or partnership consisting of more than twenty persons shall be formed for the purpose of carrying on any business that has for its object the acquisition of gain by the company, association or partnership, or by the individual members thereof, unless it is registered as a company under this Ordinance, or is formed in pursuance of some other Ordinance, or of letters patent.

Prohibition of partnership exceeding a certain number.

10. Nothing in this Ordinance shall be construed to authorize a company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a bank, or to engage in the business of banking.

Issue of bank-notes prohibited.

11. This Ordinance shall not apply to—

- (a.) Companies incorporated under the provisions of any Act of the Parliament of Canada:
- (b.) A company that carries on the business of insurance only.

Ordinance does not apply to certain companies.

PART II.

CONSTITUTION AND INCORPORATION.

Memorandum of Association.

12. Any five or more persons (or, where the company to be formed will be a private company within the meaning of this Ordinance, any two or more persons) associated for any lawful purpose may, by subscribing their names to a memorandum of association and otherwise complying with the requirements of this Ordinance in respect of registration, form an incorporated company,

Mode of forming incorporated company.

with or without limited liability, that is to say, either—

- (a.) A company having the liability of its members limited by the memorandum to the amount (if any) unpaid on the shares respectively held by them (in this Ordinance termed “a company limited by shares”); or
- (b.) A company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up (in this Ordinance termed “a company limited by guarantee”); or
- (c.) A company not having any limit on the liability of its members (in this Ordinance termed “an unlimited company”); or
- (d.) A company having the liability of its members specially limited under section 131.

Memorandum
of company
limited by
shares.

13. In the case of a company limited by shares,—

- (1.) The memorandum must state—
 - (a.) The name of the company, with “limited” as the last word in its name;
 - (b.) The city or town in the Territory in which the registered office of the company will be situate;
 - (c.) The objects of the company;
 - (d.) That the liability of the members is limited;
 - (e.) The amount of share capital with which the company proposes to be registered, and the division thereof into shares of a fixed amount;
- (2.) No subscriber of the memorandum may take less than one share:
- (3.) Each subscriber must write opposite to his name the number of shares he takes.

Memorandum
company
limited by
guarantee.

14. In the case of a company limited by guarantee,—

- (1.) The memorandum must state—
 - (a.) The name of the company, with “limited” as the last word in its name;
 - (b.) The city or town in the Territory in

which the registered office of the company will be situate;

(c.) The objects of the company;

(d.) That the liability of the members is limited;

(e.) That each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding-up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount:

(2.) If the company has a share capital,—

(a.) The memorandum must also state the amount of share capital with which the company proposes to be registered and the division thereof into shares of a fixed amount;

(b.) No subscriber of the memorandum may take less than one share;

(c.) Each subscriber must write opposite to his name the number of shares he takes.

15. In the case of an unlimited company,—

(1.) The memorandum must state—

(a.) The name of the company;

(b.) The city or town in the Territory in which the registered office of the company will be situate;

(c.) The objects of the company:

(2.) If the company has a share capital,—

(a.) No subscriber of the memorandum may take less than one share;

(b.) Each subscriber must write opposite to his name the number of shares he takes.

Memorandum
of unlimited
company.

16. The memorandum must be signed by each subscriber in the presence of at least one witness, who must attest the signature.

Execution of
memorandum

Restriction
on alteration
of memor-
andum.

17. A company may not alter the conditions contained in its memorandum, except in the cases and in the mode and to the extent for which express provision is made in this Ordinance.

Name of
company
and change
of name.

18. (1.) A company or society may not be incorporated nor may an extra-territorial company be licensed or registered by a name identical with that by which a company or society or firm in existence is carrying on business or has been incorporated, licensed, or registered, or so nearly resembling that name as in the opinion of the Registrar to be calculated to deceive, or by a name of which the Registrar shall for any other reason disapprove, except where such company or society or firm in existence is in the course of being dissolved or has ceased to carry on business, and signifies its consent by resolution duly passed and filed with the Registrar.

(2.) Any company or society that has, through inadvertence or otherwise, become incorporated, licensed, or registered by a name identical with that by which a company or society or firm has been incorporated, licensed, or registered, or has been carrying on business prior to the incorporation, licensing, or registration of such first-mentioned company or society, or so nearly resembling that name as to be calculated to deceive, shall change its name in manner provided by this section: Provided that this amendment shall not affect litigation now pending in regard to the name of any company.

(3.) Any company may also at any time, by special resolution and with the approval of the Registrar signified in writing, change its name.

(4.) The company shall, in the last-mentioned case, give at least one month's previous continuous notice in the Gazette, and in some newspaper or newspapers published or circulated in the locality in which the registered office of the company is situate, and in the locality in which the operations of the company are carried on, of the intention to apply for the change of name, and shall state the name proposed to be adopted.

(5.) Where a company changes its name, the Registrar shall enter the new name on the register in place of the former name, and shall issue a certificate that such company has changed its name; and in such certificate the

Registrar shall state the name by which such company shall as from the date of such certificate be known.

(6.) The change of name shall not affect any rights or obligations of the company, or render defective any legal proceedings by or against the company, and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.

(7.) The Registrar may, on request, reserve any name which may be taken by an intended company, or by a company as a change of name, or the name of any extra-territorial company intending to apply for a license or registration, for a period of fourteen days or any extended period he may allow, not exceeding in the whole thirty days.

19. (1.) Subject to the provisions of this section, a company may, by special resolution, alter the provisions of its memorandum with respect to the objects of the company, so far as may be required to enable it—

Alteration of objects of company.

- (a.) To carry on its business more economically or more efficiently; or
- (b.) To attain its main purpose by new or improved means; or
- (c.) To enlarge or change the local area of its operations; or
- (d.) To carry on some business which, under existing circumstances, may conveniently or advantageously be combined with the business of the company; or
- (e.) To restrict or abandon any of the objects specified in the memorandum.

(2.) The alteration shall not take effect until and except in so far as it is confirmed on petition by the Court.

(3.) Before confirming the alteration the Court must be satisfied—

- (a.) That sufficient notice has been given to every holder of debentures of the company, and to any persons or class of persons whose interests will, in the opinion of the Court, be affected by the alteration; and
- (b.) That, with respect to every creditor who, in the opinion of the Court, is entitled to object,

and who signifies his objection in manner directed by the Court, either his consent to the alteration has been obtained or his debt or claim has been discharged or has determined, or has been secured to the satisfaction of the Court:

Provided that the Court may, in the case of any person or class, for special reasons, dispense with the notice required by this section.

(4.) The Court may make an order confirming the alteration either wholly or in part, and on such terms and conditions as it thinks fit, and may make such order as to costs as it thinks proper.

(5.) The Court shall, in exercising its discretion under this section, have regard to the rights and interests of the members of the company or of any class of them, as well as to the rights and interests of the creditors, and may, if it thinks fit, adjourn the proceedings in order that an arrangement may be made to the satisfaction of the Court for the purchase of the interests of dissentient members; and may give such directions and make such orders as it may think expedient for facilitating or carrying into effect any such arrangement: Provided that no part of the capital of the company may be expended in any such purchase.

(6.) An office copy of the order confirming the alteration, together with a copy of the memorandum as altered, shall, within fifteen days from the date of the order, be delivered by the company to the Registrar, and he shall register the same, and shall certify the registration under his hand, and the certificate shall be conclusive evidence that all the requirements of this Ordinance with respect to the alteration and the confirmation thereof have been complied with, and thenceforth the memorandum so altered shall be the memorandum of the company.

The Court may by order at any time extend the time for the delivery of documents to the Registrar under this section for such period as the Court may think proper.

(7.) The Registrar shall cause the certificate, together with a statement of the objects of the company, as altered, to be published at the expense of the company for four weeks in the Gazette.

(8.) If a company makes default in delivering to the

Registrar any document required by this section to be delivered to him, the company shall be liable to a fine not exceeding fifty dollars for every day during which it is in default.

Articles of Association.

20. (1.) There may, in the case of a company limited by shares, and there shall in the case of a company limited by guarantee or unlimited, be registered with the memorandum articles of association signed by the subscribers to the memorandum and prescribing regulations for the company. Registration of articles.

(2.) A company may by its articles of association adopt all or any of the regulations contained in Table A in the First Schedule to this Ordinance.

(3.) In the case of an unlimited company or a company limited by guarantee, the articles, if the company has a share capital, must state the amount of share capital with which the company proposes to be registered.

(4.) In the case of an unlimited company or a company limited by guarantee, if the company has not a share capital, the articles must state the number of members with which the company proposes to be registered, for the purpose of enabling the Registrar to determine the fees payable on registration.

21. In the case of a company limited by shares and registered after the first day of May, 1914, if articles are not registered, or, if articles are registered, in so far as the articles do not exclude or modify the regulations in Table A in the First Schedule to this Ordinance, those regulations shall, so far as applicable, be the regulations of the company in the same manner and to the same extent as if they were contained in duly registered articles. Application of Table A.

22. Articles must—

- (a.) Be printed or typewritten:
- (b.) Be divided into paragraphs numbered consecutively:
- (c.) If registered with the memorandum, be signed by each subscriber of the memorandum of association in the presence of at least one

Form and signature of articles.

witness, who must attest the signature.

Alteration
of articles
by special
resolution.

23. (1.) Subject to the provisions of this Ordinance and to the conditions contained in its memorandum, a company may by special resolution alter or add to its articles; and any alteration or addition so made shall be as valid as if originally contained in the articles, and be subject in like manner to alteration by special resolution.

(2.) The power of altering articles under this section shall, in the case of an unlimited company, extend to altering any regulations relating to the amount of capital or its distribution into shares, notwithstanding that those regulations are contained in the memorandum.

General Provisions.

Effect of
memorandum
and articles.

24. (1.) The memorandum and articles shall, when registered, bind the company and the members thereof to the same extent as if they respectively had been signed and sealed by each member, and contained covenants on the part of each member, his heirs, executors, and administrators, to observe all the provisions of the memorandum and of the articles, subject to the provisions of this Ordinance.

(2.) All money payable by any member to the company under the memorandum or articles shall be a debt due from him to the company of the nature of a specialty debt.

Registration
of memoran-
dum and
articles.

25. The memorandum and the articles (if any) shall be delivered to the Registrar, and he shall retain and register them.

Contents of
certificate of
registration.

26. (1.) On the registration of the memorandum of a company the Registrar shall issue a certificate under his seal of office, showing—

- (a.) That the company is incorporated:
- (b.) The amount of its capital (if any):
- (c.) The number of shares into which it is divided:
- (d.) In the case of a limited company, that the company is limited:
- (e.) In the case of a mining company incorporated with non-personal liability, that the liability

of the company and the shareholders therein is specially limited under Part V.:

(f.) The place where the registered office of the company is to be situate.

(2.) From the date of incorporation mentioned in the certificate of incorporation the subscribers of the memorandum, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum, capable forthwith of exercising all the functions of an incorporated company, and having perpetual succession and a common seal, with power to hold lands, but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in this Ordinance.

(3.) The Registrar shall, at the cost of the parties applying for registration of a memorandum of association, publish the certificate of incorporation and a statement showing the objects for which the company named in the certificate has been incorporated, for four weeks in the Gazette.

Publication of certificate.

27. (1.) A certificate of incorporation given by the Registrar in respect of any company shall be conclusive evidence that all the requirements of this Ordinance in respect of registration and of matters precedent and incidental thereto have been complied with, and that the association is a company authorized to be registered and duly registered under this Ordinance.

Conclusive-ness of certificate of incorporation

(2.) A statutory declaration by a solicitor of the Territorial Court engaged in the formation of the company, or by a person named in the articles as a director or secretary of the company, of compliance with all or any of the said requirements shall be produced to the Registrar. and the Registrar may accept such a declaration as sufficient evidence of compliance.

28. (1.) Every company shall send to every member, at his request, and on payment of two dollars or such less sum as the company may prescribe, a copy of the memorandum and of the articles (if any):

Copies of memorandum and articles to be given to members.

(2.) If a company makes default in complying with

the requirements of this section, it shall be liable for each offence to a fine not exceeding five dollars.

Companies limited by Guarantee.

Provisions as to companies limited by guarantee.

29. (1.) In the case of a company limited by guarantee and not having a share capital, and registered after the first day of May, 1914, every provision in the memorandum or articles or in any resolution of the company purporting to give any person a right to participate in the divisible profits of the company otherwise than as a member shall be void.

(2.) For the purpose of the provisions of this Ordinance relating to the memorandum of a company limited by guarantee and of this section, every provision in the memorandum or articles, or in any resolution, of any company limited by guarantee and registered on or after the first day of May, 1914, purporting to divide the undertaking of the company into shares or interests shall be treated as a provision for a share capital, notwithstanding that the nominal amount or number of the shares or interests is not specified thereby.

PART III.

DISTRIBUTION AND REDUCTION OF SHARE CAPITAL, REGISTRATION OF UNLIMITED COMPANY AS LIMITED, AND UNLIMITED LIABILITY OF DIRECTORS.

Distribution of Share Capital.

Nature of shares.

30. (1.) The shares or other interest of any member in a company shall be personal estate, transferable in manner provided by the articles of the company, and shall not be of the nature of real estate.

Numbering shares.

(2.) Each share in a company having a share capital shall be distinguished by its appropriate number.

Certificate of shares or stock as evidence of title.

31. A certificate, under the common seal of the company, specifying any shares or stock held by any member, shall be prima facie evidence of the title of the member to the shares or stock.

32. (1.) The subscribers of the memorandum of a company shall be deemed to have agreed to become members of the company, and on its registration shall be entered as members in its register of members. Definition of member.

(2.) Every other person who agrees to become a member of a company, and whose name is entered in its register of members, shall be a member of the company.

33. (1.) Every company shall keep in one or more books a register of its members, and enter therein the following particulars:— Register of members.

(a.) The names and addresses and the occupations (if any) of the members, and, in the case of a company having a share capital, a statement of the shares held by each member, distinguishing each share by its number, and of the amount paid or agreed to be considered as paid on the shares of each member:

(b.) The date at which each person was entered in the register as a member:

(c.) The date at which any person ceased to be a member.

(2.) If a company fails to comply with this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

34. (1.) Every company having a share capital shall once at least in every year make a list of all persons who, on the fourteenth day after the first or only ordinary general meeting in the year, are members of the company, and of all persons who have ceased to be members since the date of the last return or (in the case of the first return) of the incorporation of the company. Annual list of members and summary.

(2.) The list must state the names, addresses, and occupations of all the past and present members therein mentioned, and the number of shares held by each of the existing members at the date of the return, specifying shares transferred since the date of the last return, or (in the case of the first return) of the incorporation of the company, by persons who are still members and have

ceased to be members respectively, and the dates of registration of the transfers, and must contain a summary distinguishing between shares issued for cash and shares issued as fully or partly paid up otherwise than in cash, and specifying the following particulars:—

- (a.) The amount of the share capital of the company, and the number of the shares into which it is divided:
- (b.) The number of shares taken from the commencement of the company up to the date of the return:
- (c.) The amount called up on each share:
- (d.) The total amount of calls received:
- (e.) The total amount of calls unpaid:
- (f.) The total amount of the sums (if any) paid by way of commission in respect of any shares or debentures, or allowed by way of discount in respect of any debentures, since the date of the last return:
- (g.) The total number of shares forfeited:
- (h.) The total amount of shares or stock for which share warrants are outstanding at the date of the return:
- (i.) The total amount of share warrants issued and surrendered respectively since the date of the last return:
- (j.) The number of shares or amount of stock comprised in each share warrant:
- (k.) The names and addresses of the persons who at the date of the return are the directors of the company; or occupy the position of directors, by whatever name called; and
- (l.) The total amount of debt due from the company in respect of all mortgages and charges which are required to be registered with the Registrar under this Ordinance.

(3.) The summary must also (except where the company is a private company) include a statement, made up to such date as may be specified in the statement, in the form of a balance-sheet, audited and signed by the company's auditors, and containing a summary of its share capital, its liabilities and its assets, giving such particu-

lars as will disclose the general nature of those liabilities and assets, and how the values of the fixed assets have been arrived at, but the balance-sheet need not include a statement of profit and loss.

(4.) The above list and summary must be contained in a separate part of the register of members, and must be completed within seven days after the fourteenth day aforesaid, and the company must forthwith forward to the Registrar a copy signed by the manager, the secretary, or by some other officer of the company.

(5.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues, and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

(6.) Every extra-territorial registered company shall, within the time hereinbefore mentioned, file with the Registrar a statement setting forth all the information with reference to such company required by subclauses (k) and (l) of subsection (2) hereof and by subsection (3) hereof, and such statement shall be certified by the auditors and by the president, vice-president, secretary, or other officer of such company; but, save as aforesaid, this section shall not apply to an extra-territorial company.

35. No notice of any trust, expressed, implied, or constructive, shall be entered on the register, or be receivable, by the Registrar, in the case of companies registered pursuant to this Ordinance.

Trusts not to be entered on register.

36. On the application of the transferor of any share or interest in a company, the company shall enter in its register of members the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee.

Registration of transfer at request of transferor.

37. A transfer of the share or other interest of a deceased member of a company made by his personal representative shall, although the personal representative is not himself a member, be as valid as if he had been a

Transfer by personal representative.

member at the time of the execution of the instrument of transfer.

Executors
and pledgors
voting.

38. Every executor, administrator, guardian, or trustee shall represent the shares or stock in his hands at all meetings of the company, and may vote accordingly as a shareholder; and every person who pledges his stock may nevertheless represent the same at all such meetings, and may vote accordingly as a shareholder.

Trustees, etc.

39. No person holding shares, stock, or other interest in the company as executor, administrator, guardian, or trustee shall be personally subject to liability as a shareholder; but the estates and funds in the hands of such person shall be liable in like manner and to the same extent as the testator or intestate or the minor, ward, or person interested in the trust fund would be if living and competent to act and holding such shares, stock, or other interest in his own name.

Non-personal
liability of
mortgagee or
pledgee of
shares.

40. No person holding shares, stock, or other interest as collateral security shall be personally subject to liability as a shareholder; but the person pledging such shares, stock, or other interest as such collateral security shall be considered as holding the same, and shall be liable as a shareholder in respect thereof.

Inspection
of register
of members.

41. (1.) The register of members, commencing from the date of the registration of the company, shall be kept at the registered office of the company, and, except when closed under the provisions of this Ordinance, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member gratis, and to the inspection of any other person on payment of twenty-five cents, or such less sum as the company may prescribe, for each inspection.

(2.) Any member or other person may require a copy of the register, or of any part thereof, or of the list and summary required by this Ordinance, or any part thereof, on payment of twenty-five cents, or such less sum

as the company may prescribe, for every hundred words or fractional part thereof required to be copied.

(3.) If any inspection or copy required under this section is refused, the company shall be liable for each refusal to a fine not exceeding ten dollars, and to a further fine not exceeding ten dollars for every day during which the refusal continues, and every director and manager of the company who knowingly authorizes or permits the refusal shall be liable to the like penalty; and any Judge of the Territorial Court may by order compel an immediate inspection of the register.

42. A company may, on giving notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members for any time or times not exceeding in the whole thirty days in each year.

Power to
close
register.

43. (1.) If—

(a.) The name of any person is, without sufficient cause, entered in or omitted from the register of members of a company; or

(b.) Default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member,—

the person aggrieved, or any member of the company, or the company, may apply to the Court for rectification of the register.

Power of
Court to
rectify
register.

(2.) The application may be made to a Judge of the Territorial Court sitting in Chambers; and the Court may either refuse the application, or may direct rectification of the register, and payment by the company of any damages sustained by any party aggrieved.

(3.) On any application under this section the Court may decide any question relating to the title of any person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand; and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4.) In the case of a company required by this

Ordinance to send a list of its members to the Registrar, the Court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the Registrar.

Register to
be evidence.

44. The register of members shall be prima facie evidence of any matter by this Ordinance directed or authorized to be inserted therein.

Share Warrants.

Issue and
effect of
share war-
rants to
bearer.

45. (1.) A company limited by shares, if so authorized by its articles, may, with respect to any fully paid-up shares, or to stock, issue under its common seal a warrant stating that the bearer of the warrant is entitled to the shares or stock therein specified, and may provide, by coupons or otherwise, for the payment of the future dividends on the shares or stock included in the warrant (in this Ordinance termed "a share warrant").

(2.) A share warrant shall entitle the bearer thereof to the shares or stock therein specified, and the shares or stock may be transferred by delivery of the warrant.

(3.) The bearer of a share warrant shall, subject to the articles of the company, be entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members; and the company shall be responsible for any loss incurred by any person by reason of the company entering in its register the name of a bearer of a share warrant in respect of the shares or stock therein specified without the warrant being surrendered and cancelled.

(4.) The bearer of a share warrant may, if the articles of the company so provide, be deemed to be a member of the company within the meaning of this Ordinance, either to the full extent or for any purposes defined in the articles; except that he shall not be qualified in respect of the shares or stock specified in the warrant for being a director or manager of the company, in cases where such a qualification is required by the articles.

(5.) On the issue of a share warrant the company shall strike out of the register of members the name of the member then entered therein as holding the shares or

stock specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely:—

- (a.) The fact of the issue of the warrant;
- (b.) A statement of the shares or stock included in the warrant, distinguishing each share by its number; and
- (c.) The date of the issue of the warrant.

(6.) Until the warrant is surrendered, the above particulars shall be deemed to be the particulars required by this Ordinance to be entered in the register of members; and, on the surrender, the date of the surrender must be entered as if it were the date at which a person ceased to be a member.

Differential Shares.

46. A company, if so authorized by its articles, may do any one or more of the following things, namely:—

- (1.) Make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;
- (2.) Accept from any member who assents thereto the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up;
- (3.) Pay dividend in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.

Power of company to arrange for different amounts being paid on shares.

Reduction of Paid-up Capital out of Profits.

47. (1.) When a company has accumulated a sum of undivided profits, which with the sanction of the shareholders may be distributed among the shareholders in the form of a dividend or bonus, it may, by special resolution, return the same, or any part thereof, to the shareholders in reduction of the paid-up capital of the company, the unpaid capital being thereby increased by a similar amount.

Power to return accumulated profits in reduction of paid-up share capital.

(2.) The resolution shall not take effect until a memorandum, showing the particulars required by this Ordinance in the case of a reduction of share capital, has

been produced to and registered by the Registrar, but the other provisions of this Ordinance with respect to reduction of share capital shall not apply to a reduction of paid-up share capital under this section:

(3.) On a reduction of paid-up capital in pursuance of this section, any shareholder, or any one or more of several joint shareholders, may, within one month after the passing of the resolution for the reduction, require the company to retain, and the company shall retain accordingly, the whole of the money actually paid on the shares held by him either alone or jointly with any other person, which, in consequence of the reduction, would otherwise be returned to him or them, and thereupon those shares shall, as regards the payment of dividend, be deemed to be paid up to the same extent only as the shares on which payment has been accepted by the shareholders in reduction of paid-up capital; and the company shall invest and keep invested the money so retained in such securities authorized for investment by trustees as the company may determine, and on the money so invested, or on so much thereof as from time to time exceeds the amount of calls subsequently made on the shares in respect of which it has been retained, the company shall pay the interest received from time to time on the securities.

(4.) The amount retained and invested shall be held to represent the future calls which may be made to replace the share capital so reduced on those shares, whether the amount obtained on sale of the whole or such proportion thereof as represents the amount of any call when made produces more or less than the amount of the call.

(5.) On a reduction of paid-up share capital in pursuance of this section, the powers vested in the directors of making calls on shareholders in respect of the amount unpaid on their shares shall extend to the amount of the unpaid share capital as augmented by the reduction.

(6.) After any reduction of share capital under this section the company shall specify in the annual list of members required by this Ordinance the amounts retained at the request of any of the shareholders in pursuance of this section, and shall specify in the statements of account laid before any general meeting of the company the

amount of undivided profits returned in reduction of paid-up share capital under this section.

Alteration of Share Capital.

48. (1.) A company limited by shares, if so authorized by its articles, may alter the conditions of its memorandum as follows; that is to say, it may—

Power of company limited by shares to alter its share capital.

- (a.) Increase its share capital by the issue of new shares of such amount as it thinks expedient:
- (b.) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:
- (c.) Convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination:
- (d.) Subdivide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived:
- (e.) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

(2.) The powers conferred by this section with respect to subdivision of shares must be exercised by special resolution.

(3.) Where any alteration has been made under this section in the memorandum of a company, every copy of the memorandum issued after the date of the alteration shall be in accordance with the alteration.

If a company makes default in complying with this provision it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made; and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

(4.) A cancellation of shares in pursuance of this section shall not be deemed to be a reduction of share capital within the meaning of this Ordinance.

Notice to Registrar of consolidation of share capital, conversion of shares into stock, etc.

49. Where a company having a share capital has consolidated and divided its share capital into shares of larger amount than its existing shares, or converted any of its shares into stock, or reconverted stock into shares, it shall give notice to the Registrar of the consolidation, division, conversion, or reconversion, specifying the shares consolidated, divided, or converted, or the stock reconverted.

Effect of conversion of shares into stock.

50. Where a company having a share capital has converted any of its shares into stock, and given notice of the conversion to the Registrar, all the provisions of this Ordinance which are applicable to shares only shall cease as to so much of the share capital as is converted into stock; and the register of members of the company, and the list of members to be forwarded to the Registrar, shall show the amount of stock held by each member instead of the amount of shares and the particulars relating to shares hereinbefore required by this Ordinance.

Notice of increase of share capital or of members.

51. (1.) Where a company having a share capital, whether its shares have or have not been converted into stock, has increased its share capital beyond the registered capital, and where a company not having a share capital has increased the number of its members beyond the registered number, it shall give to the Registrar, in the case of an increase of share capital, within fifteen days after the passing, or in the case of a special resolution the confirmation, of the resolution authorizing the increase, and in the case of an increase of members within fifteen days after the increase was resolved on or took place, notice of the increase of capital or members, and the Registrar shall record the increase:

(2.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director and manager of the company who knowingly and wilfully

authorizes or permits the default shall be liable to the like penalty.

52. (1.) A company limited by shares may, by special resolution confirmed by an order of the Court, modify the conditions contained in its memorandum so as to reorganize its share capital, whether by the consolidation of shares of different classes or by the division of its shares into shares of different classes: Reorganiza-
tion of share
capital.

Provided that no preference or special privilege attached to or belonging to any class of shares shall be interfered with except by a resolution passed by a majority in number of shareholders of that class holding three-fourths of the share capital of that class and confirmed at a meeting of shareholders of that class in the same manner as a special resolution of the company is required to be confirmed, and every resolution so passed shall bind all shareholders of the class.

(2.) Where an order is made under this section a copy thereof, certified by the Clerk of the Court, shall be filed with the Registrar within seven days after the making of the order, or within such further time as the Court may allow, and the resolution shall not take effect until such a copy has been so filed.

Reduction of Share Capital.

53. (1.) Subject to confirmation by the Court, a company limited by shares, if so authorized by its articles, may by special resolution reduce its share capital in any way, and in particular (without prejudice to the generality of the foregoing power) may— Special
resolution for
reduction of
share
capital.

- (a.) Extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
- (b.) Either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost or unrepresented by available assets; or
- (c.) Either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the company;

and may, if and so far as is necessary, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.

(2.) A special resolution under this section is in this Ordinance called "a resolution for reducing share capital."

Application to Court for confirming order.

54. Where a company has passed and confirmed a resolution for reducing share capital it may apply to the Court for an order confirming the reduction.

Addition to name of company of "and reduced."

55. On and from the confirmation by a company of a resolution for reducing share capital, or where the reduction does not involve either the diminution of any liability in respect of unpaid share capital, or the payment to any shareholder of any paid-up share capital, then on and from the presentation of the petition for confirming the reduction, the company shall add to its name, until such date as the Court may fix, the words "and reduced," as the last words in its name, and those words shall, until that date, be deemed to be part of the name of the company:

Provided that, where the reduction does not involve either the diminution of any liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital, the Court may, if it thinks expedient, dispense altogether with the addition of the words "and reduced."

Objections by creditors, and settlement of list of objecting creditors.

56. (1.) Where the proposed reduction of share capital involves either diminution of liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital, and in any other case if the Court so directs, every creditor of the company who at the date fixed by the Court is entitled to any debt or claim which, if that date were the commencement of the winding-up of the company, would be admissible in proof against the company, shall be entitled to object to the reduction.

(2.) The Court shall settle a list of creditors so entitled to object, and for that purpose shall ascertain, as far as possible without requiring an application from any creditor, the names of those creditors and the nature

and amount of their debts or claims, and may publish notices fixing a day or days within which creditors not entered on the list are to claim to be so entered or are to be excluded from the right of objection to the reduction.

(3.) Where a creditor entered on the list whose debt or claim is not discharged or determined does not consent to the reduction, the Court may, if it thinks fit, dispense with the consent of that creditor, on the company securing payment of his debt or claim by appropriating, as the Court may direct, the following amount, that is to say:—

(a.) If the company admits the full amount of his debt or claim, or, though not admitting it, is willing to provide for it, then the full amount of the debt or claim:

(b.) If the company does not admit or is not willing to provide for the full amount of the debt or claim, or if the amount is contingent or not ascertained, then an amount fixed by the Court after the like inquiry and adjudication as if the company were being wound up by the Court.

57. The Court, if satisfied, with respect to every creditor of the company who under this Ordinance is entitled to object to the reduction, that either his consent to the reduction has been obtained or his debt or claim has been discharged or has been determined, or has been secured, may make an order confirming the reduction on such terms and conditions as it thinks fit!

Order confirming reduction.

58. (1.) The Registrar, on production to him of an order of the Court confirming the reduction of the share capital of a company, and the delivery to him of a copy of the order and of a minute (approved by the Court), showing with respect to the share capital of the company, as altered by the order, the amount of the share capital, the number of shares into which it is to be divided, and the amount of each share, and the amount (if any) at the date of the registration deemed to be paid up on each share, shall register the order and minute.

Registration of order and minute of reduction.

(2.) On the registration, and not before, the reso-

lution for reducing share capital as confirmed by the order so registered shall take effect.

(3.) Notice of the registration shall be published in such manner as the Court may direct.

(4.) The Registrar shall certify under his hand the registration of the order and minute, and his certificate shall be conclusive evidence that all the requirements of this Ordinance with respect to reduction of share capital have been complied with, and that the share capital of the company is such as is stated in the minute.

Minute to form part of memorandum.

59. (1.) The minute when registered shall be deemed to be substituted for the corresponding part of the memorandum of the company, and shall be valid and alterable as if it had been originally contained therein, and must be embodied in every copy of the memorandum issued after its registration.

(2.) If a company makes default in complying with the requirements of this section it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made; and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

Liability of members in respect of reduced shares.

60. A member of the company, past or present, shall not be liable in respect of any share to any call or contribution exceeding in amount the difference (if any) between the amount paid, or (as the case may be) the reduced amount (if any) which is to be deemed to have been paid, on the share and the amount of the share as fixed by the minute:

Provided that if any creditor, entitled in respect of any debt or claim to object to the reduction of share capital, is, by reason of his ignorance of the proceedings for reduction, or of their nature and effect with respect to his claim, not entered on the list of creditors, and, after the reduction, the company is unable, within the meaning of the provisions of this Ordinance with respect to winding-up by the Court, to pay the amount of his debt or claim, then—

(a.) Every person who was a member of the

company at the date of the registration of the order for reduction and minute shall be liable to contribute for the payment of that debt or claim an amount not exceeding the amount which he would have been liable to contribute if the company had commenced to be wound up on the day before that registration; and

- (b.) If the company is wound up, the Court, on the application of any such creditor, and proof of his ignorance as aforesaid, may, if it thinks fit, settle accordingly a list of persons so liable to contribute, and make and enforce calls and orders on the contributories settled on the list as if they were ordinary contributories in a winding-up.

Nothing in this section shall affect the rights of the contributories among themselves.

61. If any director, manager, or officer of the company wilfully conceals the name of any creditor of the company entitled to object to the reduction, or wilfully misrepresents the nature or amount of the debt or claim of any creditor, or if any director or manager of the company aids or abets in or is privy to any such concealment or misrepresentation as aforesaid, every such director, manager or officer shall, for every such violation of this Ordinance, upon summary conviction, be liable to a fine not exceeding five hundred dollars.

Concealing name of creditor entitled to object.

62. In any case of reduction of share capital, the Court may require the company to publish as the Court directs the reasons for reduction, or such other information in regard thereto as the Court may think expedient with a view to give proper information to the public, and, if the Court thinks fit the causes which led to the reduction.

Publication of reasons for reduction

63. A company limited by guarantee and registered after the first day of May, 1914, may, if it has a share capital and is so authorized by its articles, increase or reduce its share capital in the same manner and subject to the same conditions in and subject to which a com-

Increase and reduction of share capital in case of a company limited by guarantee having a share capital.

pany limited by shares may increase or reduce its share capital under the provisions of this Ordinance.

Reduction of Capital by Certain Limited Companies.

Certain land companies empowered to pay dividends out of the net proceeds of sales of land.

64. (1.) In addition to the aforesaid power of reducing its share capital, it shall be lawful for companies incorporated under this or any former Ordinance of the Territory, whose principal and main business is to acquire tracts of land with the object of subdividing the same into lots and selling such lots when so subdivided as aforesaid, to declare and pay dividends out of the moneys being the net proceeds of the sale of their lands so subdivided as aforesaid; and all such dividends and payments shall be taken and considered as a reduction of the capital of such company:

Provided such companies have paid all debts legally owing by them, or have made ample provision for the payment of the same, testified by a statutory declaration made by the secretary of the company, who shall also exhibit and file with the Registrar a full, true, and correct account of the liabilities and assets of the company.

(2.) A resolution passed by the shareholders holding at least two-thirds in value of the paid-up capital stock of the company, at any general meeting of shareholders, shall be necessary for the declaration and payment of such dividends; and such resolution shall only be passed after the expiration of ten days from the filing of the statutory declaration hereinbefore required to be filed with the Registrar.

(3.) A copy of every such resolution, under the seal of the company, and certified to by the secretary of the company, shall be filed in the office of the Registrar within ten days after the passing of the resolution, and ten days shall elapse after the filing thereof before payment out of any such dividends to the shareholders shall be made.

(4.) After the filing of every such resolution with the Registrar, the said Registrar shall, by a notice published in four issues of the Gazette, declare to what sum the capital of any such company, by such payment of dividends, stands reduced; and the company shall pay the Registrar the costs of such publication.

Registration of Unlimited Company as Limited.

65. (1.) Subject to the provisions of this section, any company registered as unlimited may register under this Ordinance, as limited, but the registration of an unlimited company as a limited company shall not affect any debts, liabilities, obligations, or contracts incurred or entered into by, to, with, or on behalf of the company before the registration, and those debts, liabilities, obligations, and contracts may be enforced in manner provided by Part XII. of this Ordinance in the case of a company registered in pursuance of that Part.

Registration of unlimited company as limited.

(2.) On registration in pursuance of this section the Registrar shall close the former registration of the company, and may dispense with the delivery to him of copies of any documents with copies of which he was furnished on the occasion of the original registration of the company but, save as aforesaid, the registration shall take place in the same manner and shall have effect as if it were the first registration of the company under this Ordinance, and as if the provisions of the Ordinance under which the company was previously registered and regulated had been contained in different Ordinances from those under which the company is registered as a limited company.

66. An unlimited company having a share capital may, by its resolution for registration as a limited company in pursuance of this Ordinance, do either or both of the following things, namely:—

Power of unlimited company to provide for reserve share capital on registration.

- (a.) Increase the nominal amount of its share capital by increasing the nominal amount of each of its shares, but subject to the condition that no part of the increased capital shall be capable of being called up except in the event and for the purposes of the company being wound up:
- (b.) Provide that a specified portion of its uncalled share capital shall not be capable of being called up except in the event and for the purposes of the company being wound up.

Reserve Liability of Limited Company.

Reserve
liability of
limited
company.

67. A limited company may by special resolution determine that any portion of its share capital which has not been already called up shall not be capable of being called up, except in the event and for the purposes of the company being wound up, and thereupon that portion of its share capital shall not be capable of being called up except in the event and for the purposes aforesaid.

Unlimited Liability of Directors.

Limited
company
may have
directors
with
unlimited
liability.

68. (1.) In a limited company the liability of the directors or managers, or of the managing director, may, if so provided by the memorandum, be unlimited.

(2.) In a limited company in which the liability of a director or manager is unlimited, the directors or managers of the company (if any), and the member who proposes a person for election or appointment to the office of director or manager, shall add to that proposal a statement that the liability of the person holding that office will be unlimited, and the promoters, directors, managers, and secretary (if any) of the company, or one of them, shall, before the person accepts the office or acts therein, give him notice in writing that his liability will be unlimited.

(3.) If any director, manager, or proposer makes default in adding such a statement, or if any promoter, director, manager, or secretary makes default in giving such a notice, he shall be liable to a fine not exceeding five hundred dollars, and shall also be liable for any damage which the person so elected or appointed may sustain from the default, but the liability of the person elected or appointed shall not be affected by the default.

Special
resolution of
limited
company
making
liability of
directors
unlimited.

69. (1.) A limited company, if so authorized by its articles, may, by special resolution, alter its memorandum so as to render unlimited the liability of its directors, or managers, or of any managing director.

(2.) Upon the confirmation of any such special resolution the provisions thereof shall be as valid as if they had been originally contained in the memorandum; and a copy thereof shall be embodied in or annexed to

every copy of the memorandum issued after the confirmation of the resolution.

(3.) If a company makes default in complying with the requirements of this section, it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made and every director or manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

PART IV.

MANAGEMENT AND ADMINISTRATION.

Office and Name.

70. (1.) Every company shall have a registered office in the Yukon Territory to which all communications and notices may be addressed, and may from time to time change the location of its registered office.

Registered
office of
company.

(2.) Notice of the situation of the registered office of such company shall be delivered to the Registrar with the memorandum of association, and notice of any change therein shall be given to the Registrar, who shall record the same respectively.

(3.) If a company carries on business without complying with the requirements of this section it shall be liable to a fine not exceeding twenty-five dollars for every day during which it so carries on business.

71. (1.) Every limited company—

(a.) Shall paint or affix, and keep painted or affixed, its name on the outside of every office or place in which its business is carried on, in a conspicuous position, in letters easily legible:

Publication
of name by
a limited
company.

(b.) Shall have its name engraved in legible characters on its seal:

(c.) Shall have its name mentioned in legible characters in all notices, advertisements, and other official publications of the company, and in all bills of exchange, promissory

notes, indorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts, and letters of credit of the company.

(2.) If a limited company does not paint or affix, and keep painted or affixed, its name in manner directed by this Ordinance, it shall be liable to a fine not exceeding twenty-five dollars for not so painting or affixing its name, and for every day during which its name is not so kept painted or affixed; and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

(3.) If any director, manager, or officer of a limited company, or any person on its behalf, uses or authorizes the use of any seal purporting to be a seal of the company whereon its name is not so engraven as aforesaid, or issues or authorizes the issue of any notice, advertisement, or other official publication of the company, or signs or authorizes to be signed on behalf of the company any bill of exchange, promissory note, indorsement, cheque, order for money or goods, or issues or authorizes to be issued any bill of parcels, invoice, receipt, or letter of credit of the company, wherein its name is not mentioned in manner aforesaid, he shall be liable, upon summary conviction, to a fine not exceeding two hundred and fifty dollars, and shall further be personally liable to the holder of any such bill of exchange, promissory note, cheque, or order for money or goods for the amount thereof, unless the same is duly paid by the company.

Meetings and Proceedings.

72. (1.) A general meeting of every company shall be held once at the least in every calendar year, and not more than eighteen months after the holding of the last preceding general meeting, and, if not so held, the company and every director, manager, secretary, and other officer of the company who is knowingly a party to the default shall be liable to a fine not exceeding two hundred and fifty dollars.

(2.) When default has been made in holding a meeting of the company in accordance with the provi-

sions of this section, the Court may, on the application of any member of the company, call or direct the calling of a general meeting of the company.

(3.) Every general meeting of the company shall be held within the Territory.

(4.) This section shall not apply to an extra-territorial company.

73. (1.) Every company limited by shares registered after the first day of May, 1914, shall, within a period of not less than one month nor more than three months from the date at which the company is entitled to commence business, hold a general meeting of the members of the company, which shall be called "the statutory meeting."

First
statutory
meeting
of the
company.

(2.) The directors shall, at least seven days before the day on which the meeting is held, forward a report (in this Ordinance called "the statutory report") to every member of the company and to every other person entitled under this Ordinance to receive it.

(3.) The statutory report shall be certified by not less than two directors of the company, or, where there are less than two directors, by the sole director and manager, and shall state—

- (a.) The total number of shares allotted, distinguishing shares allotted as fully or partly paid up otherwise than in cash, and stating in the case of shares partly paid up the extent to which they are so paid up, and in either case the consideration for which they have been allotted:
- (b.) The total amount of cash received by the company in respect of all the shares allotted, distinguished as aforesaid:
- (c.) An abstract of the receipts of the company on account of its capital, whether from shares or debentures, and of the payments made thereout, up to a date within seven days of the date of the report, exhibiting under distinctive headings the receipts of the company from shares and debentures and other sources, the payments made thereout, and particulars concerning the balance re-

maining in hand, and an account or estimate of the preliminary expenses of the company:

- (d.) The names, addresses, and descriptions of the directors, auditors (if any), managers (if any), and secretary of the company; and
- (e.) The particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification.

(4.) The statutory report shall, so far as it relates to the shares allotted by the company, and to the cash received in respect of such shares, and to the receipts and payments of the company on capital account, be certified as correct by the auditors (if any) of the company.

(5.) The directors shall cause a copy of the statutory report, certified as by this section required, to be filed with the Registrar forthwith after the sending thereof to the members of the company.

(6.) The directors shall cause a list showing the names, descriptions, and addresses of the members of the company, and the number of shares held by them respectively, to be produced at the commencement of the meeting, and to remain open and accessible to any member of the company during the continuance of the meeting:

(7.) The members of the company present at the meeting shall be at liberty to discuss any matter relating to the formation of the company, or arising out of the statutory report, whether previous notice has been given or not, but no resolution of which notice has not been given in accordance with the articles may be passed.

(8.) The meeting may adjourn from time to time, and at any adjourned meeting any resolution of which notice has been given in accordance with the articles, either before or subsequently to the former meeting, may be passed, and the adjourned meeting shall have the same powers as an original meeting.

(9.) If a petition is presented to the Court in manner provided by Part IX. of this Ordinance for winding up the company on the ground of default in filing the statutory report or in holding the statutory

meeting, the Court, may, instead of directing that the company be wound up, give directions for the statutory report to be filed or a meeting to be held, or make such other order as may be just.

(10.) The provisions of this section as to the forwarding and filing of the statutory report shall not apply in the case of a private company.

(11.) If a company limited by shares makes default in complying with the requirements of this section which apply to it, such company shall be liable, on summary conviction, to a fine not exceeding twenty-five dollars for each day during which such default continues; and every director, manager, or other officer of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like fine: Provided that where default has been made in holding the statutory meeting or filing the statutory report in this section mentioned, the company, or any person liable for the default, may apply to the Court for relief, and the Court, if satisfied that such default was accidental or due to inadvertence, or that it is just and equitable to grant relief, may make an order extending the time for compliance with this section for such period as the Court may think proper.

74. (1.) Notwithstanding anything in the articles of a company, the directors of a company shall, on the requisition of the holders of not less than one-tenth of the issued share capital of the company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary general meeting of the company.

Convening
of extraor-
dinary
general
meeting on
requisition.

(2.) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form, each signed by one or more requisitionists.

(3.) If the directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit.

(4.) If at any such meeting a resolution requiring

confirmation at another meeting is passed, the directors shall forthwith convene a further extraordinary general meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a special resolution; and, if the directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting.

(5.) Any meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.

Provisions
as to
meetings
and votes.

75. In default of and subject to any regulations in the articles,—

- (a.) A meeting of a company may be called by seven days' notice in writing, served on every member in manner in which notices are required to be served by Table A in the First Schedule to this Ordinance:
- (b.) Five members may call a meeting:
- (c.) Any person elected by the members present at a meeting may be chairman thereof:
- (d.) Every member shall have one vote in respect of each share held by him.

Representa-
tion of
companies at
meetings of
other com-
panies of
which they
are
members.

76. A company which is a member of another company may, by resolution of the directors, authorize any of its officials or any other person to act as its representative at any meeting of that other company, and the person so authorized shall be entitled to exercise the same powers on behalf of the company which he represents as if he were an individual shareholder of that other company.

Definitions
of extraordi-
nary and
special
resolution.

77. (1.) A resolution shall be an extraordinary resolution when it has been passed by a majority of not less than three-fourths of such members entitled to vote 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.

(2.) A resolution shall be a special resolution when it has been—

- (a.) Passed in manner required for the passing of an extraordinary resolution; and
- (b.) Confirmed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a subsequent general meeting, of which notice has been duly given, and held after an interval of not less than fourteen days, nor more than one month, from the date of the first meeting.

(3.) At any meeting at which an extraordinary resolution is submitted to be passed or a special resolution is submitted to be passed or confirmed, a declaration of the chairman that the resolution is carried shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(4.) At any meeting at which an extraordinary resolution is submitted to be passed or a special resolution is submitted to be passed or confirmed a poll may be demanded, if demanded by three persons for the time being entitled according to the articles to vote, unless the articles of the company require a demand by such number of such persons, not in any case exceeding five, as may be specified in the articles.

(5.) When a poll is demanded in accordance with this section, in computing the majority on the poll reference shall be had to the number of votes to which each member is entitled by the articles of the company.

(6.) For the purposes of this section notice of a meeting shall be deemed to be duly given and the meeting to be duly held when the notice is given and the meeting held in manner provided by the articles.

78. (1.) A copy of every special and extraordinary resolution duly authenticated as in section 124 of this Ordinance provided shall, within fifteen days from the confirmation of the special resolution or from the passing of an extraordinary resolution, as the case may be, be filed with the Registrar of Companies.

Registration
and copies
of special
resolutions.

(2.) Where articles have been registered, a copy of every special resolution for the time being in force shall

be embodied in or annexed to every copy of the articles issued after the confirmation of the resolution.

(3.) Where articles have not been registered, a copy of every special resolution shall be forwarded to any member at his request, on payment of twenty-five cents, or such less sum as the company may direct.

(4.) If a company makes default in forwarding a copy of a special or extraordinary resolution to the Registrar, it shall be liable to a fine not exceeding ten dollars for every day during which the default continues.

(5.) If a company makes default in embodying in or annexing to a copy of its articles or in forwarding to a member when required by this section a copy of a special resolution, it shall be liable to a fine not exceeding five dollars for each copy in respect of which default is made.

(6.) Every director and manager of a company who knowingly and wilfully authorizes or permits any default by the company in complying with the requirements of this section shall be liable to the like penalty as is imposed by this section on the company for that default.

Minutes of proceedings of meetings and directors.

79. (1.) Every company shall cause minutes of all proceedings of general meetings and (where there are directors or managers) of its directors or managers to be entered in books kept for that purpose:

(2.) Any such minute if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

(3.) Until the contrary is proved, every general meeting of the company or meeting of directors or managers in respect of the proceedings whereof minutes have been so made shall be deemed to have been duly held and convened, and all proceedings had thereat to have been duly had, and all appointments of directors, managers, or liquidators shall be deemed to be valid.

Appointment, Qualification, etc., of Directors.

Restrictions on appointment or advertisement of director.

80. (1.) A person shall not be capable of being appointed director of a company by the articles, and shall not be named as a director or proposed director of

a company in any prospectus issued by or on behalf of the company, unless, before the registration of the articles or the publication of the prospectus, as the case may be, he has, by himself or by his agent authorized in writing,—

- (a.) Signed and filed with the Registrar a consent in writing to act as such director; and
- (b.) Either signed the memorandum for a number of shares not less than his qualification (if any), or signed and filed with the Registrar a contract in writing to take from the company and pay for his qualification shares (if any).

(2.) On the application for registration of the memorandum and articles of a company the applicant shall deliver to the Registrar a list of the persons who have consented to be directors of the company, and, if this list contains the name of any person who has not so consented, the applicant shall be liable to a fine not exceeding two hundred and fifty dollars.

(3.) This section shall not apply to a private company nor to a prospectus issued by or on behalf of a company after the expiration of one year from the date at which the company is entitled to commence business.

81. (1.) Without prejudice to the restrictions imposed by the last preceding section, it shall be the duty of every director who is by the regulations of the company required to hold a specified share qualification, and who is not already qualified, to obtain his qualification within two months after his appointment, or such shorter time as may be fixed by the regulations of the company. Qualification
of director.

(2.) The office of director of a company shall be vacated if the director does not within two months from the date of his appointment, or within such shorter time as may be fixed by the regulations of the company, obtain his qualification, or if after the expiration of such period or shorter time he ceases at any time to hold his qualification; and a person vacating office under this section shall be incapable of being reappointed director of the company until he has obtained his qualification.

(3.) If after the expiration of the said period or shorter time any unqualified person acts as a director of

the company, he shall be liable to a fine not exceeding twenty-five dollars for every day between the expiration of the said period or shorter time and the last day on which it is proved that he acted as a director.

Validity of
acts of
directors.

82. The acts of a director or manager shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification.

List of
directors
to be sent
to Registrar.

83. (1.) Every company shall keep at its registered office a register containing the names and addresses and the occupations of its directors or managers, and send to the Registrar a copy thereof, and from time to time notify to the Registrar any change among its directors or managers.

(2.) If default is made in compliance with this section, the company shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

Contracts, etc.

Form of
contracts.

84. (1.) Contracts on behalf of a company may be made as follows, that is to say:—

(a.) Any contract which if made between private persons would be by law required to be in writing, and if made according to the law of the Territory or of the Dominion to be under seal, may be made on behalf of the company in writing under the common seal of the company, and may in the same manner be varied or discharged:

(b.) Any contract which if made between private persons would be by law required to be in writing, signed by the parties to be charged therewith, may be made on behalf of the company in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged:

(c.) Any contract which if made between private

persons would by law be valid although made by parol only, and not reduced into writing, may be made by parol on behalf of the company by any person acting under its authority, express or implied, and may in the same manner be varied or discharged.

(2.) All contracts made according to this section shall be effectual in law, and shall bind the company and its successors and all other parties thereto, their heirs, executors, or administrators, as the case may be.

85. A bill of exchange or promissory note shall be deemed to have been made, accepted, or indorsed on behalf of a company if made, accepted, or indorsed in the name of, or by or on behalf or on account of, the company by any person acting under its authority.

Bills of exchange and promissory notes.

86. Every contract, agreement, engagement, or bargain made, and every bill of exchange drawn, accepted, or indorsed, and every promissory note and cheque made, drawn, or indorsed on behalf of the company by any agent, officer, or servant of the company, in general accordance with his powers as such under the regulations of the company, shall be binding upon the company; and in no case shall it be necessary to have the seal of the company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note, or cheque, or to prove that the same was made, drawn, accepted, or indorsed, as the case may be, in pursuance of any regulations or special resolution or order; nor shall the party so acting as agent, officer, or servant of the company be thereby subjected individually to any liability whatsoever to any third party therefor.

Contracts generally, when made by company, etc.

87. A company may, by writing under its common seal, empower any person, either generally or in respect of any specified matters as its attorney, to execute deeds on its behalf in any place situate within or without the limits of the Territory; and every deed signed by such attorney, on behalf of the company and under his seal, shall bind the company and have the same effect as if it were under the common seal of the company.

Power of attorney by company.

Power for company to have official seal for use abroad.

88. (1.) A company whose objects require or comprise the transaction of business in foreign countries may, if authorized by its articles, have for use in any territory, district, or place not situate in the Territory an official seal, which shall be a facsimile of the common seal of the company, with the addition on its face of the name of every territory, district, or place where it is to be used.

(2.) A company having such an official seal may, by writing under its common seal, authorize any person appointed for the purpose in any territory, district, or place not situate in the Territory to affix the same to any deed or other document to which the company is party in that territory, district, or place.

(3.) The authority of any such agent shall, as between the company and any person dealing with the agent, continue during the period (if any) mentioned in the instrument conferring the authority; or if no period is there mentioned, then until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.

(4.) The person affixing any such official seal shall, by writing under his hand, on the deed or other document to which the seal is affixed, certify the date and place of affixing the same.

(5.) A deed or other document to which an official seal is duly affixed shall bind the company as if it had been sealed with the common seal of the company.

Prospectus.

Filing of prospectus.

89. (1.) Every prospectus which relates to any company or intended company, and is issued by or on behalf of any such company or intended company or by or on behalf of any person interested in any such company or intended company, shall be dated, and that date shall, unless the contrary be proved, be taken as the date of publication of the prospectus.

(2.) A copy of every such prospectus, signed by every person who is a director or proposed director of the company on the date mentioned in the last preceding subsection hereof, or, where such prospectus is issued by or on behalf of any person interested as aforesaid, signed by

such person, or in any case signed by an agent of such director or proposed director or person, duly authorized in writing, shall be filed with the Registrar on or before the date of its publication, and no such prospectus shall be issued until a copy thereof has been so filed and registered.

(3.) The Registrar shall not file any prospectus unless it is dated, and the copy thereof signed, in manner required by this section.

(4.) Every prospectus shall state on the face of it that a copy has been filed as required by this section.

(5.) If a prospectus is issued without a copy thereof being so filed, the company, and every person who is knowingly a party to the issue of the prospectus, shall be liable to a fine not exceeding twenty-five dollars for every day from the date of the issue of the prospectus until a copy thereof is so filed.

90. (1.) Every prospectus issued as mentioned in the last preceding section hereof must state—

Specific requirements as to particulars of prospectus.

- (a.) The contents of the memorandum, with the names, descriptions, and addresses of the signatories, and the number of shares subscribed for by them respectively; and the number of founders or management or deferred shares (if any), and the nature and extent of the interest of the holders in the property and profits of the company:
- (b.) The number of shares (if any) fixed by the articles as the qualification of a director, and any provision in the articles as to the remuneration of the directors:
- (c.) The names, descriptions, and addresses of the directors or proposed directors:
- (d.) The minimum subscription on which the directors may proceed to allotment, and the amount payable on the application and allotment on each share; and in the case of a second or subsequent offer of shares, the amount offered for subscription on each previous allotment made within the two preceding years, and the amount actually

allotted, and the amount (if any) paid on shares so allotted:

- (e.) The number and amount of shares and debentures which within the two preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash, and in the latter case the extent to which they are so paid up, and in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued:
- (f.) The names and addresses of the vendors of any property purchased or acquired by the company, or proposed so to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus, or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, and the amount payable in cash, shares, or debentures to the vendor, and where there is more than one separate vendor, or the company is a sub-purchaser, the amount so payable to each vendor: Provided that where the vendors or any of them are a firm the members of the firm shall not be treated as separate vendors:
- (g.) The amount (if any) paid or payable as purchase money in cash, shares, or debentures for any such property as aforesaid, specifying the amount (if any) payable for goodwill:
- (h.) The amount (if any) paid within the last two preceding years, or payable, as commission for subscribing or agreeing to subscribe, or procuring, or agreeing to procure subscriptions, for any shares in or debentures of the company, or the rate of any such commission: Provided that it shall not be necessary to state the commission payable to sub-underwriters:
- (i.) The amount or estimated amount of preliminary expenses:

- (j.) The amount paid within the last two preceding years or intended to be paid to any promoter, and the consideration for any such payment:
 - (k.) The dates of and parties to every material contract, and a reasonable time and place at which any material contract or a copy thereof may be inspected: Provided that this requirement shall not apply to a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company, or to any contract entered into more than two years before the date of issue of the prospectus:
 - (l.) The names and addresses of the auditors (if any) of the company:
 - (m.) Full particulars of the nature and extent of the interest (if any) of every director in the promotion of, or in the property proposed to be acquired by, the company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the company; and
 - (n.) Where the company is a company having shares of more than one class, the right of voting at meetings of the company conferred by the several classes of shares respectively.
- (2.) For the purposes of this section every person shall be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase, or for any option of purchase, of any property to be acquired by the company, in any case where—
- (a.) The purchase money is not fully paid at the date of issue of the prospectus; or
 - (b.) The purchase money is to be paid or satisfied wholly or in part out of the proceeds of the

issue offered for subscription by the prospectus; or

(c.) The contract depends for its validity or fulfilment on the result of that issue.

(3.) Where any of the property to be acquired by the company is to be taken on lease, this section shall apply as if the expression "vendor" included the lessor, and the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

(4.) Any condition requiring or binding any applicant for shares or debentures to waive compliance with any requirement of this section, or purporting to affect him with notice of any contract, document, or matter not specifically referred to in the prospectus, shall be void.

(5.) Where such prospectus as is mentioned in this section is published as a newspaper advertisement, it shall not be necessary in the advertisement to specify the contents of the memorandum or the signatories thereto, and the number of shares subscribed for by them.

(6.) In the event of non-compliance with any of the requirements of this section, a director or other person responsible for the prospectus shall not incur any liability by reason of the non-compliance, if he proves that—

(a.) As regards any matter not disclosed, he was not cognizant thereof; or

(b.) The non-compliance arose from an honest mistake of fact on his part:

Provided that, in the event of non-compliance with the requirements contained in paragraph (m) of subsection (1) of this section, no director or other person shall incur any liability in respect of the non-compliance unless it be proved that he had knowledge of the matters not disclosed.

(7.) This section shall not apply to a circular or notice inviting existing members or debenture-holders of a company to subscribe either for shares or for the debentures of the company, whether with or without the right to renounce in favour of other persons; but, subject as aforesaid, this section shall apply to any prospectus whether issued on or with reference to the formation of a company or subsequently.

(8.) The requirements of this section as to the memorandum and the qualification, remuneration, and interest of directors, the names, descriptions, and addresses of directors or proposed directors, and the amount or estimated amount of preliminary expenses, shall not apply in the case of a prospectus issued more than one year after the date at which the company is entitled to commence business.

(9.) Nothing in this section shall limit or diminish any liability which any person may incur under the general law or this Ordinance apart from this section.

91. (1.) A company which does not issue a prospectus on or with reference to its formation shall not allot any of its shares or debentures unless before the first allotment of either shares or debentures there has been filed with the Registrar a statement in lieu of prospectus signed by every person who is named therein as a director or a proposed director of the company or by his agent authorized in writing, in the form and containing the particulars set out in the Second Schedule to this Ordinance.

Obligations of companies where no prospectus is issued.

(2.) This section shall not apply to a private company or to a company which has allotted any shares or debentures before the first day of May, 1914.

92. A company shall not previously to the statutory meeting vary the terms of a contract referred to in the prospectus, except subject to the approval of the statutory meeting.

Restriction on alteration of terms of contract mentioned in prospectus.

93. (1.) Where a prospectus invites persons to subscribe for shares in or debentures of a company, every person who is director of the company at the time of the issue of the prospectus, and every person who has authorized the naming of him and is named in the prospectus as a director or as having agreed to become a director either immediately or after an interval of time, and every promoter of the company, and every person who has authorized the issue of the prospectus, shall be liable to pay compensation to all persons who subscribe for any shares or debentures on the faith of the prospectus for the loss or damage they may have sustained by

Liability for statements in prospectus.

reason of any untrue statement therein, or in any report or memorandum appearing on the face thereof, or by reference incorporated therein or issued therewith, unless it is proved—

(a.) With respect to every untrue statement not purporting to be made on the authority of an expert, or of a public official document or statement, that he had reasonable ground to believe, and did up to the time of the allotment of the shares or debentures, as the case may be, believe, that the statement was true; and

(b.) With respect to every untrue statement purporting to be a statement by or contained in what purports to be a copy of or extract from a report or valuation of an expert, that it fairly represented the statement, or was a correct and fair copy of or extract from the report or valuation: Provided that the director, person named as director, promoter, or person who authorized the issue of the prospectus, shall be liable to pay compensation as aforesaid if it is proved that he had no reasonable ground to believe that the person making the statement, report, or valuation was competent to make it; and

(c.) With respect to every untrue statement purporting to be a statement made by an official person or contained in what purports to be a copy of or extract from a public official document, that it was a correct and fair representation of the statement or copy of or extract from the document;

or unless it is proved—

(d.) That having consented to become a director of the company he withdrew his consent before the issue of the prospectus, and that it was issued without his authority or consent; or

(e.) That the prospectus was issued without his knowledge or consent, and that on becoming aware of its issue he forthwith gave reason-

able public notice that it was issued without his knowledge or consent; or

- (f.) That after the issue of the prospectus and before allotment thereunder, he, on becoming aware of any untrue statement therein, withdrew his consent thereto, and gave reasonable public notice of the withdrawal, and of the reason therefor.

(2.) Where an existing company has issued shares or debentures, and for the purpose of obtaining further capital by subscriptions for shares or debentures issues a prospectus, a director shall not be liable in respect of any statement therein, unless he has authorized the issue of the prospectus, or has adopted or ratified it.

(3.) Where the prospectus contains the name of a person as a director of the company, or as having agreed to become a director thereof, and he has not consented to become a director or has withdrawn his consent before the issue of the prospectus, and has not authorized or consented to the issue thereof, the directors of the company, except any without whose knowledge or consent the prospectus was issued, and any other person who authorized the issue thereof, shall be liable to indemnify the person named as aforesaid against all damages, costs, and expenses to which he may be made liable by reason of his name having been inserted in the prospectus, or in defending himself against any action or legal proceedings brought against him in respect thereof.

(4.) Every person who by reason of his being a director, or named as a director or as having agreed to become a director, or of his having authorized the issue of the prospectus, becomes liable to make any payment under this section may recover contribution, as in cases of contract, from any other person who, if sued separately, would have been liable to make the same payment, unless the person who has become so liable was, and that other person was not, guilty of fraudulent misrepresentation.

- (5.) For the purposes of this section—

The expression "promoter" means a promoter who was a party to the preparation of the prospectus, or of the portion thereof containing the untrue statement, but does not include any person by reason of his acting in a pro-

fessional capacity for persons engaged in procuring the formation of the company :

The expression "expert" includes engineer, valuer, accountant, and any other person whose profession gives authority to a statement made by him.

Allotment.

Restriction
as to
allotment.

94. (1.) No allotment shall be made of any share capital of a company offered to the public for subscription, unless the following conditions have been complied with, namely:—

(a.) The amount (if any) fixed by the memorandum or articles and named in the prospectus as the minimum subscription upon which the directors may proceed to allotment; or

(b.) If no amount is so fixed and named, then the whole amount of the share capital so offered for subscription,—

has been subscribed, and the sum payable on application for the amount so fixed and named, or for the whole amount offered for subscription, has been paid to and received by the company.

(2.) The amount so fixed and named and the whole amount aforesaid shall be reckoned exclusively of any amount payable otherwise than in cash, and is in this Ordinance referred to as "the minimum subscription."

(3.) The amount payable on application on each share shall not be less than five per cent. of the nominal amount of the share.

(4.) If the conditions aforesaid have not been complied with on the expiration of sixty days after the first issue of the prospectus, all money received from applicants for shares shall be forthwith repaid to them without interest; and if any such money is not so repaid within seventy-five days after the issue of the prospectus, the directors of the company shall be jointly and severally liable to repay that money with interest at the rate of five per centum per annum from the expiration of the seventy-fifth day:

Provided that a director shall not be liable if he

proves that the loss of the money was not due to any misconduct or negligence on his part.

(5.) Any condition requiring or binding any applicant for shares to waive compliance with any requirement of this section shall be void.

(6.) This section, except subsection (3) thereof, shall not apply to any allotment of shares subsequent to the first allotment of shares offered to the public for subscription.

(7.) In the case of the first allotment of share capital payable in cash of a company which does not issue any invitation to the public to subscribe for its shares, no allotment shall be made unless the minimum subscription, that is to say,—

(a.) The amount (if any) fixed by the memorandum or articles as the minimum subscription upon which the directors may proceed to allotment; or

(b.) If no amount is so fixed and named, then the whole amount of the share capital other than that issued or agreed to be issued as fully or partly paid up otherwise than in cash,—

has been subscribed, and an amount not less than five per cent. of the nominal amount of each share payable in cash has been paid to and received by the company.

This subsection shall not apply to a private company or to a company which has allotted any shares or debentures before the first day of May, 1914.

95. (1.) An allotment made by a company to an applicant in contravention of the provisions of the last preceding section shall be voidable at the instance of the applicant within one month after the holding of the statutory meeting of the company and not later, and shall be so voidable notwithstanding that the company is in course of being wound up.

Effect of
Irregular
allotment.

(2.) If any director of a company knowingly contravenes or permits or authorizes the contravention of any of the provisions of the last preceding section with respect to allotment, he shall be liable to compensate the company and the allottee respectively for any loss, damages, or costs which the company or the allottee may have sustained or incurred thereby: Provided that pro-

ceedings to recover any such loss, damages, or costs shall not be commenced after the expiration of two years from the date of the allotment.

Restrictions
on com-
mencement
of business

96. (1.) A company shall not commence any business or exercise any borrowing-powers unless—

- (a.) Shares held subject to the payment of the whole amount thereof in cash have been allotted to an amount not less in the whole than the minimum subscription; and
- (b.) Every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription, or in the case of a company which does not issue a prospectus inviting the public to subscribe for its shares, on the shares payable in cash; and
- (c.) There has been filed with the Registrar a statutory declaration by the secretary or one of the directors, in the prescribed form, that the aforesaid conditions have been complied with; and
- (d.) In the case of a company which does not issue a prospectus inviting the public to subscribe for its shares, there has been filed with the Registrar a statement in lieu of prospectus.

(2.) The Registrar shall, on the filing of this statutory declaration, certify that the company is entitled to commence business, and that certificate shall be conclusive evidence that the company is so entitled.

(3.) Any contract made by a company before the date at which it is entitled to commence business shall be provisional only, and shall not be binding on the company until that date, and on that date it shall become binding.

(4.) Nothing in this section shall prevent the simultaneous offer for subscription or allotment of any shares and debentures or the receipt of any money payable on application for debentures.

(5.) If any company commences business or exercises borrowing-powers in contravention of this section, every person who is responsible for the contravention shall, without prejudice to any other liability, be liable to a fine not exceeding two hundred and fifty dollars for every day during which the contravention continues.

(6.) Nothing in this section shall apply to a private company or to a company registered before the first day of May, 1914, or to a company which does not issue a prospectus inviting the public to subscribe for its shares, or to a company incorporated under the Consolidated Ordinances of the Yukon Territory, 1902, Chapter 57, or hereafter incorporated under Part V. of this Ordinance.

97. (1.) Whenever a company limited by shares makes any allotment of its shares, the company shall within one month thereafter file with the Registrar—

Return as to
allotments.

(a.) A return of the allotments, stating the number and nominal amount of the shares comprised in the allotment, the names, addresses, and descriptions of the allottees, and the amount (if any) paid or due and payable on each share; and

(b.) In the case of shares allotted as fully or partly paid up otherwise than in cash, a contract in writing constituting the title of the allottee to the allotment, together with any contract of sale, or for services or other consideration in respect of which that allotment was made, and a return stating the number and nominal amount of shares so allotted, the extent to which they are to be treated as paid up, and the consideration for which they have been allotted.

(2.) Where such a contract as above mentioned is not reduced to writing, the company shall within one month after the allotment file with the Registrar the prescribed particulars of the contract.

(3.) If default is made in complying with the requirements of this section, every director, manager, secretary, or other officer of the company who is knowingly a party to the default shall be liable to a fine not

exceeding two hundred and fifty dollars for every day during which the default continues:

Provided that, in case of default in filing with the Registrar within one month after the allotment any document required to be filed by this section, the company, or any person liable for the default, may apply to the Court for relief, and the Court, if satisfied that the omission to file the document was accidental or due to inadvertence or that it is just and equitable to grant relief, may make an order extending the time for the filing of the document for such period as the Court may think proper.

Commissions and Discounts.

Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, etc.

98. (1.) It shall be lawful for a company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, if the payment of the commission is authorized by the memorandum or articles, and the commission paid or agreed to be paid does not exceed the amount or rate so authorized, and if the amount or rate per cent. of the commission paid or agreed to be paid is, in the case of shares offered to the public for subscription, disclosed in the prospectus!

(2.) Save as aforesaid, no company shall apply any of its shares or capital money either directly or indirectly in payment of any commission, discount or allowance to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, whether the shares or money be so applied by being added to the purchase money of any property acquired by the company or to the contract price of any work to be executed for the company, or the money be paid out of the nominal purchase money or contract price, or otherwise.

(3.) Nothing in this section shall affect the power of any company to pay such brokerage as it has heretofore been lawful for a company to pay, and a vendor to,

promoter of, or other person who receives payment in money or shares from, a company shall have and shall be deemed always to have had power to apply any part of the money or shares so received in payment of any commission, the payment of which, if made directly by the company, would have been legal under this section.

99. Where a company has paid any sums by way of commission in respect of any shares or debentures, or allowed any sums by way of discount in respect of any debentures, the total amount so paid or allowed, or so much thereof as has not been written off, shall be stated in every balance-sheet of the company until the whole amount thereof has been written off.

Statement in balance-sheet as to commissions and discounts.

Payment of Interest out of Capital.

100. Where any shares of a company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the company may pay interest on so much of that share capital as is for the time being paid up for the period and subject to the conditions and restrictions in this section mentioned, and may charge the same to capital as part of the cost of construction of the work or building, or the provision of plant:

Power of company to pay interest out of capital in certain cases.

Provided that—

- (1.) No such payment shall be made unless the same is authorized by the articles or by special resolution:
- (2.) No such payment, whether authorized by the articles or by special resolution, shall be made without the previous sanction of the Commissioner:
- (3.) Before sanctioning any such payment the Commissioner may, at the expense of the company, appoint a person to inquire and report to him as to the circumstances of the case, and may, before making the appointment, require the company to give security for the payment of the costs of the inquiry:
- (4.) The payment shall be made only for such

period as may be determined by the Commissioner, and such period shall in no case extend beyond the close of the half-year next after the half-year during which the works or buildings have been actually completed or the plant provided:

- (5.) The rate of interest shall be that agreed upon, and if there shall be no such agreement, shall be the rate provided by Statute in cases where interest is by law payable and the rate is not agreed upon:
- (6.) The payment of the interest shall not operate as a reduction of the amount paid up on the shares in respect of which it is paid:
- (7.) The accounts of the company shall show the share capital on which, and the rate at which, interest has been paid out of capital during the period to which the accounts relate.

Certificates of Shares, etc.

Limitation
of time for
issue of
certificates.

101. (1.) Every company shall within two months after the allotment of any of its shares, debentures, or debenture stock, and within two months after the registration of the transfer of any such shares, debentures, or debenture stock, complete and have ready for delivery the certificates of all shares, the debentures, and the certificates of all debenture stock allotted or transferred, unless the conditions of issue of the shares, debentures, or debenture stock otherwise provide.

(2.) If default is made in complying with the requirements of this section, the company, and every director, manager, secretary, and other officer of the company who is knowingly a party to the default, shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

Information as to Mortgages, Charges, etc.

Registration
of mortgages
and charges.

102. (1.) Every mortgage or charge created by a company after the first day of May, 1914, and being either—

- (a.) A mortgage or charge for the purpose of securing any issue of debentures; or

- (b.) A mortgage or charge on uncalled share capital of the company; or
- (c.) A mortgage or charge created or evidenced by an instrument which, if executed by an individual, would require registration as a bill of sale; or
- (d.) A mortgage or charge on any land, wherever situate, or any interest therein; or
- (e.) A mortgage or charge on any book debts of the company; or
- (f.) A floating charge on the undertaking or property of the company,—

shall, so far as any security on the company's property or undertaking is thereby conferred, be void against bonafide purchasers and mortgagees for valuable consideration, and the liquidator and any creditor of the company, unless the instrument, or a true copy thereof, by which the mortgage or charge is created or evidenced, is registered by filing the same with the Registrar for registration within twenty-one days after the date of its creation, but without prejudice to any contract or obligation for repayment of the money thereby secured; and when a mortgage or charge becomes void under this section the money secured thereby shall immediately become payable:

Provided that—

- (g.) The time for registration of a mortgage or charge created outside the Territory, and requiring registration under this Ordinance, shall be thirty days from the creation of such mortgage or charge.
- (h.) Where the mortgage or charge is created in the Territory, but comprises property outside the Territory, the instrument creating or purporting to create the mortgage or charge may be registered notwithstanding that further proceedings may be necessary to make the mortgage or charge valid or effectual according to the law of the country in which the property is situate; and
- (i.) Where a negotiable instrument has been given to secure the payment of any book debts of a company, the deposit of the instrument for the purpose of securing an advance to the

company shall not, for the purposes of this section, be treated as a mortgage or charge on those book debts; and

- (j.) The holding of debentures entitling the holder to a charge on land shall not be deemed to be an interest in land.

(2.) The Registrar shall keep a register of all mortgages and charges requiring registration under this section, and shall, on payment of the prescribed fee, enter in the register, with respect to every such mortgage or charge, the date of the same, the amount secured by it, short particulars of the property mortgaged or charged, the names of the mortgagors, and the names of the mortgagees or other persons entitled to the charge.

(3.) Where a series of debentures containing, or giving by reference to any other instrument, any charge to the benefit of which the debenture-holders of that series are entitled *pari passu* is created by a company, it shall be sufficient if there are delivered to and filed with the Registrar within twenty-one days after the execution of the deed containing the charge, or, if there is no such deed, after the execution of any debentures of the series, the following particulars:—

- (a.) The total amount secured by the whole series; and
- (b.) The dates of the resolutions authorizing the issue of the series and the date of the covering deed (if any) by which the security is created or defined; and
- (c.) A general description of the property charged; and
- (d.) The names of the trustees (if any) for the debenture-holders,—

together with the deed containing the charge, or, if there is no such deed, one of the debentures of the series, or a true copy of such deed or debenture, and the Registrar shall, on payment of the prescribed fee, enter those particulars in the register:

Provided that, where more than one issue is made of debentures in the series, there shall be sent to the Registrar for entry in the register particulars of the date and amount of each issue, but an omission to do this shall not affect the validity of the debentures issued.

(4.) Where any commission, allowance, or discount has been paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any debentures of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any such debentures, the particulars required to be sent for registration under this section shall include particulars as to the amount or rate per cent. of the commission, discount, or allowance so paid or made, but an omission to do this shall not affect the validity of the debentures issued:

Provided that the deposit of any debentures as security for any debt of the company shall not for the purposes of this provision be treated as the issue of the debentures at a discount.

(5.) The Registrar shall give a certificate under his hand of the registration of any mortgage or charge registered in pursuance of this section, stating the amount thereby secured, and the certificate shall be conclusive evidence that the requirements of this section as to registration have been complied with.

(6.) The company shall cause a copy of every certificate of registration given under this section to be indorsed on every debenture or certificate of debenture stock which is issued by the company, and the payment of which is secured by the mortgage or charge so registered:

Provided that nothing in this subsection shall be construed as requiring a company to cause a certificate of registration of any mortgage or charge so given to be indorsed on any debenture or certificate of debenture stock which has been issued by the company before the mortgage or charge was created.

(7.) It shall be the duty of the company to register every mortgage or charge and every series of debentures created or issued by it requiring registration under this section, but registration of any such mortgage or charge may be effected on the application of any person interested therein. Where the registration is effected on the application of some person other than the company, that person shall be entitled to recover from the company the amount of any fees properly paid by him to the Registrar on the registration.

(8.) The register kept in pursuance of this section shall be open to inspection by any person on payment of the prescribed fee, not exceeding twenty-five cents for each inspection.

(9.) Every company shall cause a copy of every instrument creating any mortgage or charge requiring registration under this section to be kept at the registered office of the company: Provided that, in the case of a series of uniform debentures, a copy of one such debenture shall be sufficient.

Registration
of enforce-
ment of
security.

103. (1.) If any person obtains an order for the appointment of a receiver or manager of the property of a company, or appoints such a receiver or manager under any powers contained in any instrument, he shall, within ten days from the date of the order or of the appointment under the powers contained in the instrument, give notice of the fact to the Registrar, and the Registrar shall, on payment of the prescribed fee, enter the fact in the register of mortgages and charges.

(2.) If any person makes default in complying with the requirements of this section he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

Filing of
accounts of
receivers
and
managers.

104. (1.) Every receiver or manager of the property of a company who has been appointed under the powers contained in any instrument, and who has taken possession, shall, once in every half-year while he remains in possession, and also on ceasing to act as receiver or manager, file with the Registrar an abstract in the prescribed form of his receipts and payments during the period to which the abstract relates, and shall also on ceasing to act as receiver or manager file with the Registrar notice to that effect, and the Registrar shall enter the notice in the register of mortgages and charges.

(2.) Every receiver or manager who makes default in complying with the provisions of this section shall be liable to a fine not exceeding two hundred and fifty dollars.

Rectification
of register
of mortgages

105. A Judge of the Territorial Court, on being satisfied that the omission to register a mortgage or charge

within the time hereinbefore required, or that the omission or misstatement of any particular with respect to any such mortgage or charge, was accidental, or due to inadvertence or to some other sufficient cause, or is not of a nature to prejudice the position of creditors or shareholders of the company, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any person interested, and on such terms and conditions as seem to the Judge just and expedient, order that the time for registration be extended, without prejudice to the rights of parties acquired prior to the actual date of registration, or, as the case may be, that the omission or misstatement be rectified.

106. The Registrar may, on evidence being given to his satisfaction that the debt for which any registered mortgage or charge was given has been paid or satisfied, order that a memorandum of satisfaction be entered on the register, and shall, if required, furnish the company with a copy thereof.

Entry of satisfaction.

107. (1.) If default be made in the registration of any mortgage or charge or of the issues of debentures of a series requiring registration under this Ordinance, then every company, and every director, manager, or secretary of a company, and every person knowingly a party to the default shall, on conviction, be liable to a fine not exceeding two hundred and fifty dollars for every day during which the default continues.

Penalties.

(2.) If any person knowingly and wilfully authorizes or permits the delivery of any debenture or certificate of debenture stock requiring registration with the Registrar under the foregoing provisions of this Ordinance without a copy of the certificate of registration being indorsed upon it, he shall, without prejudice to any other liability, be liable to a fine not exceeding five hundred dollars.

108. (1.) Every limited company shall keep a register of mortgages and enter therein all mortgages and charges specifically affecting property of the company, giving in each case a short description of the property mortgaged or charged, the amount of the mortgage or charge, and (except in the case of securities to bearer)

Company's register of mortgages.

the names of the mortgagees or persons entitled thereto.

(2.) If any director, manager, or other officer of the company knowingly and wilfully authorizes or permits the omission of any entry required to be made in pursuance of this section, he shall be liable to a fine not exceeding two hundred and fifty dollars.

Right to inspect copies of instruments creating mortgages and charges and company's register of mortgages.

109. (1.) The copies of instruments creating any mortgage or charge requiring registration under this Ordinance with the Registrar, and the register of mortgages kept in pursuance of the last preceding section, shall be open at all reasonable times to the inspection of any creditor or member of the company without fee, and the register of mortgages shall also be open to the inspection of any other person on payment of such fee, not exceeding twenty-five cents for each inspection as the company may prescribe.

(2.) If inspection of the said copies or register is refused, any officer of the company refusing inspection, and every director and manager of the company authorizing or knowingly and wilfully permitting the refusal, shall be liable to a fine not exceeding twenty-five dollars, and a further fine not exceeding ten dollars for every day during which the refusal continues; and, in addition to the above penalty, any Judge of the Territorial Court sitting in Chambers may by order compel an immediate inspection of the copies or register.

Right of debenture-holders to inspect the register of debenture-holders and to have copies of trust deed.

110. (1.) Every register of holders of debentures of a company shall, except when closed in accordance with the articles during such period or periods (not exceeding in the whole thirty days in any year) as may be specified in the articles, be open to the inspection of the registered holder of any such debentures, and of any holder of shares in the company, but subject to such reasonable restrictions as the company may in general meeting impose, so that at least two hours in each day are appointed for inspection, and every such holder may require a copy of the register or any part thereof on payment of ten cents for every one hundred words required to be copied.

(2.) A copy of any trust deed for securing any issue of debentures shall be forwarded to every holder of any

such debentures at his request on payment in the case of a printed trust deed of the sum of twenty-five cents or such less sum as may be prescribed by the company, or, where the trust deed has not been printed, on payment of ten cents for every one hundred words required to be copied.

(3.) If inspection is refused, or a copy is refused or not forwarded, the company shall be liable to a fine not exceeding twenty-five dollars, and to a further fine not exceeding ten dollars for every day during which the refusal continues; and every director, manager, secretary, or other officer of the company who knowingly authorizes or permits the refusal shall incur the like penalty.

110A. The word "company" in sections 102 to 110 (both inclusive) of this Ordinance shall mean and include any company, society or association incorporated by or under any public Ordinance of the Territory.

Company includes society, etc.

Debentures and Floating Charges.

111. A condition contained in any debentures or in any deed for securing any debentures, whether issued or executed before or after the commencement of this Ordinance, shall not be invalid by reason only that thereby the debentures are made irredeemable or redeemable only on the happening of a contingency, however remote, or on the expiration of a period, however long, any rule of equity to the contrary notwithstanding.

Conditions in debentures not invalid.

112. (1.) Where either before or after the commencement of this Ordinance a company has redeemed any debentures previously issued, the company, unless the articles or the conditions of issue expressly otherwise provide, or unless the debentures have been redeemed in pursuance of any obligation on the company so to do (not being an obligation enforceable only by the person to whom the redeemed debentures were issued or his assigns), shall have power, and shall be deemed to always have had power, to keep the debentures alive for the purposes of reissue; and where a company has purported to exercise such a power the company shall have power, and shall be deemed always to have had power, to reissue the debentures either by reissuing the same debentures or by issuing other debentures in their place, and upon such a

Power to reissue redeemed debentures in certain cases.

reissue the person entitled to the debentures shall have, and shall be deemed always to have had, the same rights and priorities as if the debentures had not previously been issued.

(2.) Where with the object of keeping debentures alive for the purpose of reissue they have either before or after the commencement of this Ordinance been transferred to a nominee of the company, a transfer from that nominee shall be deemed to be a reissue for the purposes of this section.

(3.) Where a company has either before or after the commencement of this Ordinance deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures shall not be deemed to have been redeemed by reason only of the account of the company having ceased to be in debit whilst the debentures remained so deposited.

(4.) The reissue of a debenture or the issue of another debenture in its place under the power of this section given to or deemed to have been possessed by a company, whether the reissue or issue was made before or after the commencement of this Ordinance, shall not be treated as the issue of a new debenture for the purposes of any provision limiting the amount or number of debentures to be issued.

(5.) Nothing in this section shall prejudice—

(a.) The operation of any judgment or order of a Court of competent jurisdiction pronounced or made before the first day of May, 1914, as between the parties to the proceedings in which the judgment was pronounced or the order made, and any appeal from any such judgment or order shall be decided as if this Ordinance had not been passed; or

(b.) Any power to issue debentures in the place of any debentures paid off or otherwise satisfied or extinguished, reserved to a company by its debentures or the securities for the same.

Specific
performance
of contract
to subscribe
for
debentures.

113. A contract with a company to take up and pay for any debentures of the company may be enforced by an order for specific performance.

114. (1.) Where, in the case of a company registered under this Ordinance, either a receiver is appointed on behalf of the holders of any debentures of the company secured by a floating charge, or possession is taken by or on behalf of those debenture-holders of any property comprised in or subject to the charge, then, if the company is not at the time in course of being wound up, the debts which in every winding-up are, under the provisions of Part IX., of this Ordinance relating to preferential payments, to be paid in priority to all other debts shall be paid forthwith out of any assets coming to the hands of the receiver or other person taking possession as aforesaid in priority to any claim for principal or interest in respect of the debentures.

Payments of certain debts out of assets subject to floating charge in priority to claims under the charge.

(2.) The periods of time mentioned in the said provisions of Part IX. of this Ordinance shall be reckoned from the date of the appointment of the receiver or of possession being taken as aforesaid, as the case may be.

(3.) Any payments made under this section shall be recouped as far as may be out of the assets of the company available for payment of general creditors.

Statement to be published by certain Companies.

115. (1.) Every association or society formed under any of the Ordinances of the Territory shall, before it commences business, and also on the first Monday in February in every year during which it carries on business, make a statement in the Form F in the Second Schedule to this Ordinance, or as near thereto as circumstances will admit.

Certain companies to publish statement in Schedule.

(2.) A copy of the statement shall be put up in a conspicuous place in the registered or head office of the company or society, and in every branch office where the business of the company or society is carried on.

(3.) Every member and every creditor of the company or society shall be entitled to a copy of the statement on payment of a sum not exceeding twenty-five cents.

(4.) If default is made in compliance with this section, the company, association, or society shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues; and every

director and manager of the company who knowingly and wilfully authorizes or permits the default shall be liable to the like penalty.

Inspection and Audit.

Investigation
of affairs of
company by
Government
inspectors.

116. (1.) The Commissioner may appoint one or more competent inspectors to investigate the affairs of any company and to report thereon in such manner as he directs—

(a.) In the case of a company having a share capital, on the application of members holding not less than one-tenth of the shares issued:

(b.) In the case of a company not having a share capital, on the application of not less than one-fifth in number of the persons on the company's register of members.

(2.) The application shall be supported by such evidence as the Commissioner may require for the purpose of showing that the applicants have good reason for, and are not actuated by malicious motives in requiring, the investigation; and the Commissioner may, before appointing an inspector, require the applicants to give security for payment of the costs of the inquiry.

(3.) It shall be the duty of all officers and agents of the company to produce to the inspectors all books and documents in their custody or power.

(4.) An inspector may examine on oath the officers and agents of the company in relation to its business, and may administer an oath accordingly.

(5.) If any officer or agent refuses to produce any book or document which under this section it is his duty to produce, or to answer any question relating to the affairs of the company, he shall be liable to a fine not exceeding twenty-five dollars in respect of each such refusal.

(6.) On the conclusion of the investigation the inspectors shall report their opinion to the Commissioner, and a copy of the report shall be forwarded by the Territorial Secretary to the registered office of the company, and a further copy shall, at the request of the applicants for the investigation, be delivered to them.

(7.) The report shall be written or printed, as the Commissioner may direct.

(8.) The Commissioner may make such order as to the costs and expenses incidental to such investigation as may be deemed proper.

117. (1.) A company may by special resolution appoint inspectors to investigate its affairs.

Power of company to appoint inspectors.

(2.) Inspectors so appointed shall have the same powers and duties as inspectors appointed by the Commissioner, except that, instead of reporting to the Commissioner, they shall report in such manner and to such persons as the company in general meeting may direct.

(3.) Officers and agents of the company shall incur the like penalties in case of refusal to produce any book or document required to be produced to inspectors so appointed, or to answer any question, as they would have incurred if the inspectors had been appointed by the Commissioner.

118. A copy of the report of any inspectors appointed under this Ordinance, authenticated by the seal of the company whose affairs they have investigated, shall be admissible in any legal proceeding as evidence of the opinion of the inspectors in relation to any matter contained in the report.

Report of inspectors to be evidence.

119. (1.) Every company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting.

Appointment and remuneration of auditors.

(2.) If an appointment of auditors is not made at an annual general meeting, the Commissioner may, on the application of any member of the company, appoint an auditor of the company for the current year, and fix the remuneration to be paid to him by the company for his services.

(3.) A director or officer of the company shall not be capable of being appointed auditor of the company.

(4.) A person, other than a retiring auditor, shall not be capable of being appointed auditor at an annual general meeting unless notice of an intention to nominate that person to the office of auditor has been given by a shareholder to the company not less than fourteen days

before the annual general meeting; and the company shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the shareholders, either by advertisement or in any other mode allowed by the articles, not less than seven days before the annual general meeting:

Provided that if, after notice of the intention to nominate an auditor has been so given, an annual general meeting is called for a date fourteen days or less after the notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the annual general meeting.

(5.) The first auditors of the company may be appointed by the directors before the statutory meeting, and if so appointed shall hold office until the first annual general meeting, unless previously removed by a resolution of the shareholders in general meeting, in which case the shareholders at that meeting may appoint auditors.

(6.) The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.

(7.) The remuneration of the auditors of a company shall be fixed by the company in general meeting, except that the remuneration of any auditors appointed before the statutory meeting, or to fill any casual vacancy, may be fixed by the directors.

Powers and
duties of
auditors.

120. (1.) Every auditor of a company shall have a right of access at all times to the books and accounts and vouchers of the company, and shall be entitled to require from the directors and officers of the company such information and explanation as may be necessary for the performance of the duties of the auditors.

(2.) The auditors shall make a report to the shareholders on the accounts examined by them, and on every balance-sheet laid before the company in general meeting during their tenure of office, and the report shall state—

- (a.) Whether or not they have obtained all the information and explanations they have required; and
- (b.) Whether, in their opinion, the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the company's affairs according to the best of their information and the explanations given to them, and as shown by the books of the company.

(3.) The balance-sheet shall be signed on behalf of the board by two of the directors of the company, or if there is only one director, by that director, and the auditors' report shall be attached to the balance-sheet, or there shall be inserted at the foot of the balance-sheet a reference to the report, and the report shall be read before the company in general meeting, and shall be open to inspection by any shareholder.

Any shareholder shall be entitled to be furnished with a copy of the balance-sheet and auditors' report at a charge not exceeding ten cents for every hundred words.

(4.) If any copy of a balance-sheet which has not been signed as required by this section is issued, circulated, or published, or if any copy of a balance-sheet is issued, circulated, or published without either having a copy of the auditors' report attached thereto or containing such reference to that report as is required by this section, the company, and every director, manager, secretary, or other officer of the company who is knowingly a party to the default, shall on conviction be liable to a fine not exceeding two hundred and fifty dollars.

121. (1.) Holders of preference shares and debentures of a company shall have the same right to receive and inspect the balance-sheets of the company and the reports of the auditors and other reports as is possessed by the holders of ordinary shares in the company.

Rights of preference shareholders, etc., as to receipt and inspection of reports, etc.

(2.) This section shall not apply to a private company nor to a company registered before the first day of May, 1914.

Carrying on Business with Less than the Legal Minimum of Members.

122. If at any time the number of members of a

Prohibition of carrying

on business with fewer than five or, in the case of a private company, two members.

company is reduced, in the case of a private company, below two, or, in the case of any other company, below five, and it carries on business for more than six months while the number is so reduced, every person who is a member of the company during the time that it so carries on business after those six months, and is cognizant of the fact that it is carrying on business with fewer than two members, or five members, as the case may be, shall be severally liable for the payment of the whole debts of the company contracted during that time, and may be sued for the same, without joinder in action of any other member.

Service and Authentication of Documents.

Service of documents on company.

123. A document may be served on a company by leaving it at or sending it by post to the registered office of the company, or by serving the president, chairman, secretary, or any director of the company, or by leaving the same at the residence of either of them, or with any adult person of his family or in his employ; or, if the company has no registered office, and has no known president, chairman, secretary, or director, the Court may order such publication as it deems requisite to be made in the premises, and such publication shall be held to be due service upon the company.

Authentication of documents.

124. A document or proceeding requiring authentication by a company may be signed by a director, secretary, or other authorized officer of the company, and need not be under its common seal.

Tables and Forms.

Application and alteration of tables and forms.

125. The forms in the Second Schedule to this Ordinance, or forms as near thereto as circumstances admit, shall be used in all matters to which those forms refer.

Commissioner may alter tables and forms.

126. The Commissioner may alter any of the tables and forms in the First Schedule to this Ordinance, so that it does not increase the amount of fees payable to the Registrar in the said Schedule mentioned, and may alter

or add to the forms in the said Second Schedule.

127. Any such table or form, when altered, shall be published in the Gazette, and thenceforth shall have the same force as if it were included in one of the Schedules to this Ordinance; but no alteration made by the Commissioner in Table A in the said First Schedule shall affect any company registered before the alteration, or repeal, as respects that company, any portion of such table.

Alterations to be published in Gazette.

Arbitrations.

128. (1.) A company may, by writing under its common seal, agree to refer and may refer to arbitration, in accordance with the "Arbitration Ordinance," any existing or future difference between itself and any other company or person.

Arbitration between companies and others.

(2.) Companies parties to the arbitration may delegate to the arbitrator power to settle any terms or to determine any matter capable of being lawfully settled or determined by the companies themselves, or by their directors or other managing body.

(3.) Subject to any express provisions on the subject, all the provisions of the "Arbitration Ordinance" shall apply to arbitrations between companies and persons in pursuance of this Ordinance.

Power to compromise.

129. (1.) Where a compromise or arrangement is proposed between a company and its creditors or any class of them, or between the company and its members or any class of them, the Court may, on the application in a summary way of the company or of any creditor or member of the company, or, in the case of a company being wound up, of the liquidator, order a meeting of the creditors or class of creditors, or of the members of the company or class of members, as the case may be, to be summoned in such manner as the Court directs.

Power to compromise with creditors and members.

(2.) If a majority in number representing three-fourths in value of the creditors or class of creditors, or members or class of members, as the case may be, present

either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement shall, if sanctioned by the Court, be binding on all the creditors or the class of directors, or on the members or class of members, as the case may be, and also on the company or, in the case of a company in the course of being wound up, on the liquidator and contributories of the company.

(3.) In this section the expression "company" means any company liable to be wound up under this Ordinance.

Meaning of "Private Company."

Meaning of
"private
company."

130. (1.) For the purposes of this Ordinance the expression "private company" means a company which by its memorandum or articles—

- (a.) Restricts the right to transfer its shares; and
- (b.) Limits the number of its members (exclusive of persons who are in the employment of the company) to fifty; and
- (c.) Prohibits any invitation to the public to subscribe for any shares or debentures of the company.

(2.) A private company may, subject to anything contained in the memorandum or articles, by passing a special resolution and by filing with the Registrar such a statutory declaration as the company, if a public company, would have had to file before commencing business, turn itself into a public company.

(3.) Where two or more persons hold one or more shares in a company jointly they shall, for the purposes of this section, be treated as a single member.

PART V.

INCORPORATION OF MINING COMPANIES WITHOUT ANY
PERSONAL LIABILITY.

Mining
companies
with
specially
limited
liability on
shares.

131. (1.) The memorandum of a company incorporated or reincorporated under this Ordinance, the objects whereof are restricted to acquiring, managing,

developing, working, and selling mines (including coal-mines), mineral claims, placer mining claims, mining properties, and petroleum claims, and the winning, getting, treating, refining, and marketing of mineral, coal or oil therefrom, may contain a provision that no personal liability shall attach to any subscriber or holder of shares in a company so incorporated, and the certificate of incorporation issued under section 26 of this Ordinance shall state that the company is specially limited under this section.

(2.) Every company, the objects whereof are restricted as aforesaid, shall be deemed to have the following, but, except as in this Ordinance otherwise expressed, no greater powers, that is to say:—

Powers of non-personal liability mining companies.

- (a.) To obtain by purchase, lease, hire, discovery, location, or otherwise, and hold, within the Territory, mines, mineral claims, mineral leases, prospects, mining lands, and mining rights of every description, and to work, develop, operate, and turn the same to account, and to sell or otherwise dispose of the same or any of them, or any interest therein :
- (b.) To dig for, raise, crush, wash, smelt, assay, analyse, reduce, amalgamate, and otherwise treat gold, silver, coal, copper, lead ores or deposits, and other minerals and metallic substances and compounds of all kinds, whether belonging to the company or not, and to render the same merchantable, and to buy, sell, and deal in the same or any of them :
- (c.) To carry on the business of a mining, smelting, milling, and refining company in all or any of its branches :
- (d.) To acquire by purchase, lease, hire, exchange, or otherwise, such timber lands or leases timber claims, licenses to cut timber, surface rights and rights-of-way, water rights and privileges, mills, factories, furnaces for smelting and treating ores and refining metals, buildings, machinery, plant, or other real or personal property as may be necessary for or conducive

to the proper carrying-out of any of the objects of the company:

- (e.) To construct, maintain, alter, make, work, and operate on the property of the company, or on property controlled by the company, any canals, trails, roads, ways, tramways, bridges and reservoirs, dams, flumes, race and other ways, water-courses, aqueducts, wells, wharves, piers, furnaces, sawmills, crushing-works, smelting-works, concentrating-works, hydraulic works, coke-ovens, electrical works and appliances, warehouses, buildings, machinery, plant, stores, and other works and conveniences which may seem conducive to any of the objects of the company, and, with the consent of the shareholders in general meeting, to contribute to, subsidize, or otherwise aid or take part in any such operation, though constructed and maintained by any other company or persons outside of the property of the company; and to buy, sell, manufacture, and deal in all kinds of goods, stores, implements, provisions, chattels, and effects required by the company or its workmen and servants:
- (f.) To build, acquire, own, charter, navigate, and use steam and other vessels for the purposes of the company:
- (g.) To take, acquire, and hold as the consideration for ores, metals, or minerals sold or otherwise disposed of, or for goods supplied or for work done by contract or otherwise, shares, debentures, bonds, or other securities of or in any other company the objects of which are restricted as herein aforesaid, and to sell or otherwise dispose of the same:
- (h.) To enter into any arrangement for sharing profits, union of interests, or co-operation with any other person or company carrying on, or about to carry on, any business or transaction which a company specially limited under this section is authorized to carry on:

- (i.) To purchase, or otherwise acquire and undertake all or any of the assets, business, property, privileges, contracts, rights, obligations, and liabilities of any person or company carrying on any part of the business which a company specially limited under this section is authorized to carry on, or possessed of property suitable for the purposes thereof:
- (j.) To borrow or raise money for the purposes of the company, but so that the amount so borrowed or raised shall not, without the sanction of a general meeting of the company, exceed one-quarter of the amount of the paid-up capital for the time being, and for the purpose of securing such money and interest, or for any other purpose, to mortgage or charge the undertaking or all or any part of the property of the company, present or after acquired; and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations, and other negotiable and transferable instruments: Provided, however, that the restriction in this subsection contained as to borrowing without the sanction of a general meeting shall not be deemed to be imperative, and shall in no wise limit, control, or affect any power of borrowing vested in the board of directors of the company or of the company under the memorandum, articles or by-laws of the company:
- (k.) To distribute any of the property of the company among the members in specie:
- (l.) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with the undertaking or the whole or any part of the property and rights of the company, with power to accept as the consideration any shares, stocks, or obligations of any company: Provided, however, that in case of a sale for shares in a com-

pany other than a non-personal liability company, such shares shall be fully paid up:

- (m.) To do all such other things as are incidental or conducive to the attainment of the foregoing objects.

Shares to be specially marked.

132. Where a certificate of incorporation incorporating any such company, or a license or certificate of registration to any extra-territorial company, has been issued containing the provisions mentioned in section 131 of this Ordinance, every certificate of shares or stock issued by the company shall bear upon the face thereof, distinctly written or printed in red ink, after the name of the company, the words "Issued under section 131, respecting mining companies, of the 'Companies Ordinance,'" and where such shares or stock are issued subject to further assessments the word "assessable," or if not subject to further assessment the word "non-assessable," as the case may be.

Charter, prospectuses, and other documents of such company to be specially marked.

133. Every company, the objects whereof are restricted as aforesaid, shall have written or printed on its charter, prospectuses, stock certificates, bonds, contracts, agreements, notices, advertisements, and other official publications, and in all bills of exchange, promissory notes, indorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills of parcels, invoices, receipts, and letter-heads of the company, immediately after or under the name of such company, and shall have engraved upon its seal the words "Non-Personal Liability," and such words shall be the last words of its name; and every such company which refuses, or knowingly neglects, to comply with this section shall incur a penalty of twenty dollars for every day during which such name is not so kept written or printed, recoverable upon summary conviction; and every director and manager, secretary, and officer of the company who knowingly and wilfully authorizes or permits such default shall be liable to the like penalty.

Penalty.

Enforcement of payment of assessment on such shares.

134. In the event of any call or calls on assessable shares in a company, the objects whereof are restricted

as aforesaid, remaining unpaid by the subscriber thereto, or holder thereof, for a period of sixty days after notice and demand of payment, such shares may be declared by the directors to be in default, and the secretary of the company may advertise such shares for sale at public auction to the highest bidder for cash, by giving notice of such sale in some newspaper published or circulating in the city or district where the principal office of the company is situated, for a period of one month; and said notice shall contain the number of the certificate or certificates of such shares, and the number of shares, the amount of the assessment due and unpaid, and the time and place of sale; and in addition to the publication of the notice aforesaid, notice shall be personally served upon such subscriber or holder by registered letter mailed to his last-known address; and if the subscriber or holder of such shares shall fail to pay the amount due upon such shares, with interest upon the same at the rate provided by the articles, by-laws, or regulations of the company, or, where no rate is so fixed, at the same rate as is provided by Statute in other cases where interest is by law payable and the rate is not agreed upon, and cost of advertising, before the time fixed for such sale, the secretary shall proceed to sell the same or such portion thereof as shall suffice to pay such assessment, together with such interest and cost of advertising: Provided that if the price of the shares so sold exceeds the amount due with said interest and cost thereon, the excess thereof shall be paid to the defaulting subscriber or holder.

135. No shareholder or subscriber for shares in any company, the objects whereof are restricted as aforesaid, shall be personally liable for non-payment of any calls made upon his shares, nor shall such shareholder or subscriber be personally liable for any debt contracted by the company, or for any sum payable by the company.

Liability of shareholder on such shares.

136. Wherever any shares have been, prior to the first day of May, 1914, issued by any company duly incorporated under any Ordinance as fully paid-up shares, either at a discount or in payment for any mine, mineral claim, or mining property purchased or acquired by such company, or for the acquiring whereof such company has

Existing companies before revision of 1914.

been incorporated, all such shares shall, except as to any debts contracted by the company before the first day of May, 1914 (in regard to which the liability on such shares shall be the same as if this Ordinance had not been passed), be deemed and held to be fully paid up, and the holder thereof shall be subject to no personal liability thereon, in the same manner as if the memorandum of association of the company had contained the provision aforesaid.

Shares in companies incorporated under Chapter 60 of Consolidated Ordinances, 1902, to be at all times fully paid and non-assessable.

137. Any company with specially limited liability on shares heretofore incorporated under an Ordinance respecting mining companies, being Chapter 60 of the Consolidated Ordinances of the Yukon Territory, 1902, and the powers, rights, and liabilities of any such company and of its shareholders, shall be and remain specially limited as provided in those sections, and all shares of any such company heretofore issued, or that may hereafter be issued, as full-paid and non-assessable, as therein provided, shall at all times be deemed to be full-paid and non-assessable.

Reincorporation as an ordinary limited company.

138. In case a resolution authorizing reincorporation and registration under the provisions of this Ordinance, and authorizing the execution by the directors on behalf of the shareholders of the company of a memorandum of association for the objects specified in such resolution, is passed at a general meeting of the shareholders of the company duly called specially for the purpose, at which meeting at least two-thirds in value of all the shares of the company are represented by the holders thereof in person or by proxy and vote in favour of such resolution, any company heretofore incorporated, or hereafter incorporated, subject to the provisions contained in section 131 of this Ordinance, or to the like provisions of any former Ordinance, and being at the time of registration a subsisting and valid company, and upon payment to the Registrar of a fee of ten dollars, and no more (except where the capital is increased), shall be entitled to receive from the Registrar a certificate of the reincorporation and registration of the company under this Ordinance as an unlimited company, or as a company limited by shares, or as a company limited by guarantee, for the objects and

purposes to be set out in the memorandum of association executed in pursuance of such resolution, and thereupon the old company shall, as such company, cease to exist, and all the rights, property, and obligations of the former company shall thereby be and be deemed *ipso facto* to have been transferred to the new company, and all proceedings may be continued or commenced by or against the new company that might have been continued or commenced by or against the old company, and it shall not be necessary in the certificate of reincorporation or registration to set out the names of the shareholders, and after such reincorporation and registration the company shall be governed in all respects by the provisions of this Ordinance, except that the liabilities of the shareholders to creditors of the old company shall remain as at the time of reincorporation; and of such reincorporation the certificate aforesaid shall be conclusive evidence, as well as conclusive evidence of the due registration and observance of all statutory requirements with respect to registration or incorporation in force prior to the passing of this Ordinance:

- (a.) Where an existing company applies for registration under this section, the directors may, in and by the memorandum of association executed pursuant to and conforming to the resolution of the company authorizing the execution thereof, extend, vary, or limit the powers and objects of the company, and the certificate of registration under this section shall be to the new company by a different name than that of the old company:
- (b.) Where the existing company is registered under this section, the capital of the company may be increased or decreased to any amount which may be fixed by the resolution of the company authorizing such registration; but where increased the fees for increase of capital mentioned in Table B to this Ordinance shall be paid to the Registrar:
- (c.) The said resolution shall prescribe the manner in which the shares in the new company are to be allotted to holders of shares in the old company, and shall prescribe to what

amount (if any) the shares in the new company shall be assessable, and generally the terms upon which the new shares shall be deliverable to the allottees: Provided, however, that no shareholder in the old company shall be liable upon any shares in the new company unless he accepts the allotment to him of the same:

- (d.) The memorandum of association may be accompanied by articles of association, in accordance with section 20 of this Ordinance, and such articles of association must be authorized by the resolution authorizing registration under the provisions of this section:
- (e.) Whenever the Registrar considers that public notice of an intended application for reincorporation and registration under this section should be given, he shall require notice to be published in the Gazette, or otherwise, as he thinks proper:
- (f.) The Registrar may, in any case where he thinks it proper so to do, refuse reincorporation and registration: Provided that the company may appeal from the decision of the Registrar under this section to the Territorial Court, or a Judge thereof in Chambers, by motion:
- (g.) Every certificate of registration issued under this section shall be published in one issue of the Gazette and in one issue of a newspaper circulating in the city or district in which the registered office of the company is situate.

PART VI.

LICENSING AND REGISTRATION OF EXTRA-TERRITORIAL COMPANIES.

General.

139. Every extra-territorial company, other than a company incorporated under authority of an Act of

Parliament of Canada, having gain for its purpose and object within the scope of this Ordinance is hereby required to be licensed or registered under this or some former Ordinance, and no company, firm, broker, or other person shall, as the representative or agent of or acting in any other capacity for any such extra-territorial company, carry on any of the business of an extra-territorial company within the Yukon Territory until such extra-territorial company shall have been licensed or registered as aforesaid.

required to become licensed or registered.

This section shall apply to an extra-territorial company notwithstanding that it was heretofore registered as a foreign company under the provisions of any Ordinance.

Extra-territorial companies heretofore registered.

140. The Registrar may for good cause shown dispense with the filing by an extra-territorial company, proceeding to obtain a license or registration under the provisions of this Part of this Ordinance, of one or more of the documents which compose its charter and regulations, and may allow to be substituted therefor a list of the documents so dispensed with, accompanied by a statement of the reasons for dispensing with the originals, and (if he so require) by such memorandum of the contents of such originals as he may deem sufficient.

Registrar's power to dispense with filing of documents

141. Any extra-territorial company licensed or registered under this or some former Ordinance may sue and be sued in its corporate name, and, if authorized so to do by its charter and regulations, may acquire and hold lands in the Yukon Territory by gift, purchase, or as mortgagees or otherwise, as fully and freely as private individuals, and may sell, lease, mortgage, or otherwise alienate the same.

Rights of such company to sue, hold land, etc.

142. Every extra-territorial company registered as a company under this or some former Ordinance shall, subject to the provisions of its charter and regulations, and of this Ordinance, have and may exercise all the rights, powers, and privileges by this Ordinance granted to and conferred upon companies incorporated thereunder; and every such extra-territorial company and the directors, officers, and members thereof shall, save as in this Ordinance otherwise provided, be subject to and

Rights and duties of registered companies.

shall, subject as aforesaid, observe carry out, and perform every act, matter, obligation, and duty by this Ordinance prescribed and imposed upon companies incorporated thereunder, or upon the directors, officers, and members thereof.

Power to
issue and
transfer
shares.

143. Every extra-territorial company registered under this Part of this Ordinance shall, in and by the power of attorney hereinafter prescribed empower its attorney to issue and transfer shares of the company.

Register.

Every such extra-territorial company shall, at its head office or chief place of business in the Territory, provide and keep, in form and manner provided by section 33 of this Ordinance, a register of all shares issued at such head office or chief place of business, and of all transfers of shares in the company made within the Territory and presented for record at such head office or chief place of business; and every lawful transfer of shares made by a member shall, upon entry and record on such register, be valid and binding to all intents and purposes; and every act, matter, or thing lawfully done by the attorney of the company pursuant to this section shall be as valid and binding in all respects as if done by the company or the directors, managers, or officers of the company, pursuant to the provisions of the charter and regulations of the company and of this Ordinance in that behalf.

Surrender of
certificate of
registration
for license.

144. Every extra-territorial company duly incorporated under the laws of the United Kingdom, or of the late Province of Canada, or of any of the Provinces of Canada, registered prior to the first day of May, 1914, in the Territory as a foreign company under the provisions of any Ordinance, may surrender to the Registrar the certificate of registration of the company issued under such Ordinance and obtain from him a license under the provisions of this Part of this Ordinance; and for the purpose of obtaining such license the surrender of such certificate of registration and the filing of the power of attorney prescribed by clause (c) of section 152 of this Ordinance shall be deemed to be a sufficient compliance with the requirements of this Part.

145. The license issued in pursuance of the last preceding section of this Ordinance to an extra-territorial company heretofore registered as a foreign company need not contain in detail the objects of the company, but may incorporate them by reference to the former certificate of registration of the company.

What certificate of registration or license to extra-territorial companies to contain.

146. Every extra-territorial company registered in the Territory before the passage of this Ordinance, as a foreign company under the provisions of any Ordinance in that behalf (other than a company entitled to obtain, and which has obtained, a license under some former Ordinance, or may obtain a license under this Part of this Ordinance), and the directors, officers, and members thereof, shall be subject to and shall observe, carry out, and perform every act, matter, obligation, and duty by this Ordinance prescribed and imposed upon companies incorporated thereunder, or upon the directors, officers, and members thereof.

What extra-territorial companies subject to the Ordinance.

147. In case of any suit or other proceeding being commenced by any extra-territorial company against any person or corporation residing or carrying on business in the Territory, such extra-territorial company shall furnish security for costs, if demanded.

Security for costs by extra-territorial company.

148. The Commissioner may, by an order to be published in three consecutive issues of the Gazette, suspend or revoke and make null and void any license granted or any registration effected under this or some former Ordinance to any company which refuses or fails to keep a duly appointed attorney within the Territory, or to comply with any of the provisions of this Part of this Ordinance; and, notwithstanding such suspension or revocation, the rights of creditors of the company shall remain as at the time of such suspension or revocation.

Commissioner's power to suspend or revoke license.

149. Sections 102 to 110A, both inclusive, of this Ordinance shall apply to every extra-territorial company.

Application of certain sections to extra-territorial companies.

150. The license or certificate of registration to any extra-territorial company (the objects whereof are restricted as mentioned in section 131, subsection (1), of

Extra-territorial companies may obtain benefit of

non-personal
liability.

this Ordinance) may, if so applied for in the application for such license, or in the petition for such registration, contain the provision that the company is specially limited as in that section expressed; and in such case the provisions of sections 131, 132, 133, 134, and 135 of this Ordinance shall apply to such extra-territorial company.

Licensing of Extra-territorial Companies.

Companies
entitled to
license.

151. Any extra-territorial company duly incorporated under the laws of—

- (a.) The United Kingdom;
- (b.) The former Province of Canada; and
- (c.) Any of the Provinces of the Dominion;

duly authorized by its charter and regulations to carry out or effect any of the purposes or objects to which the legislative authority of the Council extends, may obtain a license from the Registrar authorizing it to carry on business within the Territory on compliance with the provisions of this Ordinance, and on payment to the Registrar in respect of the several matters mentioned in the Table B in the First Schedule hereto the several fees therein specified, and shall, subject to the provisions of the charter and regulations of the company, and to the terms of the license, thereupon have the same powers and privileges in the Territory as if incorporated under this Ordinance.

Proceedings
to obtain
such license.

152. Before the issue of a license to any such extra-territorial company, the company shall file in the office of the Registrar—

- (a.) A true copy of the charter and regulations of the company, verified in manner satisfactory to the Registrar, and showing that the company by its charter has authority to carry on business in the Territory; and if any instrument included in the aforesaid is not written in the English language, a notarially certified translation thereof:
- (b.) An affidavit or statutory declaration that the company is still in existence and legally authorized to transact business under its charter:

- (c.) A duly executed power of attorney, under its common seal, empowering some person therein named, and residing in the city or place where the head office of the company in the Territory is situate, to act as its attorney and to sue and be sued, plead or be impleaded, in any Court, and generally, on behalf of such company and within the Territory, to accept service of process and to receive all lawful notices, and to do all acts and to execute all deeds and other instruments relating to the matters within the scope of the power of attorney and of the company to give to its attorney; and such company may from time to time, by a new or other power of attorney executed and filed as aforesaid, appoint another attorney within the Territory for the purposes aforesaid to replace the attorney formerly appointed. The power of attorney may be according to a form approved of and provided by the Registrar:
- (d.) Notice of the place where the head office without the Territory is situate:
- (e.) Notice of the city, town or district in the Territory where the head office of the company is proposed to be situate:
- (f.) The amount of the capital of the company:
- (g.) The number of shares into which it is divided.

153. The license shall set forth—

Contents of
license.

- (a.) The corporate name of the company:
- (b.) The place where the head office of the company is situate:
- (c.) The place where the head office of the company in the Territory is situate:
- (d.) The name, address, and occupation of the attorney of the company:
- (e.) The amount of the capital of the company:
- (f.) The number of shares into which it is divided:
- (g.) The time of the existence of the company, if incorporated for a limited period:
- (h.) In the case of a limited company, that the company is limited:

- (i.) In the case of a mining company, to which the non-personal liability sections in Part V. of this Ordinance apply, that the liability of the members is so specially limited:

Evidence. and such certificate, together with a statement by the Registrar of the objects for which the company has been established and licensed, shall be published at the expense of the company for four weeks in the Gazette; and such license shall be conclusive evidence of compliance with all the requirements of this Ordinance.

Notice of the appointment of a new attorney, or of the company ceasing to carry on business in the Territory, shall likewise be published for the time and in manner aforesaid.

Evidence of license. 154. The license, or a copy thereof certified under the hand and seal of the Registrar, or a copy of the Gazette containing such license, shall be sufficient evidence in any proceeding in any Court in the Territory of the due licensing of the company aforesaid.

Substitutional service. 155. If the power of attorney hereinbefore prescribed becomes invalid or ineffectual from any reason, or if other service cannot readily be effected, the Court or Judge may order substitutional service of any process or proceeding upon the company to be made by such publication as is deemed requisite to be made in the premises, for at least four weeks in at least one newspaper; and such publication shall be held to be due service upon the company of such process or proceeding.

Registration of Extra-territorial Companies.

Power for extra-territorial company to register. 156. Any other extra-territorial company, duly authorized by its charter and regulations to carry out or effect any of the purposes or objects to which the legislative authority of the Council extends, may register the company as a company under this Ordinance on compliance with the provisions of this Part, and on payment to the Registrar in respect of the several matters mentioned in the Table B in the First Schedule hereto the several fees therein specified, and such company shall, subject to the provisions of the charter and regulations of the com-

pany and of this Ordinance, thereupon have the same powers and privileges in the Territory as if incorporated under the provisions of this Ordinance.

157. Any extra-territorial company desiring to become registered as a company under this Ordinance as aforesaid may petition therefor under the common seal of the company, and with such petition shall file in the office of the Registrar—

Proceedings
by such
company to
obtain
registration.

- (a.) A true copy of the charter and regulations of the company, verified in manner satisfactory to the Registrar, and showing that the company by its charter has authority to carry on business in the Territory; and if any instrument included in the aforesaid is not written in the English language, a notarially certified translation thereof:
- (b.) An affidavit or statutory declaration that the said company is still in existence and legally authorized to transact business under its charter:
- (c.) A duly executed power of attorney, under its common seal, empowering some person therein named, and residing in the city or place where the head office of the company in the Territory is situate, to act as its attorney and to sue and be sued, plead or be impleaded, in any Court, and generally, on behalf of such company and within the Territory, to accept service of process and to receive all lawful notices, to issue and transfer shares or stock, and to do all acts and to execute all deeds and other instruments relating to the matters within the scope of the power of attorney and of the company to give to its attorney; and such company may from time to time, by a new or other power of attorney executed and deposited as aforesaid, appoint another attorney within the Territory for the purposes aforesaid to replace the attorney formerly appointed. The power of attorney may be according to a form approved of and provided by the Registrar:

- (d.) Notice of the place where the head office of the company without the Territory is situate:
- (e.) Notice of the city, town, or district in the Territory where the head office of the company is proposed to be situate:
- (f.) The amount of the capital of the company; and
- (g.) The number of shares into which it is divided.

Powers of attorney by extra-territorial companies seeking registration.

158. The Registrar may accept from any extra-territorial company, proceeding to obtain registration under the provisions of section 157 of this Ordinance, a power of attorney which varies in substance from that called for by clause (c) of said section, in that it omits to empower the attorney named therein to issue and transfer shares or stock, upon its being shown to his satisfaction either that the company is not a public company, the shares or stock whereof are upon the market, or that although the company is a public company, and the shares or stock thereof are upon the market, yet that, either owing to the small quantity of the shares or stock of the company held in the Territory, and to the fact that the company does not propose to place any of the shares or stock upon the market in the Territory, or to the fact that the consent of the holders of shares or stock within the Territory has been obtained, the preponderance of convenience is in favour of exempting the company from empowering their attorney in the manner specified:

- (a.) The certificate of registration issued to the company under the provisions of section 159 shall state, after the name address and occupation of the attorney, that such attorney is not empowered to issue or transfer shares or stock:
- (b.) The company shall thereupon be relieved from compliance with section 143 of this Ordinance.

Contents of certificate.

159. The Registrar shall issue to any extra-territorial company registered under this Ordinance a certificate of registration which shall set forth—

- (a.) The corporate name of the company:

- (b.) The place where the head office of the company is situate:
- (c.) The place where the head office of the company in the Territory is situate:
- (d.) The name, address, and occupation of the attorney of the company:
- (e.) The amount of the capital of the company:
- (f.) The number of shares into which it is divided, and the amount of each share:
- (g.) The time of the existence of the company, if incorporated for a limited period:
- (h.) In the case of a limited company, that the company is limited:
- (i.) In the case of a mining company, to which the non-personal liability sections in Part V. of this Ordinance apply, that the liability of the members of the company is so specially limited:

and such certificate, together with a statement by the Registrar of the objects for which the company has been established and registered, shall be published at the expense of the company for four weeks in the Gazette; and such certificate shall be conclusive evidence of compliance with all the requirements of this Ordinance.

Publication.

Notice of the appointment of a new attorney, or of the company ceasing to carry on business in the Territory, shall likewise be published for the time and in manner aforesaid.

160. The certificate of registration, or any copy thereof certified under the hand and seal of the Registrar, or a copy of the Gazette containing such certificate of registration, shall be sufficient evidence in any proceeding in any Court in the Territory of the due registration of the company as aforesaid.

Evidence of such registration.

161. If the power of attorney hereinbefore prescribed becomes invalid or ineffectual from any reason, or if other service cannot readily be effected, the Court or Judge may order substitutional service of any process or proceeding upon the company to be made by such publication as is deemed requisite to be made in the premises,

Substitutional service on such company.

for at least four weeks in at least one newspaper; and such publication shall be held to be due service upon the company of such process or proceeding.

Provision requiring all transactions of an unregistered company to conform to the laws of the Territory.

162. No act, matter, disposition, or thing affecting the corporate rights and property of the company within the Territory, made, done, or executed by any extra-territorial company entitled to registration only under this Part of this Ordinance, although valid by the laws of the country or State under which such company is incorporated, or permissible under its original corporate powers, shall be of any force or effect, or enforceable by the company or any one on its behalf by action in any Court in the Territory, unless such act, matter, disposition, or thing be valid and permissible by the laws of the Territory.

Disabilities and Penalties.

Penalty for doing business without license.

163. If any extra-territorial company shall, without being licensed or registered pursuant to this or some former Ordinance, carry on in the Territory any part of its business, such extra-territorial company shall be liable to a penalty of fifty dollars for every day upon which it so carries on business.

Unlicensed company not capable of maintaining action.

164. So long as any extra-territorial company remains unlicensed or unregistered under this or some former Ordinance, it shall not be capable of maintaining any action, suit, or other proceeding in any Court in the Territory in respect of any contract made in whole or in part within the Territory in the course of or in connection with its business, contrary to the requirements of this Part of this Ordinance.

Proviso.

Provided, however, that upon the granting or restoration of the license or the issuance or restoration of the certificate of registration or the removal of any suspension of either the license or the certificate, any action, suit, or other proceeding may be maintained as if such license or certificate had been granted or restored or such suspension removed before the institution of any such action, suit, or other proceedings.

Cannot hold land.

165. No extra-territorial company required by this

Ordinance to be licensed or registered shall be capable of acquiring or holding lands or any interest therein in the Territory, or registering any title thereto under the "Land Titles Act," unless duly licensed or registered under this or some former Ordinance:

Provided, however, that the granting of a license or certificate of registration shall operate as a removal of any disability under this section. Proviso.

166. If any company, firm, broker, or other person acting as the agent or representative of or in any other capacity for an extra-territorial company not licensed or registered under this or some former Ordinance shall carry on any of its business contrary to the requirements of this Part of this Ordinance, such company, firm, broker, agent, or other person shall be liable to a penalty of twenty dollars for every day it, he, or they shall so carry on such business. Penalty for agent of unlicensed or unregistered company carrying on business.

167. The Commissioner may, when or after a license has been granted or a certificate issued, remit in whole or part any penalty incurred under this Ordinance by the company receiving the license or the certificate, or by any representative or agent thereof, and may also remit in whole or part the costs of any action or proceeding commenced for the recovery of any such penalty, and thereupon the whole or such part of the costs, as the case may be, shall not be recoverable. Power to remit penalties.

168. The penalties imposed by this Part of this Ordinance shall be recoverable only by action at the suit of or brought with the written consent of the Commissioner, and any action or proceeding to recover any such penalty shall be commenced within six months after the liability for such penalty has been incurred, and not afterward: Provided that in any action to recover any such penalty the onus of proving that a company is duly licensed or registered under this or some former Ordinance shall be upon the defendant. Penalties only recoverable by or with consent of Commissioner.

169. No act, matter, contract, agreement, undertaking, or proceeding of an extra-territorial company carrying on business in the Territory prior to the pass- Acts of former companies not invalidated by default of directors.

age of this Ordinance shall be attacked, nor shall the same be invalidated, nullified, or held so to be by reason only of the fact that the company, or the directors, officers, or members thereof, or any of them, may hereafter become liable to a penalty for neglect to observe any provision of this Ordinance.

Sales by
travellers or
by cor-
respondence.

169A. The taking orders by travellers for goods, wares or merchandise to be subsequently imported into the Yukon Territory to fill such orders, or the buying or the selling of such goods, wares or merchandise by correspondence, if the company has no resident agent or representative and no warehouse, office or place of business in the Yukon Territory, the onus of proving which shall in any prosecution under this Part rest on the accused, shall not be deemed to be carrying on business within the meaning of this Part.

PART VII.

PROCESS AGAINST UNREGISTERED EXTRA-TERRITORIAL COMPANIES.

Definition of
"company"
in this
Part.

170. In this Part of this Ordinance the word "company" shall be construed to mean any unlicensed and unregistered extra-territorial company which has done, entered into, or made any act, matter, contract, or disposition giving to any person or company a right of action in any Court in the Territory.

Service of
process on
unregistered
company.

171. Any writ or summons, plaint, injunction, or other legal proceeding duly issued at the instance or suit of any person by the Territorial Court of the Yukon Territory, or any Police Magistrate's Court, or officer of such Court, may be served as against the company by delivering the same at Dawson to the Clerk of the Territorial Court.

Publication
of such
process.

172. It shall be the duty of such Clerk to cause to be inserted in the four regular issues of the Gazette, consecutively, following the delivery of such process to

him, a notice of such process with a memorandum of the date of delivery, stating generally the nature of the relief sought and the time limited and the place mentioned for entering an appearance.

173. After such advertisement shall have appeared in such four issues, the delivery of such process to such Clerk as aforesaid shall be deemed, as against the defendant company, to be good and valid service of such process.

When such service valid.

174. In entering up, applying for, or obtaining a judgment by default, or for the purpose of taking any proceeding consequent or following on such service, it shall not be necessary, so far as such service is concerned, to file any affidavit, but the plaintiff shall, instead thereof, file a copy of each of the four issues of the Gazette in which the advertisement shall have appeared: Provided always that when service of process shall have been effected as hereinbefore mentioned, the plaintiff shall and he is hereby required to prove the amount of the debt or damages claimed by him in manner following, that is to say: Before a Judge of the Territorial Court or a Police Magistrate, or before the Clerk, as a Judge of the said Court, or Police Magistrate may direct; and the making of such proof shall be a condition precedent to the plaintiff obtaining judgment.

Procedure on entering up judgment against company.

175. In any action, suit, or proceeding against the company, it shall not be necessary to aver in any pleading, or to adduce any evidence, that the company was organized or incorporated under the laws of any foreign State or jurisdiction, or that the company had power under its organization or incorporation to make the contract or incur the liability in respect of which the action, suit, or proceeding against the company shall be brought.

Averment in action against company.

176. Nothing in this Part of this Ordinance contained shall be deemed to limit, abridge, or take away any legal right, recourse, or remedy against a company not therein enacted or recognized, nor to absolve or lessen any obligation, rule, or duty imposed by law on a company.

Ordinance not to affect remedies against companies.

PART VIII.

PUBLIC UTILITIES.

Applies to
public
utility
companies.

177. This Part of the Ordinance shall apply to all applications for incorporation of companies intended to operate or control any public or municipal franchise, undertaking or utility, including water, gas, electric and telephone companies, or which may require for its purposes the erection of any permanent structure in or upon any highway, stream or adjoining navigable waters, and to such companies when incorporated.

Evidence to
accompany
application.

178. With the application for incorporation the applicants shall file with the Registrar of joint-stock companies and produce to the Commissioner of the Yukon Territory:

- (a.) Evidence that the proposed capital is sufficient to carry out the objects for which the company is to be incorporated; that such capital has been subscribed or underwritten and that the applicants are likely to command public trust and confidence in the undertaking:
- (b.) A detailed description of the plant, works and intended operations of the company, and an estimate of their cost:
- (c.) A by-law of every municipality in which the operations of the company are to be carried on authorizing the execution thereof in the manner set out in the detailed description above referred to:
- (d.) If the undertaking is to be carried on in an unorganized district a letter from the Commissioner of the Yukon Territory, approving of the undertaking:
- (e.) If it is proposed that the company shall acquire any plant, works, land, undertaking, good-will, contract or other property or assets, a detailed statement of the nature and value thereof.

Reference to
engineers or

179. The Commissioner of the Yukon Territory may

refer the application and all statements, evidence and material filed thereon to engineers, architects, valuers or other experts for consideration, investigation and report regarding the public necessity for the undertaking of the company, the amount of capital required therefor, the value of any plant, works, lands, undertaking, goodwill, contract or other property or assets to be acquired by the company and any other matter which may appear to be in the public interest regarding such undertaking.

other experts
to report.

180. All Letters Patent and Supplementary Letters Patent of companies to which the provisions of this Part of this Ordinance are made applicable and of all companies heretofore incorporated for any purpose referred in section 177 shall be issued on order of the Commissioner of the Yukon Territory, and such Letters Patent or Supplementary Letters Patent may be issued in terms and conditions different from those applied for.

Letters
patent
to issue.

181. Notice of the application shall be published in such manner and shall be given to such persons or corporations as the Commissioner of the Yukon Territory may determine.

Notice of
application
to be
published.

182. Upon any application for Supplementary Letters Patent extending the powers, increasing the capital or otherwise varying any term of the Letters Patent the company shall produce such evidence and statements as are referred to in section 178 hereof and such other evidence and statements as the Commissioner of the Yukon Territory may require, and he may refer the same in the manner and for the purposes set out in section 179.

Supplement-
ary letters.

183. The company may pass by-laws regarding the control and management of its undertaking; its dealings with the public it is incorporated to serve; the fixing and collection of tolls, charges, rates or levies for the public service given by the company: Provided, however, that no such by-laws shall have any force or effect or be acted upon until approved by the Commissioner of the Yukon Territory, and published two times in a public newspaper at the place where the undertaking of the company is

Power to
pass
by-laws.

By-laws to
be approved
by Commis-
sioner and
published.

carried on or as near thereto as may be, and in the Gazette.

Annual
report to
Registrar.

184. In addition to the other returns which may be required by this or any other Ordinance, the company shall on or before the first day of March in each year make a report to the Registrar of joint-stock companies under oath of the president and secretary which shall specify:

- (a.) The cost of work, plant and undertaking of the company:
- (b.) The amount of its capital, and the amount paid thereon:
- (c.) The amount received during the year from tolls, levies, rates and charges and all other sources, stating each separately:
- (d.) The amount and rate of dividends paid:
- (e.) The amount expended for repairs; and
- (f.) A detailed description of any extension or improvement of the works or of any new works proposed to be undertaken in the current year, together with an estimate of the cost thereof.

Books open
to inspection

185. The books of account of the company shall be at all reasonable times open to the inspection and examination of any shareholder.

Commis-
sioner may
appoint
Inspector.

186. The Commissioner of the Yukon Territory, should he have any doubts as to the correctness or truth of any statements furnished by the company, may appoint a person to inspect and examine such books, and every person so appointed may take copies or extracts from the same, and may require and receive from the keeper of such books, and also from the president and each of the directors of the company, and all other officers and servants thereof, all such information as to such books and the affairs of the company generally, as the person so appointed deems necessary for the full and satisfactory investigation into and report upon the state of affairs of the company, so as to enable him to ascertain the correctness of statements furnished by the company.

187. The Commissioner of the Yukon Territory may, by Supplementary Letters Patent, extend the term of existence of any company incorporated for a limited period under this Ordinance, for such further period as by Order-in-Council made previous to the expiry of such period he may direct, and the provisions of this Ordinance, having regard to the expiration of the term of existence of a company, shall thereupon apply to such term as so extended.

Term of company's existence may be extended.

188. A company incorporated for any of the purposes to which this Part of the Ordinance applies shall respectively have full power to construct, maintain, complete and operate works and apparatus for the production, sale and distribution of gas, water, electricity or other products for the purpose of light, heat or power or of operating a system of telephones, or for such other purpose as the company may be incorporated for, as the case may be, and may construct and operate the same by any means through, under, along or over streets, highways, and public places; but subject always to such agreement in respect thereof as shall be made between the company and the municipal corporation within whose jurisdiction the same are situate, and be ratified by a by-law of the council of such municipality; and such municipality may by agreement ratified as aforesaid contract with any such company for the purchase of water, gas or electricity and for the purchase or renting of any apparatus connected with the production, sale or distribution thereof for any number of years not in the first instance exceeding ten years, and renew any such contract from time to time for such period not exceeding ten years as such council desires. In the case of streets, highways and public places not within the limits of any municipality, the right of any such gas, water, electric or telephone company to make use of such streets, highways or public places to the extent indicated in this Ordinance, shall be subject to such terms as may be imposed by the Commissioner upon application first made by such company.

Erection of works.

Municipal contract.

Exemption from taxation.

Terms when roads not within a municipality

189. Every such company may sell and dispose of gas meters and gas, water and electric fittings of every

Powers of companies.

description for the use of private and public houses or for any establishment, company or corporation whatsoever, as well as coke, coal, tar, and all and every the products of their works, refuse or residuum arising or to be obtained from the materials used or necessary for the manufacture of gas or electricity; and every company may let out to hire gas meters and gas, water and electric fittings of every kind and description at such rate and rents as may be agreed upon between the consumers and tenants and such company.

Laying
mains and
wires on
streets.

190. Any such company may break up, dig and trench and use so much and so many of the streets, squares, highways, lanes and public places of the locality for supplying which with gas, water, electricity, or other product or service or either of them the company has been incorporated as are necessary for laying the mains and pipes to conduct the gas or water or for placing the wires and connections to conduct the electricity or other product and to supply such services from the works of and by the company to and for the consumers or users thereof, doing no unnecessary damage in the premises and taking care as far as may be to preserve a free and uninterrupted passage through the said streets, squares, highways, lanes and public places while the works are in progress.

Company's
rights
regarding
mains and
pipes.

191. When any such company has laid down mains, pipes, wires or conductors for the supply of gas, water or electricity through any of the streets, squares or public places of any locality no other person or persons, bodies politic or corporate shall without the consent of such company first had and obtained nor otherwise than on payment to such company of such compensation as may be agreed upon, or in default of agreement being arrived at, settled by arbitration as hereinafter provided, lay down any pipe, wire or conductor for the supply of gas, water or electricity within six feet of such company's main pipes, wires or conductors or if it be impracticable to cut drains for such other main pipes, wires or conductors at a greater distance then as nearly six feet as the circumstances of the case will admit. This section shall apply to mains, pipes, wires or conductors crossing as

well as running or parallel with other mains, pipes, wires or conductors.

192. When there are buildings within the locality the different parts whereof belong to different proprietors or are in possession of different tenants or lessees the company may carry pipes, wires or conductors to any part of any building so situate passing over the property of one or more proprietors or in the possession of one or more tenants to convey the gas, water or electricity to the property of another or in the possession of another and such pipes, wires or conductors shall be carried up and attached to the outside of the building.

Supplying parts of buildings having different owners or tenants.

193. The company may also break up and uplift all passages common to neighbouring proprietors or tenants and dig or cut trenches therein for the purpose of laying down pipes, wires or conductors or taking up or repairing the same, doing as little damage as may be in the execution of the powers granted by this Ordinance.

Breaking up passages, etc.

194. Every company shall make satisfaction to the owners or proprietors of buildings or other property or to the public for all damages by them sustained in or by the execution of all or any of the said powers subject to which provisions this Ordinance shall be sufficient to indemnify every such company and their servants, and those by them employed for what they or any of them do in pursuance of the powers hereby granted.

Compensation.

(2.) Every person claiming compensation from the company under this section shall proceed by originating summons.

Procedure.

195. Every such company shall construct, locate and operate their gas works, water works or electric or telephone system and all apparatus and appurtenances thereto belonging or appertaining or therewith connected and wheresoever situated so as not to endanger the public health or safety.

Location of works.

196. Nothing contained in this Ordinance shall authorize any such company or any person acting under the authority of the same to take, use or injure for the

Limitation of powers of company.

purposes of the company any house or other building or any land used or set apart as a garden, orchard, yard, park, paddock, plantation, planted walk or avenue to a house, or nursery ground for trees, or to convey from the premises of any person any water already appropriated and necessary for his domestic uses without the consent in writing of the owner or owners thereof first had and obtained.

Privileges
of other
companies.

197. Nothing in this Ordinance shall authorize any company established under it to interfere with or infringe upon any exclusive privilege granted to any other company.

Individual
rights.

198. Nothing in this Ordinance contained shall prevent any person from constructing any works for the supply of gas, water, electricity or telephones to his own premises, but no person supplying electricity, water or telephone to any other premises than his own shall be subject to the provisions of this Part and shall pay the license or fee at any time imposed on any other company or person supplying similar utilities in the same city, town or district.

Exemption
from distress
and seizure.

199. Neither the service nor the connecting pipes, wires or conductors of the company, nor any meters, lustres, lamps, pipes, gas fittings, electric fittings, or any other property of any kind whatsoever of the company shall be subject to or liable for rent nor liable to be seized or attached in any way by the possessor or owner of the premises wherein the same may be nor be in any way whatsoever liable to any person for the debt of any person to and for whose use or the use of whose house or building the same may be supplied by the company notwithstanding the actual or apparent possession thereof by such person.

Nonpayment
of rates, etc.

200. If any person supplied by the company with gas, water, electricity or other product, telephone or other service neglects to pay the rent, rate or charge due to the company at any of the times fixed for the payment thereof the company or anyone acting under its authority on giving forty-eight hours' previous notice to the person

supplied may stop the supply of gas, water, electricity or other product from entering or being supplied, and may cut off such telephone or other service to the premises of and to the person in arrear as aforesaid by cutting off the service pipe or pipes, wires or conductors or by such other means as the company or its officers see fit and may recover the rent or charge due up to such time together with the expense of cutting off the gas, water, electricity or other product or service as the case may be, in any competent court notwithstanding any contract to furnish for a longer time.

201. In all cases where the company may lawfully cut off and take away the supply of gas, water, electricity or other product or service from any house, building or premises the company, their agents or their workmen upon giving forty-eight hours' previous notice to the person in charge or the occupier may enter into the house, building or premises between the hours of nine o'clock in the forenoon and five o'clock in the afternoon, making as little disturbance and inconvenience as possible and may remove and take away any pipe, meter, cock, branch, lamp, fitting, telephone or other apparatus the property of and belonging to the company and any servant duly authorized by the company may between the hours aforesaid enter any house into which gas, water, electricity or other product or service as aforesaid have been taken or supplied for the purpose of repairing and making good any such house, building or premises or for the purpose of examining any meter, pipe, apparatus or fitting belonging to the company or used for their gas, water, electricity or other product or service, and if any person refuses to permit or does not permit the servants and officers of the company to enter and perform the acts aforesaid the person so refusing or obstructing shall incur a penalty to the company, for every such offence, of \$20, and a further penalty of \$4 for every day during which such refusal or obstruction continues, to be recovered with costs as hereinafter provided.

Entry of premises by employees of company.

202. Where any customer discontinues the use of the gas, or other means of lighting or heating, or water, electricity or power or other product or service furnished or

Removal of fittings, etc., where service discontinued.

supplied by a company incorporated under this Ordinance and subject to the provisions of this Part, or the company lawfully refuses to continue any longer to supply the same, the officers and servants of the company may at all reasonable times enter the premises in or upon which such customer was supplied with gas, or other means of lighting or heating, water, electricity, power or other product or service for the purpose of removing therefrom any fittings machines, apparatus, meters, pipes, wires, conductors, telephones or other things, being the property of the company, in or upon such premises and may remove the same therefrom, doing no unnecessary damage.

Expropriation.

203. If it is found necessary or deemed proper to conduct any of the pipes, wires or conductors or to carry any of the works of the company through the lands of any person lying within or within ten miles of the locality for supplying which the company is incorporated and the consent of such person cannot be obtained for that purpose the company may take or use the land required and nominate and appoint a disinterested person and the owner or owners of the land taken or damaged may nominate and appoint another, which two persons so appointed shall nominate and appoint a third person and the said three persons shall act as arbitrators in the matter between the company and the owner or owners of the property.

Appointment of arbitrators

(2.) Nothing in this section shall authorize the company to take or use any house, land or property in contravention of section 196 of this Ordinance.

Powers and duties of arbitrators.

204. The said arbitrators shall examine all witnesses and administer all necessary oaths or declarations to them and the said arbitrators or a majority of them shall award, determine and adjudge what sum or sums of money respectively shall be paid to the owner or owners of the property so taken or damaged by the company.

Payment of award.

205. The sum or sums of money so awarded shall be paid within three months after the date of the award and in default of such payment the owner or owners may resume the possession of his property with all the rights

appertaining thereto, but the company shall be held liable to such owner for any damage it may have done to the property.

206. In the event of the company or the owner of such property failing to appoint an arbitrator after eight days' notice from one of the said parties to the other or of the said two arbitrators failing to appoint a third, a Judge of the Territorial Court may appoint a third arbitrator and the decision of the said three arbitrators or a majority of them shall be binding on all parties concerned.

Failure to
appoint
arbitrator.

206A. All companies having the privileges conferred by this Part of the Ordinance shall supply the utility controlled by them to all persons within the area covered by the privilege except in such cases where the company may lawfully refuse to supply such utility.

Company
shall supply.

207. This part of the Ordinance in so far as the same may be applicable shall apply to any company heretofore incorporated under any general or special Ordinance for any of the purposes referred to in section 177.

Applies to
companies
heretofore
incorporated.

PART IX.

WINDING-UP.

Preliminary.

208. (1.) The winding-up of a company may be either—

Modes of
winding-up.

- (a.) By the Court; or
- (b.) Voluntary; or
- (c.) Subject to the supervision of the Court.

(2.) The provisions of this Ordinance with respect to winding-up apply, unless the contrary appears, to the winding-up of a company in any of those modes.

(3.) The following sections of this Part shall apply to the winding-up of all companies or associations incorporated by or under the authority of the Council, except

those companies or associations wound up on the ground of the bankruptcy or insolvency of such company or association.

Contributories.

Liability as contributories of present and past members.

209. (1.) In the event of a company being wound up, every present and past member shall, subject to the provisions of this section, be liable to contribute to the assets of the company to an amount sufficient for payment of its debts and liabilities and the costs, charges, and expenses of the winding-up, and for the adjustment of the rights of the contributories among themselves, with the qualifications following, that is to say:—

- (a.) A past member shall not be liable to contribute if he has ceased to be a member for one year or upwards before the commencement of the winding-up:
- (b.) A past member shall not be liable to contribute in respect of any debt or liability of the company contracted after he ceased to be a member:
- (c.) A past member shall not be liable to contribute unless it appears to the Court that the existing members are unable to satisfy the contributions required to be made by them in pursuance of this Ordinance:
- (d.) In the case of a company limited by shares, no contribution shall be required from any member exceeding the amount (if any) unpaid on the shares in respect of which he is liable as a present or past member:
- (e.) In the case of a company limited by guarantee, no contribution shall be required from any member exceeding the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up:
- (f.) A sum due to any member of a company, in his character of a member, by way of dividends, profits, or otherwise, shall not be deemed to be a debt of the company, payable to that member in a case of competition

between himself and any other creditor not a member of the company; but any such sum may be taken into account for the purpose of the final adjustment of the rights of the contributories among themselves.

(2.) In the winding-up of a limited company, any director or manager, whether past or present, whose liability is, in pursuance of this Ordinance, unlimited, shall, in addition to his liability (if any) to contribute as an ordinary member, be liable to make a further contribution as if he were, at the commencement of the winding-up, a member of an unlimited company: Provided that—

- (a.) A past director or manager shall not be liable to make such further contribution if he has ceased to hold office for a year or upwards before the commencement of the winding-up:
- (b.) A past director or manager shall not be liable to make such further contribution in respect of any debt or liability of the company contracted after he ceased to hold office:
- (c.) Subject to the articles of the company, a director or manager shall not be liable to make such further contribution unless the Court deems it necessary to require that contribution in order to satisfy the debts and liabilities of the company, and the costs, charges, and expenses of the winding-up.

(3.) In the winding-up of a company limited by guarantee which has a share capital, every member of the company shall be liable, in addition to the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up, to contribute to the extent of any sums unpaid on any shares held by him.

210. The term "contributory" means every person liable to contribute to the assets of a company in the event of its being wound up, and, in all proceedings for determining and in all proceedings prior to the final determination of the persons who are to be deemed contributories, includes any person alleged to be a contributory.

Definition of contributory.

Nature of liability of contributory.

211. The liability of a contributory shall create a debt, of the nature of a specialty, accruing due from him at the time when his liability commenced, but payable at the times when calls are made for enforcing the liability.

Contributories in case of death of member.

212. (1.) If a contributory dies either before or after he has been placed on the list of contributories, his personal representatives and his heirs and devisees shall be liable in a due course of administration to contribute to the assets of the company in discharge of his liability, and shall be contributories accordingly.

(2.) Where the personal representatives are placed on the list of contributories, the heirs or devisees need not be added, but they may be added as and when the Court thinks fit.

(3.) If the personal representatives make default in paying any money ordered to be paid by them, proceedings may be taken for administering the personal and real estates of the deceased contributory, or either of them, and of compelling payment thereof of the money due.

Winding-up by Court.

Application of Part.

213. The following sections of this Part shall apply to the winding-up of all companies or associations incorporated by or under the authority of the Council, except those companies or associations wound up on the ground of the bankruptcy or insolvency of such company or association.

Circumstances in which company may be wound up by Court.

214. A company may be wound up by the Court--

- (a.) If the company has by special resolution resolved that the company be wound up by the Court:
- (b.) If default is made in filing the statutory report or in holding the statutory meeting:
- (c.) If the company does not commence its business within a year from its incorporation, or suspends its business for a whole year:
- (d.) If the number of members is reduced, in the case of a private company, below two, or in the case of any company registered prior to

this Ordinance, below three, or, in the case of any other company, below five:

- (e.) If the Court is of opinion that it is just and equitable that the company should be wound up.

215. (1.) An application to the Court for the winding-up of a company shall be by petition, presented subject to the provisions of this section either by the company, or by any contributory or contributories, or either of those parties, together or separately: Provided that—

Provisions as to applications for winding-up.

- (a.) A contributory shall not be entitled to present a petition for winding up a company unless—

(1.) Either the number of members is reduced, in the case of a private company, below two, or, in the case of any other company, below five; or

(2.) The shares in respect of which he is a contributory, or some of them, either were originally allotted to him or have been held by him and registered in his name for at least six months during the eighteen months before the commencement of the winding-up, or have devolved on him through the death of a former holder; and

- (b.) A petition for winding up a company on the ground of default in filing the statutory report or in holding the statutory meeting shall not be presented by any person except a shareholder, nor before the expiration of fourteen days after the last day on which the meeting ought to have been held.

(2.) Where a company is being wound up voluntarily or subject to supervision, a petition may be presented by the liquidator, as well as by any other person authorized in that behalf under the other provisions of this section, but the Court shall not make a winding-up order on the petition unless it is satisfied that the voluntary winding-up or winding-up subject to supervision cannot be continued with due regard to the interests of the creditors or contributories.

Effect of winding-up order.

216. An order for winding up a company shall operate in favour of all the creditors and of all the contributories of the company.

Commencement of winding-up by Court.

217. A winding-up of a company by the Court shall be deemed to commence at the time of the presentation of the petition for the winding-up.

Power to stay or restrain proceedings against company.

218. At any time after the presentation of a petition for winding-up, and before a winding-up order has been made, the company, or any contributory, may—

(a.) Where any action or proceeding against the company is pending in the Territorial Court or Court of Appeal of British Columbia, apply to the Court in which the action or proceeding is pending for a stay of proceedings therein; and

(b.) Where any other action or proceeding is pending against the company, apply to the Court having jurisdiction to wind up the company to restrain further proceedings in the action or proceeding;

and the Court to which application is so made may, as the case may be, stay or restrain the proceedings accordingly on such terms as it thinks fit.

Powers of Court on hearing petition.

219. (1.) On hearing the petition the Court may dismiss it with or without costs, or adjourn the hearing conditionally or unconditionally, or make any interim order, or any other order that it deems just, but the Court shall not refuse to make a winding-up order on the ground only that the assets of the company have been mortgaged to an amount equal to or in excess of those assets, or that the company has no assets.

(2.) Where the petition is presented on the ground of default in filing the statutory report or in holding the statutory meeting, the Court may order the costs to be paid by any persons who, in the opinion of the Court, are responsible for the default.

Actions stayed on winding-up order.

220. When a winding-up order has been made, no action or proceeding shall be proceeded with or commenced

against the company except by leave of the Court, and subject to such terms as the Court may impose.

221. On the making of a winding-up order, a copy of the order must forthwith be forwarded by the company to the Registrar, who shall make a minute thereof in his books relating to the company.

Copy of order to be forwarded to Registrar.

222. The Court may at any time after an order for winding-up, and on proof to the satisfaction of the Court that all proceedings in relation to the winding-up ought to be stayed, make an order staying the proceedings, either altogether or for a limited time, on such terms and conditions as the Court thinks fit.

Power of Court to stay winding-up.

223. The Court may, as to all matters relating to a winding-up, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence.

Court may have regard to wishes of creditors or contributories.

Liquidators.

224. (1.) For the purpose of conducting the proceedings in winding up a company and performing such duties in reference thereto as the Court may impose, the Court may appoint a liquidator or liquidators.

Appointment, remuneration, and title of liquidators.

(2.) The Court may make such an appointment provisionally at any time after the presentation of a petition and before the making of an order for winding-up:

- (a.) If a provisional liquidator is appointed before the making of a winding-up order, any fit person may be appointed:
- (b.) Such provisional liquidator shall promptly give notice of his appointment to the Registrar and give security in such amount as the Court may direct, to the satisfaction of the Clerk of the Court:
- (c.) When any person other than the provisional liquidator is afterwards appointed liquidator, he shall not be capable of acting as liquidator until he has notified his appointment to the Registrar and given security in the prescribed manner to the satisfaction of the Clerk of the Court.

(3.) If more than one liquidator is appointed by the Court, the Court shall declare whether any act by this Ordinance required or authorized to be done by the liquidator is to be done by all or any one or more of the persons appointed.

(4.) A liquidator appointed by the Court may resign or, on cause shown, be removed by the Court.

(5.) A vacancy in the office of a liquidator appointed by the Court shall be filled by the Court.

(6.) The liquidator shall receive such salary or remuneration by way of percentage or otherwise as the Court may direct; and, if more such persons than one are appointed liquidators, their remuneration shall be distributed among them in such proportions as the Court directs.

(7.) A liquidator shall be described by the style of the liquidator of the particular company in respect of which he is appointed, and not by his individual name.

(8.) The acts of a liquidator shall be valid notwithstanding any defects that may afterwards be discovered in his appointment or qualification.

Custody of
company's
property.

225. (1.) In a winding-up by the Court the liquidator shall take into his custody, or under his control, all the property and things in action to which the company is or appears to be entitled.

(2.) In a winding-up by the Court, if and so long as there is no liquidator, all the property of the company shall be deemed to be in the custody of the Court.

Powers of
liquidator.

226. (1.) The liquidator in a winding-up by the Court shall have power, with the sanction either of the Court or of the committee of inspection (if any),—

(a.) To bring or defend any action or other legal proceeding in the name and on behalf of the company:

(b.) To carry on the business of the company, so far as may be necessary for the beneficial winding-up thereof:

(c.) To employ a solicitor or other agent to take any proceedings or do any business which the liquidator is unable to take or do himself; but the sanction in this case must be obtained

before the employment, except in cases of urgency, and in those cases it must be shown that no undue delay took place in obtaining the sanction.

(2.) The liquidator in a winding-up by the Court shall have power—

- (a.) To sell the real and personal property and things in action of the company by public auction or private contract, with power to transfer the whole thereof to any person or company, or to sell the same in parcels:
- (b.) To do all acts and to execute, in the name and on behalf of the company, all deeds, receipts, and other documents, and for that purpose to use, when necessary, the company's seal:
- (c.) To prove, rank, and claim in the distribution of the estate of any contributory, for any balance against his estate, and to receive dividends in such distribution in respect of that balance, as a separate debt due from the estate of the contributory, and rateably with the other separate creditors:
- (d.) To draw, accept, make, and indorse any bill of exchange or promissory note in the name and on behalf of the company, with the same effect with respect to the liability of the company as if the bill or note had been drawn, accepted, made, or indorsed by or on behalf of the company in the course of its business:
- (e.) To raise on the security of the assets of the company any money requisite:
- (f.) To take out in his official name letters of administration to any deceased contributory, and to do in his official name any other act necessary for obtaining payment of any money due from a contributory or his estate which cannot be conveniently done in the name of the company; and in all such cases the money due shall, for the purpose of enabling the liquidator to take out the letters of administration or recover the money, be deemed to be due to the liquidator himself:

- (g.) To do all such other things as may be necessary for winding up the affairs of the company and distributing its assets.

(3.) The exercise by the liquidator of the powers conferred by this section shall be subject to the control of the Court, and any creditor or contributory may apply to the Court with respect to any exercise or proposed exercise of any of those powers.

(4.) Where a liquidator is provisionally appointed by the Court, the Court may limit and restrict his powers by the order appointing him.

Meetings of
creditors and
contribu-
tories in
winding-up.

227. (1.) When a winding-up order has been made by the Court, the liquidator shall summon separate meetings of the creditors and contributories of the company for the purpose of—

- (a.) Determining whether or not an application is to be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

(2.) The Court may make an appointment and order required to give effect to any such determination, and, if there is a difference between the determinations of the meetings of the creditors and contributories in respect of any of the matters mentioned in the foregoing provisions of this section, the Court shall decide the difference and make such order thereon as the Court may think fit.

Payments of
liquidator in
winding-up
into bank.

228. (1.) Every liquidator of a company which is being wound up by the Court shall, in such manner and at such times as the Court may direct, pay the money received by him into some chartered bank.

(2.) If any such liquidator at any time retains for more than ten days a sum exceeding two hundred and fifty dollars, or such other amount as the Court in any particular case authorizes him to retain, then, unless he explains the retention to the satisfaction of the Court, he shall pay interest on the amount so retained in excess at the lawful rate per annum, and shall be liable to disallowance of all or such part of his remuneration as the Court may think just, and to be removed from his office

by the Court, and shall pay any expenses occasioned by reason of his default.

(3.) A liquidator of a company which is being wound up by the Court shall not pay any sums received by him as liquidator into his private banking account.

229. (1.) Every liquidator of a company which is being wound up by the Court shall, at such times as may be prescribed, but not less than twice in each year during his tenure of office, send to the Clerk of the Court an account of his receipts and payments as liquidator.

Audit of liquidator's accounts in winding-up.

(2.) The account shall be in a prescribed form, shall be made in duplicate, and shall be verified by a statutory declaration in the prescribed form.

(3.) The Court shall cause the account to be audited, and for the purpose of the audit the liquidator shall furnish the auditor with such vouchers and information as he may require, and the auditor may at any time require the production of and inspect any books or accounts kept by the liquidator.

(4.) When the account has been audited, one copy thereof shall be filed with the Court, and such copy shall be open to the inspection of any creditor, or of any person interested.

(5.) The auditor shall cause the account when audited or a summary thereof to be printed, and shall send a printed copy of the account or summary by post to every creditor and contributory.

230. Every liquidator of a company which is being wound up by the Court shall keep, in manner prescribed, proper books in which he shall cause to be made entries or minutes of proceedings at meetings, and of such other matters as may be prescribed, and any creditor or contributory may, subject to the control of the Court, personally or by his agent inspect any such books.

Books to be kept by liquidator in winding-up.

231. (1.) When the liquidator of a company which is being wound up by the Court has realized all the property of the company, or so much thereof as can, in his opinion, be realized without needlessly protracting the liquidation, and has distributed a final dividend (if any) to the creditors and adjusted the rights of the contribu-

Release of liquidators.

tories among themselves, and made a final return (if any) to the contributories, or has resigned, or has been removed from his office, the Court shall, on his application, cause a report on his accounts to be prepared, and, on his complying with all the requirements of this Ordinance, shall take into consideration the report, and any objection which may be urged by any creditor, or contributory, or person interested against the release of the liquidator, and shall either grant or withhold the release accordingly.

(2.) Where the release of a liquidator is withheld, the Court may, on the application of any creditor or contributory, or person interested, make such order as it thinks just, charging the liquidator with the consequences of any act or default which he may have done or made contrary to his duty.

(3.) An order of the Court releasing the liquidator shall discharge him from all liability in respect of any act done or default made by him in the administration of the affairs of the company, or otherwise in relation to his conduct as liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact, or may be reversed on appeal to the Court of Appeal of British Columbia.

(4.) Where the liquidator has not previously resigned or been removed, his release shall operate as a removal of him from his office.

Exercise and
control of
liquidator's
powers.

232. (1.) Subject to the provisions of this Ordinance, the liquidator of a company which is being wound up by the Court shall, in the administration of the assets of the company and in the distribution thereof among its creditors, have regard to any directions that may be given by resolution of the creditors or contributories at any general meeting, or by the committee of inspection; and any directions given by the creditors or contributories at any general meeting shall, in case of conflict, be deemed to override any directions given by the committee of inspection.

(2.) The liquidator may summon general meetings of the creditors or contributories for the purpose of ascertaining their wishes, and it shall be his duty to summon meetings at such times as the creditors or contributories, by resolution, either at the meeting appointing the liqui-

dator or otherwise, may direct, or whenever requested in writing to do so by one-tenth in value of the creditors or contributories, as the case may be.

(3.) The liquidator may apply to the Court in manner prescribed for directions in relation to any particular matter arising under the winding-up.

(4.) Subject to the provisions of this Ordinance, the liquidator shall use his own discretion in the management of the estate and its distribution among the creditors.

(5.) If any person is aggrieved by any act or decision of the liquidator, that person may apply to the Court, and the Court may confirm, reverse, or modify the act or decision complained of, and make such order in the premises as it thinks just.

233. (1.) The Court shall take cognizance of the conduct of liquidators of companies which are being wound up by the Court, and, if a liquidator does not faithfully perform his duties and duly observe all the requirements imposed on him by Ordinance, rules, or otherwise with respect to the performance of his duties, or if any complaint is made to the Court by any creditor or contributory in regard thereto, the Court shall inquire into the matter, and take such action thereon as it may be deemed expedient.

Control of
Court over
liquidators.

(2.) The Court may at any time require any liquidator of a company which is being wound up by the Court to answer any inquiry in relation to any winding-up in which he is engaged, and may, if thought fit, order his examination on oath before the Clerk of the Court or any special examiner appointed by the Court concerning the winding-up.

(3.) The Court may also direct a local investigation to be made of the books and vouchers of the liquidator.

Committee of Inspection, Special Manager, Receiver.

234. (1.) A committee of inspection appointed in pursuance of this Ordinance shall consist of creditors and contributories of the company or persons holding general powers of attorney from creditors or contributories in such proportions as may be agreed on by the meetings of

Committee
of inspection
in winding-
up.

creditors and contributories, or as, in case of difference, may be determined by the Court.

(2.) The committee shall meet at such times as they from time to time appoint, and, failing such appointment, at least once a month; and the liquidator or any member of the committee may also call a meeting of the committee as and when he thinks necessary.

(3.) The committee may act by a majority of their members present at a meeting, but shall not act unless a majority of the committee are present.

(4.) Any member of the committee may resign by notice in writing signed by him and delivered to the liquidator.

(5.) If a member of the committee becomes insolvent, compounds or arranges with his creditors, or is absent from five consecutive meetings of the committee without the leave of those members who together with himself represent the creditors or contributories, as the case may be, his office shall thereupon become vacant.

(6.) Any member of the committee may be removed by an ordinary resolution at a meeting of creditors (if he represents creditors) or of contributories (if he represents contributories), of which seven days' notice has been given, stating the object of the meeting.

(7.) On a vacancy occurring in the committee the liquidator shall forthwith summon a meeting of creditors or of contributories, as the case may require, to fill the vacancy, and the meeting may, by resolution, reappoint the same or appoint another creditor or contributory to fill the vacancy.

(8.) The continuing members of the committee, if not less than two, may act notwithstanding any vacancy in the committee.

(9.) If there is no committee of inspection, any act or thing or any direction or permission by this Ordinance authorized or required to be done or given by the committee may be done or given by the Court on the application of the liquidator.

Power to
appoint
special
manager.

235. (1.) The liquidator of a company, whether provisionally or otherwise, may, if satisfied that the nature of the estate or business of the company, or the interests of the creditors or contributories generally,

require the appointment of a special manager of the estate or business of the company other than himself, apply to the Court to, and the Court may on such application, appoint a special manager thereof to act during such time as the Court may direct, with such powers, including any of the powers of a receiver or manager, as may be intrusted to him by the Court.

(2.) The special manager shall give such security and account in such manner as the Court may direct:

(3.) And shall receive such remuneration as may be fixed by the Court.

Ordinary Powers of Court.

236. (1.) As soon as may be after making a winding-up order, the Court shall settle a list of contributories, with power to rectify the register of members in all cases where rectification is required in pursuance of this Ordinance, and shall cause the assets of the company to be collected and applied in discharge of its liabilities.

Settlement of list of contributories and application of assets.

(2.) In settling the list of contributories, the Court shall distinguish between persons who are contributories in their own right and persons who are contributories as being representatives of or liable to the debts of others.

237. The Court may, at any time after making a winding-up order, require any contributory for the time being settled on the list of contributories, and any trustee, receiver, banker, agent, or officer of the company, to pay, deliver, convey, surrender, or transfer forthwith, or within such times as the Court directs, to the liquidator any money, property, or books and papers in his hands to which the company is *prima facie* entitled.

Power to require delivery of property.

238. (1.) The Court may, at any time after making a winding-up order, make an order on any contributory for the time being settled on the list of contributories to pay, in manner directed by the order, any money due from him or from the estate of the person whom he represents to the company, exclusive of any money payable by him or the estate by virtue of any call in pursuance of this Ordinance.

Power to order payment of debts by contributory.

(2.) The Court in making such an order may, in

the case of an unlimited company, allow to the contributory by way of set-off any money due to him, or to the estate which he represents, from the company on any independent dealing or contract with the company, but not any money due to him as a member of the company in respect of any dividend or profit; and may, in the case of a limited company, make to any director or manager whose liability is unlimited or to his estate the like allowance.

(3.) But in the case of any company, whether limited or unlimited, when all the creditors are paid in full, any money due on any account whatever to a contributory from the company may be allowed to him by way of set-off against any subsequent call.

Power of Court to make calls.

239. (1.) The Court may, at any time after making a winding-up order, and either before or after it has ascertained the sufficiency of the assets of the company, make calls on and order payment thereof by all or any of the contributories for the time being settled on the list of the contributories to the extent of their liability, for payment of any money which the Court considers necessary to satisfy the debts and liabilities of the company, and the costs, charges, and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

(2.) In making a call the Court may take into consideration the probability that some of the contributories may partly or wholly fail to pay the call.

Power to order payment into bank.

240. (1.) The Court may order any contributory, purchaser, or other person from whom money is due to the company to pay the same into some chartered bank to the account of the liquidator instead of to the liquidator, and any such order may be enforced in the same manner as if it had directed payment to the liquidator.

(2.) All moneys and securities paid or delivered into any bank or any branch thereof in the event of a winding-up by the Court shall be subject in all respects to the orders of the Court.

Order on contributory conclusive evidence.

241. (1.) An order made by the Court on a contributory shall (subject to any right of appeal) be con-

clusive evidence that the money (if any) thereby appearing to be due or ordered to be paid is due.

(2) All other pertinent matters stated in the order shall be taken to be truly stated as against all persons, and in all proceedings, except proceedings against the real estate of a deceased contributory, in which case the order shall be only *prima facie* evidence for the purpose of charging his real estate, unless his heirs or devisees were on the list of contributories at the time of the order being made.

242. The Court may fix a time or times within which creditors are to prove their debts or claims, or to be excluded from the benefit of any distribution made before those debts are proved.

Power to exclude creditors not proving in time.

243. The Court shall adjust the rights of the contributories among themselves, and distribute any surplus among the persons entitled thereto.

Adjustment of rights of contributories.

244. The Court may, in the event of the assets being insufficient to satisfy the liabilities, make an order as to the payment out of the assets of the costs, charges, and expenses incurred in the winding-up in such order of priority as the Court thinks just.

Power to order costs.

245. (1.) When the affairs of a company have been completely wound up, the Court shall make an order that the company be dissolved from the date of the order, and the company shall be dissolved accordingly.

Dissolution of company.

(2.) The order shall be reported by the liquidator to the Registrar, who shall make in his books a minute of the dissolution of the company.

(3.) If the liquidator makes default in complying with the requirements of this section, he shall be liable to a fine not exceeding twenty-five dollars for every day during which he is in default.

246. General rules may be made for enabling or requiring all or any of the powers and duties conferred and imposed on the Court by this Ordinance, in respect of the matters following, to be exercised or performed by the liquidator as an officer of the Court and subject to

Delegation to liquidator of certain powers of Court.

the control of the Court; that is to say, the powers and duties of the Court in respect of—

- (a.) Holding and conducting meetings to ascertain the wishes of creditors and contributories:
- (b.) Settling lists of contributories and rectifying the register of members where required, and collecting and applying the assets:
- (c.) Requiring delivery of property or documents to the liquidator:
- (d.) Making calls:
- (e.) Fixing a time within which debts and claims must be proved:

Provided that the liquidator shall not, without the special leave of the Court, rectify the register of members, and shall not make any call without either the special leave of the Court or the sanction of the committee of inspection.

Extraordinary Powers of Court.

Power to
summon
persons
suspected of
having
property of
company.

247. (1.) The Court may, after it has made a winding-up order, summon before it any officer of the company or person known or suspected to have in his possession any property of the company or supposed to be indebted to the company, or any person whom the Court deems capable of giving information concerning the trade, dealings, affairs, or property of the company.

(2.) The Court may examine him on oath concerning the same, either by word of mouth or on written interrogatories, and may reduce his answers to writing and require him to sign them.

(3.) The Court may require him to produce any books and papers in his custody or power relating to the company; but, where he claims any lien on books or papers produced by him, the production shall be without prejudice to that lien, and the Court shall have jurisdiction in the winding-up to determine all questions relating to that lien.

(4.) If any person so summoned, after being tendered a reasonable sum for his expenses, refuses to come before the Court at the time appointed, not having a lawful impediment (made known to the Court at the

time of its sitting, and allowed by it), the Court may cause him to be apprehended and brought before the Court for examination.

248. (1.) When an order has been made for winding up a company by the Court, and the liquidator has made report under this Ordinance stating that in his opinion a fraud has been committed by any person in the promotion or formation of the company, or by any director or other officer of the company in relation to the company since its formation, the Court may, after consideration of the report, direct that any person who has taken any part in the promotion or formation of the company, or has been a director or officer of the company, shall attend before the Court on a day appointed by the Court for that purpose and be publicly examined as to the promotion or formation or the conduct of the business of the company, or as to his conduct and dealings as director or officer thereof.

Power to
order public
examination
of promoters,
directors,
etc.

(2.) The liquidator and any creditor or contributory may take part in the examination, either personally or by solicitor or counsel.

(3.) The Court may put such questions to the person examined as the Court thinks fit.

(4.) The person examined shall be examined on oath, and shall answer all such questions as the Court may put or allow to be put to him.

(5.) A person ordered to be examined under this section shall at his own cost, before his examination, be furnished with a copy of the liquidator's report, and may at his own cost employ a solicitor with or without counsel, who shall be at liberty to examine him for the purpose of enabling him to explain or qualify any answers given by him: Provided that if he is, in the opinion of the Court, exculpated from any charges made or suggested against him, the Court may allow him such costs as in its discretion it may think fit.

(6.) Notes of the examination shall be taken down either in shorthand or in writing, and if in writing shall be read over to or by, and signed by, the person examined, and may thereafter be used in evidence against him, and shall be open to the inspection of any creditor or contributory at all reasonable times.

(7.) The Court may, if it thinks fit, adjourn the examination from time to time.

(8.) An examination under this section may, if the Court so directs, and subject to general rules, be held before any officer of the Court being a Clerk or Deputy Clerk of the Court named for the purpose, and the powers of the Court under this section as to the conduct of the examination, but not as to costs, may be exercised by the person before whom the examination is held.

Power to
arrest
absconding
contributory.

249. The Court, at any time either before or after making a winding-up order, on proof of probable cause for believing that a contributory is about to quit the Territory, or otherwise to abscond or to remove or conceal any of his property for the purpose of evading payment of calls or of avoiding examination respecting the affairs of the company, may cause the contributory to be arrested, and his books and papers and movable personal property to be seized, and him and them to be safely kept until such time as the Court may order.

Powers of
Court
cumulative.

250. Any powers by this Ordinance conferred on the Court shall be in addition to and not in restriction of any existing powers of instituting proceedings against any contributory or debtor of the company, or the estate of any contributory or debtor, for the recovery of any call or other sums.

Enforcement of and Appeal from Orders.

Power to
enforce
orders.

251. Orders made by the Court under this Ordinance may be enforced in the same manner as orders made in any action pending therein.

Appeals from
order.

252. Subject to Rules of Court, an appeal from any order or decision made or given in the winding-up of a company by the Court under this Ordinance shall lie in the same manner and subject to the same conditions as an appeal from any order or decision of the Court in cases within its ordinary jurisdiction.

Voluntary Winding-up.

Circum-
stances in
which com-

253. A company may be wound up voluntarily—

(1.) When the period (if any) fixed for the dura-

tion of the company by the Ordinance, charter, or instrument of incorporation has expired; or when the event (if any) has occurred, upon the occurrence of which it is provided by the Ordinance or charter or instrument of incorporation that the company is to be dissolved, and the company in general meeting has passed a resolution requiring the company to be wound up:

- (2.) If the company resolves by special resolution that the company be wound up voluntarily:
- (3.) If the company, although it may be solvent as respects creditors, resolves by extraordinary resolution to the effect that it cannot by reason of its liabilities continue its business, and that it is advisable to wind up.

pany may be wound up voluntarily.

254. A voluntary winding-up shall be deemed to commence at the time of the passing of the resolution authorizing the winding-up.

Commencement of voluntary winding-up.

255. When a company is wound up voluntarily, the company shall, from the commencement of the winding-up, cease to carry on its business, except so far as may be required for the beneficial winding-up thereof:

Effect of voluntary winding-up on status of company.

Provided that the corporate state and corporate powers of the company shall, notwithstanding anything to the contrary in its articles, continue until it is dissolved.

256. When a company has resolved by special or extraordinary resolution to wind up voluntarily, it shall give notice of the resolution by advertisement in the Gazette.

Notice of resolution to wind up voluntarily.

257. The following consequences shall ensue on the voluntary winding-up of the company:—

Consequences of voluntary winding-up.

- (a.) The property of the company shall be applied in satisfaction of its liabilities *pari passu*, and, subject thereto, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the company:

- (b.) The company in general meeting shall ap-

point one or more liquidators for the purpose of winding up the affairs and distributing the assets of the company, and may fix the remuneration to be paid to him or them :

- (c.) On the appointment of a liquidator all the power of the directors shall cease, except so far as the company in general meeting, or the liquidator, sanctions the continuance thereof :
- (d.) The liquidator may, without the sanction of the Court, exercise all powers by this Ordinance given to the liquidator in a winding-up by the Court :
- (e.) The liquidator may exercise the powers of the Court under this Ordinance of settling a list of contributories, and of making calls, and shall pay the debts of the company, and adjust the rights of the contributories among themselves :
- (f.) The list of contributories shall be *prima facie* evidence of the liability of the persons named therein to be contributories :
- (g.) When several liquidators are appointed, every power hereby given may be exercised by such one or more of them as may be determined at the time of their appointment, or in default of such determination by any number not less than two :
- (h.) If from any cause whatever there is no liquidator acting, the Court may, on the application of a contributory, appoint a liquidator :
- (i.) The Court may, on cause shown, remove a liquidator, and appoint another liquidator.

Notice by liquidator of his appointment.

258. (1.) The liquidator in a voluntary winding-up shall, within twenty-one days after his appointment, file with the Registrar a notice of his appointment in the form prescribed.

(2.) If the liquidator fails to comply with the requirements of this section, he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

259. (1.) Every liquidator appointed by a company in a voluntary winding-up shall, within seven days from his appointment, send notice by post to all persons who appear to him to be creditors of the company that a meeting of the creditors of the company will be held on a date, not being less than fourteen nor more than twenty-one days after his appointment, and at a place and hour, to be specified in the notice, and shall also advertise notice of the meeting once in the Gazette and once at least in one local newspaper circulating in the district where the registered office or principal place of business of the company was situate.

Rights of
creditors in
a voluntary
winding-up.

(2.) At the meeting to be held in pursuance of the foregoing provisions of this section the creditors shall determine whether an application shall be made to the Court for the appointment of any person as liquidator in the place of or jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection, and, if the creditors so resolve, an application may be made accordingly to the Court at any time, not later than fourteen days after the date of the meeting, by any creditor appointed for the purpose of the meeting.

(3.) On any such application the Court may make an order either for the removal of the liquidator appointed by the company and for the appointment of some other person as liquidator or for the appointment of some other person to act as liquidator jointly with the liquidator appointed by the company, or for the appointment of a committee of inspection either together with or without any such appointment of a liquidator, or such other order as, having regard to the interests of the creditors and contributories of the company, may seem just.

(4.) No appeal shall lie from any order of the Court upon an application under this section.

(5.) The Court shall make such order as to the costs of the application as it may think fit, and if it is of opinion that, having regard to the interests of the creditors in the liquidation, there were reasonable grounds for the application, may order the costs of the application to be paid out of the assets of the company, notwithstanding that the application is dismissed or otherwise disposed of adversely to the applicant.

Power to fill
vacancy in
office of
liquidator.

260. (1.) If a vacancy occurs by death, resignation, or otherwise in the office of liquidator appointed by the company in a voluntary winding-up, the company in general meeting may, subject to any arrangement with its creditors, fill the vacancy.

(2.) For that purpose a general meeting may be convened by any contributory or, if there were more liquidators than one, by the continuing liquidators.

(3.) The meeting shall be held in manner prescribed by the articles, or in such manner as may, on application by any contributory or by the continuing liquidators, be determined by the Court.

Delegation
of authority
to appoint
liquidators.

261. (1.) A company about to be, or in course of being, wound up voluntarily may, by extraordinary resolution, delegate to its creditors, or to any committee of them, the power of appointing liquidators or any of them, and of supplying vacancies among the liquidators, or enter into any arrangement with respect to the powers to be exercised by the liquidators, and the manner in which they are to be exercised.

(2.) Any act done by creditors in pursuance of any such delegated power shall have the same effect as if it had been done by the company.

Arrangement
when bind-
ing on
creditors.

262. (1.) Any arrangement entered into between a company about to be, or in the course of being, wound up voluntarily and its creditors shall, subject to any right of appeal under this section, be binding on the company if sanctioned by any extraordinary resolution, and on the creditors if acceded to by three-fourths in number and value of the creditors.

(2.) Any creditor or contributory may, within three weeks from the completion of the arrangement, appeal to the Court against it, and the Court may thereupon, as it thinks just, amend, vary, or confirm the arrangement.

Power of
liquidator
to accept
shares, etc.,
as considera-
tion for
sale of
property of
company.

263. (1.) Where a company is proposed to be, or is in course of being, wound up altogether voluntarily, and the whole or part of its business or property is proposed to be transferred or sold to another company (in this section called "the transferee company"), the liquidator of the first-mentioned company (in this section called

“the transferor company”) may, with the sanction of a special resolution of that company, conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, receive, in compensation or part compensation for the transfer or sale, shares, policies, or other like interests in the transferee company, for distribution among the members of the transferor company, or may enter into any other arrangement whereby the members of the transferor company may, in lieu of receiving cash, shares, policies, or other like interests, or in addition thereto, participate in the profits of or receive any other benefit from the transferee company.

(2.) Any sale or arrangement in pursuance of this section shall be binding on the members of the transferor company.

(3.) If any member of the transferor company who did not vote in favour of the special resolution at either of the meetings held for passing and confirming the same expresses his dissent therefrom in writing addressed to the liquidator, and left at the registered office of the company within seven days after the confirmation of the resolution, he may require the liquidator either to abstain from carrying the resolution into effect, or to purchase his interest at a price to be determined by agreement or by arbitration in manner provided by this section.

(4.) If the liquidator elects to purchase the member's interest, the purchase money must be paid before the company is dissolved, and be raised by the liquidator in such manner as may be determined by special resolution.

(5.) A special resolution shall not be invalid for the purposes of this section by reason that it is passed before or concurrently with a resolution for winding up the company, or for appointing liquidators; but, if an order is made within a year for winding up the company by or subject to the supervision of the Court, the special resolution shall not be valid unless sanctioned by the Court.

(6.) For the purpose of an arbitration under this section the provisions of “The Arbitration Ordinance” with respect to the settlement of disputes by arbitration shall be incorporated with this Ordinance.

Power to
apply to
Court.

264. (1.) Where a company is being wound up voluntarily, the liquidator or any contributory or creditor may apply to the Court to determine any question arising in the winding-up, or to exercise, as respects the enforcing of calls, or any other matter, all or any of the powers which the Court might exercise if the company were being wound up by the Court.

(2.) The Court, if satisfied that the determination of the question or the required exercise of power will be just and beneficial, may accede wholly or partially to the application on such terms and conditions as the Court thinks fit, or may make such other order on the application as the Court thinks just.

Power of
liquidator
to call
general
meeting.

265. (1.) Where a company is being wound up voluntarily, the liquidator may summon general meetings of the company for the purpose of obtaining the sanction of the company by special or extraordinary resolution, or for any other purposes he may think fit.

(2.) In the event of the winding-up continuing for more than one year, the liquidator shall summon a general meeting of the company at the end of the first year from the commencement of the winding-up, and of each succeeding year, or as soon thereafter as may be convenient, and shall lay before the meeting an account of his acts and dealings and of the conduct of the winding-up during the preceding year.

Final meet-
ing and
dissolution.

266. (1.) In the case of every voluntary winding-up, as soon as the affairs of the company are fully wound up, the liquidator shall make up an account of the winding-up, showing how the winding-up has been conducted and the property of the company has been disposed of; and thereupon shall call a general meeting of the company for the purpose of laying before it the account, and giving any explanation thereof.

(2.) The meeting shall be called by advertisement in the Gazette, specifying the time, place, and object thereof, and published continuously for one month at least before the meeting.

(3.) Within one week after the meeting, the liquidator shall make a return to the Registrar of the holding of the meeting and of its date, and in default of so doing

shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

(4.) The Registrar on receiving the return shall forthwith register it, and on the expiration of three months from the registration of the return the company shall be deemed to be dissolved:

Provided that the Court may, on the application of the liquidator or of any other person who appears to the Court to be interested, make an order deferring the date at which the dissolution of the company is to take effect for such time as the Court thinks fit.

(5.) It shall be the duty of the person on whose application an order of the Court under this section is made, within seven days after the making of the order, to file with the Registrar an office copy of the order, and if that person fails so to do he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

267. All costs, charges, and expenses properly incurred in the voluntary winding-up of a company, including the remuneration of the liquidator, shall be payable out of the assets of the company in priority to all other claims.

Costs of voluntary liquidation.

268. The voluntary winding-up of a company shall not bar the right of any creditor or contributory to have it wound up by the Court, if the Court is of opinion that the rights of the creditors or that the rights of the contributories will be prejudiced by a voluntary winding-up.

Saving for rights of creditors and contributories.

269. Where a company is being wound up voluntarily, and an order is made for winding-up by the Court, the Court may, if it thinks fit, by the same or any subsequent order, provide for the adoption of all or any of the proceedings in the voluntary winding-up.

Power of Court to adopt proceedings of voluntary winding-up.

Winding-up subject to Supervision of Court.

270. When a company has by special or extraordinary resolution resolved to wind up voluntarily, the Court may make an order that the voluntary winding-up shall continue, but subject to such supervision of the

Power to order winding-up subject to supervision.

Court, and with such liberty for creditors, contributories, or others to apply to the Court, and generally on such terms and conditions as the Court thinks just.

Effect of petition for winding-up subject to supervision.

271. A petition for the continuance of a voluntary winding-up subject to the supervision of the Court shall, for the purpose of giving jurisdiction to the Court over actions, be deemed to be a petition for winding-up by the Court.

Court may have regard to wishes of creditors and contributories.

272. The Court may, in deciding between a winding-up by the Court and a winding-up subject to supervision, in the appointment of liquidators, and in all other matters relating to the winding-up subject to supervision, have regard to the wishes of the creditors or contributories as proved to it by any sufficient evidence.

Power for Court to appoint or remove liquidators.

273. (1.) Where an order is made for a winding-up subject to supervision, the Court may, by the same or any subsequent order, appoint any additional liquidator.

(2.) A liquidator appointed by the Court under this section shall have the same powers, be subject to the same obligations, and in all respects stand in the same position as if he had been appointed by the company.

(3.) The Court may remove any liquidator so appointed by the Court or any liquidator continued under the supervision order and fill any vacancy occasioned by the removal, or by death or resignation.

Effect of supervision order.

274. (1.) Where an order is made for a winding-up subject to supervision, the liquidator may, subject to any restrictions imposed by the Court, exercise all his powers, without the sanction or intervention of the Court, in the same manner as if the company were being wound up altogether voluntarily.

(2.) An order for a winding-up subject to supervision shall for all purposes, including the staying of actions and other proceedings, the making and enforcement of calls, and the exercise of all other powers, be deemed to be an order for winding-up by the Court.

Supplemental Provisions.

Avoidance of transfers, etc., after commencement.

275. (1.) In the case of voluntary winding-up, every transfer of shares, except transfers made to or

within the sanction of the liquidator, and every alteration in the status of the members of the company made after the commencement of the winding-up, shall be void. ment of winding-up.

(2.) In the case of a winding-up by or subject to the supervision of the Court, every disposition of the property (including things in action) of the company, and every transfer of shares or alteration in the status of its members, made after the commencement of the winding-up, shall, unless the Court otherwise orders, be void.

276. In every winding-up under this Ordinance, all debts payable on a contingency, and all claims against the company, present or future, certain or contingent, ascertained or sounding only in damages, shall be admissible to proof against the company, a just estimate being made, so far as possible, of the value of such debts or claims as may be subject to any contingency or sound only in damages, or for some other reason do not bear a certain value. Debts of all description to be proved.

277. (1.) In a winding-up there shall be paid in priority to all other debts— Preferential payments.

(a.) All assessed taxes, rates, real-property tax, personal-property tax, wild-land tax, coal-land tax, timber-land tax, or income tax assessed on the company up to the first day of January next before that date, and not exceeding in the whole one year's assessment; and

(b.) All wages or salary of any clerk or servant in respect of services rendered to the company during three months before the said date, not exceeding two hundred and fifty dollars; and

(c.) All wages of any workman or labourer, whether payable for time or for piece work, in respect of services rendered to the company during three months before the said date; and

(d.) Unless the company is being wound up voluntarily merely for the purposes of reconstruction or of amalgamation with another company, all amounts (not exceeding in any

individual case five hundred dollars) due in respect of compensation under the "Workmen's Compensation Ordinance."

(2.) The foregoing debts shall—

(a.) Rank equally among themselves and be paid in full, unless the assets are insufficient to meet them, in which case they shall abate in equal proportions; and

(b.) In so far as the assets of the company available for payment of general creditors are insufficient to meet them have priority over the claims of holders of debentures under any floating charge created by the company, and be paid accordingly out of any property comprised in or subject to that charge.

(3.) Subject to retention of such sums as may be necessary for the costs and expenses of the winding-up, the foregoing debts shall be discharged forthwith so far as the assets are sufficient to meet them.

(4.) In the event of the landlord or other person distraining or having distrained on any goods or effects of the company within one month next before the date of a winding-up order, the debts to which priority is given by this section shall be a first charge on the goods or effects so distrained on, or the proceeds of the sale thereof:

Provided that in respect of any money paid under any such charge the landlord or other person shall have the same rights of priority as the person to whom the payment is made.

(5.) The date hereinbefore in this section referred to is—

(a.) In the case of a company ordered to be wound up compulsorily which had not previously commenced to be wound up voluntarily, the date of the winding-up order; and

(b.) In any other case, the date of the commencement of the winding-up.

Fraudulent preference.

278. Any conveyance, mortgage, delivery of goods, payment, execution, or other act relating to property which would, if made or done by or against an individual, be deemed a fraudulent preference shall, if made or done

by or against a company, be deemed, in the event of its being wound up, a fraudulent preference of its creditors and be invalid accordingly.

279. Where any company is being wound up by or subject to the supervision of the Court, any attachment, sequestration, distress, or execution put in force against the estate or effects of the company after the commencement of the winding-up shall be void to all intents.

Avoidance of certain attachments, executions, etc.

280. (1.) The liquidator may, with the sanction following, that is to say:—

General scheme of liquidation may be sanctioned.

- (a.) In the case of a winding-up by the Court with the sanction either of the Court or of the committee of inspection:
- (b.) In the case of a voluntary winding-up with the sanction of an extraordinary resolution of the company,—

do the following things or any of them:—

- (c.) Pay any classes of creditors in full:
- (d.) Make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages against the company, or whereby the company may be rendered liable:
- (e.) Compromise all calls and liabilities to calls, debts, and liabilities capable of resulting in debts, and all claims, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the company and a contributory, or alleged contributory, or other debtor or person apprehending liability to the company, and all questions in any way relating to or affecting the assets or the winding-up of the company, on such terms as may be agreed, and take any security for the discharge of any such call, debt, liability, or claim, and give a complete discharge in respect thereof.

(2.) In the case of a winding-up by the Court, the

exercise by the liquidator of the powers of this section shall be subject to the control of the Court, and any creditor or contributory may apply to the Court with respect to any exercise or proposed exercise of any of those powers.

Power of Court to assess damages against delinquent directors, etc.

281. (1.) Where in the course of winding up a company it appears that any person who has taken part in the formation or promotion of the company, or any past or present director, manager, or liquidator, or any officer of the company, has misapplied or retained or become liable or accountable for any money or property of the company, or been guilty of any misfeasance or breach of trust in relation to the company, the Court may, on the application of the liquidator, or of any creditor or contributory, examine into the conduct of the promoter, director, manager, liquidator, or officer, and compel him to repay or restore the money or property or any part thereof, respectively, with interest at such rate as the Court thinks just, or to contribute such sum to the assets of the company by way of compensation in respect of the misapplication, retainer, misfeasance, or breach of trust as the Court thinks just.

(2.) This section shall apply notwithstanding that the offence is one for which the offender may be criminally responsible.

(3.) Where an order for payment of money is made under this section, the order shall be deemed to be a final judgment.

Prosecution of delinquent directors, etc.

282. (1.) If it appears to the Court in the course of a winding-up by or subject to the supervision of the Court that any past or present director, manager, officer, or member of the company has been guilty of an offence in relation to the company for which he is criminally responsible, the Court may, on the application of any person interested in the winding-up, or of its own motion, direct the liquidator to prosecute for the offence, and may order the costs and expenses to be paid out of the assets of the company.

(2.) If it appears to the liquidator in the course of a voluntary winding-up that any past or present director, manager, officer, or member of the company has been

guilty of any offence in relation to the company for which he is criminally responsible, the liquidator, with the previous sanction of the Court, may prosecute the offender, and all expenses properly incurred by him in the prosecution shall be payable out of the assets of the company in priority to all other liabilities.

283. (1.) Where by this Ordinance the Court is authorized, in relation to winding-up, to have regard to the wishes of creditors or contributories, as proved to it by any sufficient evidence, the Court may, if it thinks fit, for the purpose of ascertaining those wishes, direct meetings of the creditors or contributories to be called, held, and conducted in such manner as the Court directs, and may appoint a person to act as chairman of any such meeting, and to report the result thereof to the Court.

Meetings to ascertain wishes of creditors or contributories.

(2.) In the case of creditors, regard shall be had to the value of each creditor's debt.

(3.) In the case of contributories, regard shall be had to the number of votes conferred on each contributory by the articles.

284. Where any company is being wound up, all books and papers of the company and of the liquidators shall, as between the contributories of the company, be *prima facie* evidence of the truth of all matters purporting to be therein recorded.

Books of company to be evidence.

285. After an order for a winding-up by or subject to the supervision of the Court, the Court may make such order for inspection by creditors and contributories of the company of its books and papers as the Court thinks just, and any books and papers in the possession of the company may be inspected by creditors or contributories accordingly, but not further or otherwise.

Inspection of books.

286. (1.) When a company has been wound up and is about to be dissolved, the books and papers of the company and of the liquidators may be disposed of as follows, that is to say:—

Disposal of books and papers of company.

(a.) In the case of winding-up by or subject to the supervision of the Court, in such way as the Court directs:

(b.) In the case of a voluntary winding-up, in such way as the company by extraordinary resolution directs.

(2.) After two years from the dissolution of the company no responsibility shall rest on the company or the liquidators or any person to whom the custody of the books and papers has been committed, by reason of the same not being forthcoming to any person claiming to be interested therein.

Power of Court to declare dissolution of company void.

287. (1.) Where a company has been dissolved, the Court may at any time within one year of the date of the dissolution, on an application being made for the purpose by the liquidator of the company or by any other person who appears to the Court to be interested, make an order, upon such terms as the Court thinks fit, declaring the dissolution to have been void, and thereupon such proceedings may be taken as might have been taken if the company had not been dissolved.

(2.) It shall be the duty of the person on whose application the order was made, within seven days after the making of the order, to file with the Registrar a copy of the order, certified by the Clerk of the Court; and if that person fails so to do he shall be liable to a fine not exceeding twenty-five dollars for every day during which the default continues.

Information as to pending liquidations.

288. (1.) If the winding-up is not concluded within one year after its commencement, the liquidator shall, at such intervals as may be prescribed, until the winding-up is concluded, send to the Registrar a statement in the prescribed form and containing the prescribed particulars with respect to the proceedings in and position of the liquidation.

(2.) Any person stating himself in writing to be a creditor or contributory of the company shall be entitled, by himself or by his agent, at all reasonable times, on payment of the prescribed fee, to inspect the statement, and to receive a copy thereof or extract therefrom; but any person untruthfully so stating himself to be a creditor or contributory shall be guilty of a contempt of Court, and shall be punishable accordingly on the application of the liquidator.

(3.) If a liquidator fails to comply with the requirements of this section, he shall be liable to a fine not exceeding one hundred dollars for each day during which the default continues.

(4.) If it appears from any such statement or otherwise that a liquidator has in his hands or under his control any money representing unclaimed or undistributed assets of the company which have remained unclaimed or undistributed for six months after the date of their receipt, the liquidator shall forthwith pay the same into the Territorial Treasury with a copy of the statement referred to in subsection (1), and shall be entitled to the prescribed certificate of receipt for the money so paid, and that certificate shall be an effectual discharge to him in respect thereof.

(5.) Any person claiming to be entitled to any money paid into the Territorial Treasury in pursuance of this section may apply to the Commissioner for payment of the same, and the said Commissioner may, on a certificate by the liquidator that the person claiming is entitled, make an order for the payment to that person of the sum due.

(6.) Any person dissatisfied with the decision of the said Commissioner in respect of any claim made in pursuance of this section may appeal to the Court.

289. In all proceedings under this Part of this Ordinance, all Courts, Judges, and persons judicially acting, and all officers, judicial or ministerial, of any Court, or employed in enforcing the process of any Court, shall take judicial notice of the signature of any officer of the Court appended to or impressed on any document made, issued, or signed under the provisions of this Part of this Ordinance, or any official copy thereof.

Judicial
notice of
signature of
officers.

290. (1.) The Clerk of the Territorial Court shall be a Commissioner for the purpose of taking evidence under this Ordinance, and the Court may refer the whole or any part of the examination of any witnesses under this Ordinance to any person hereby appointed Commissioner, who is hereby required to act as such Commissioner.

Special
commission
for receiving
evidence.

(2.) Every Commissioner shall, in addition to any

other powers which he might lawfully exercise, have in the matter so referred to him all the same powers of summoning and examining witnesses, of requiring the production or delivery of documents, of punishing defaults by witnesses, and of allowing costs and expenses to witnesses as the Court which made the winding-up order.

(3.) The examination so taken shall be returned or reported to the Court which made the order in such manner as that Court directs.

Affidavits,
etc.

291. (1.) Any affidavit required to be sworn under the provisions or for the purposes of this Part of this Ordinance may be sworn before any person lawfully authorized to take and receive affidavits pursuant to "The Evidence Ordinance."

(2.) All Courts, Judges, Justices, Commissioners, and persons acting judicially shall take judicial notice of the seal or stamp or signature, as the case may be, of any such person attached, appended, or subscribed to any such affidavit or to any other document to be used for the purposes of this Part of this Ordinance.

Returns by
officers in
winding-up.

292. The officers of the Courts acting in the winding-up of companies shall make to the Registrar, at Dawson, such returns of the business of their respective Courts and offices, at such times and in such manner and form as may be prescribed, and from those returns the Registrar shall cause books to be prepared which shall be open for public information and searches.

Proceedings
of Registrar.

293. (1.) All documents purporting to be orders or certificates made or issued by the Registrar for the purposes of this Ordinance, and to be sealed with his seal of office, shall be received in evidence and deemed to be such orders or certificates without further proof, unless the contrary is shown.

(2.) A certificate purporting to be signed by the Territorial Secretary that any order made, certificate issued, or act done is the order, certificate, or act of the Commissioner shall be conclusive evidence of the fact so certified.

Rules and Fees.

294. (1.) The Commissioner may make general rules for carrying into effect the objects of this Part of this Ordinance. Rules and fees for winding-up.

(2.) All general rules made under this section shall be laid before the Yukon Council within three weeks after they are made, if the Council is then sitting, and, if it is not sitting, within one week after the beginning of the next session of the Council, and shall be judicially noticed, and shall have effect as if enacted by this Ordinance.

(3.) There shall be paid in respect of proceedings under this Ordinance in relation to the winding-up of companies such fees as the Commissioner may direct, and the Commissioner may further direct by whom and in what manner the same are to be collected and accounted for, and to what account they are to be paid.

Removal of Defunct Companies from Register.

295. (1.) Where a company incorporated under any public Ordinance in this Territory, or a registered extra-territorial company, has failed for any period of two years after such incorporation or registration to send or file any return notice or document required to be made or filed or sent to the Registrar pursuant to this Ordinance or any former public Ordinance, or the Registrar has reasonable cause to believe that such company or an extra-territorial licensed company is not carrying on business or in operation, he shall send to the company by post a registered letter inquiring whether such company is carrying on business or in operation and notifying it of its default (if any); and Registrar may strike defunct company off register.

(2.) If within two months no reply to such letter is received by the Registrar, or such company fails to fulfill the lawful requirements of the Registrar or notifies the Registrar that it is not carrying on business or in operation, he may, at the expiration of another fourteen days, publish in the Gazette and send to such company a notice that at the expiration of two months from the date of that notice the name of such company mentioned therein will, unless cause is shown to the contrary, be

struck off the register, and the company, if one incorporated as aforesaid, will be dissolved.

(3.) At the expiration of the time mentioned in such last-mentioned notice, the Registrar shall, unless cause to the contrary is previously shown by such company, strike the name of such company off the register, and shall publish notice thereof in the Gazette for one month, and on such last-mentioned publication the company, being an incorporated company as aforesaid, shall be dissolved; or, being an extra-territorial company, shall be deemed to have ceased to do business in the Territory, under its license or certificate of registration: Provided that the liability (if any) of every director, managing officer, and member of any such company shall continue and may be enforced as if the name of said company had not been struck off the register.

(4.) If any such company or a member or creditor thereof feels aggrieved by the name of such company having been struck off the register in pursuance of this section, the company or member or creditor may, before the completion of the last-mentioned publication, apply to the Court; and the Court, if satisfied that the company was at the time of the striking-off carrying on business or in operation and that it is just to do so, may, upon such terms as the Court may see fit to impose, including the payment of any costs and expenses, order the name of the company to be restored to the register, and thereupon the company shall be deemed to have continued in existence as if the name thereof had never been struck off; and the Court may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position, as nearly as may be, as if the name of the company had never been struck off.

(5.) A letter or notice authorized or required for the purpose of this section to be sent to any such company may be sent by post addressed to the company at its registered or head office in the Territory; or, if no office has been registered, addressed to the care of some director or officer of the company; or, if there be no director or officer of the company whose name and address are known to the Registrar, the letter or notice in identical form may, in the case of a company incor-

porated as aforesaid, be sent to each of the persons who subscribed the memorandum of association, addressed to him at the address mentioned in the memorandum; and in the case of an extra-territorial company sent to the attorney of such company.

(6.) Where a company is being wound up, and the Registrar has reasonable cause to believe either that no liquidator is acting or that the affairs of the company are fully wound up and the returns required to be made by the liquidator have not been made for a period of three consecutive months, after notice by the Registrar demanding the returns has been sent by post to the registered address of the company and to the liquidator at his last-known place of business, the provisions of this section shall apply in like manner as if the Registrar had not within two months after sending the letter first mentioned received any answer thereto.

PART X.

REGISTRATION OFFICE AND FEES.

296. (1.) The Commissioner may appoint such Assistant Registrars, clerks, and servants as may be deemed necessary for the registration of companies under this Ordinance, and the carrying-out of such other duties as may be imposed upon them, and may make regulations with respect to their duties, and may remove any persons so appointed.

Appointment
of officers.

(2.) The Commissioner may direct a seal or seals to be prepared for the authentication of documents required for or connected with the registration of companies.

(3.) Any person may inspect the documents kept by the Registrar on payment of such fees as may be appointed by the Commissioner, not exceeding twenty-five cents for each inspection; and any person may require a certificate of the incorporation of any company, or a copy or extract of any other document or any part of any other document, to be certified by the Registrar, on payment for the certificate, certified copy, or extract of the prescribed fees, not exceeding one dollar for a

Inspection of
documents.

certificate of incorporation, and not exceeding ten cents for each folio of a certified copy or extract.

Copies.

(4.) A copy of or extract from any document kept and registered at the office for the registration of companies, certified to be a true copy under the hand of the Registrar or a Deputy or an Assistant Registrar (whose official position it shall not be necessary to prove), shall, in all legal proceedings, be admissible in evidence as of equal validity with the original document.

(5.) Whenever any act is by this Ordinance directed to be done to or by the Registrar, it shall, until the Commissioner otherwise directs, be done to or by the existing Registrar, or, in his absence, to or by such person as the Commissioner may for the time being authorize.

Fees.

297. (1.) There shall be paid to the Registrar in respect of the several matters mentioned in Table B in the First Schedule to this Ordinance the several fees therein specified, or such smaller fees as the Commissioner may from time to time direct.

(2.) All fees paid to the Registrar in pursuance of this Ordinance shall be paid into the Territorial Treasury.

PART XI.

APPLICATION OF ORDINANCE TO COMPANIES FORMED AND REGISTERED UNDER FORMER COMPANIES ORDINANCES.

Application
of Ordinance
to companies
formed under
former
Companies
Ordinances.

298. In the application of this Ordinance to existing companies, it shall apply in the same manner in the case of a limited company, other than a company limited by guarantee, as if the company had been formed and registered under this Ordinance as a company limited by shares; in the case of a company limited by guarantee, as if the company had been formed and registered under this Ordinance as a company limited by guarantee; in the case of a company specially limited under the provisions of Chapter 60 of the Consolidated Ordinances of the Yukon Territory, 1902, as a company specially

limited under Part V. of this Ordinance, and in the case of a company other than a limited company, as if the company had been formed and registered under this Ordinance as an unlimited company:

Provided that reference, express or implied, to the date of registration shall be construed as a reference to the date at which the company was registered under the Acts or Ordinances, as the case may be, under which it was registered.

299. Save as hereinbefore provided, this Ordinance shall apply to every company registered under any former public Act or Ordinance, in the same manner as it is hereinafter in this Ordinance declared to apply to companies registered but not formed under this Ordinance.

Application of Ordinance to companies registered under former Companies Acts or Ordinances.

Provided that reference, express or implied, to the date of registration shall be construed as a reference to the date at which the company was registered under the aforesaid Acts or Ordinances, as the case may be.

300. Any existing company may cause its shares to be transferred in manner hitherto in use, or in such other manner as the company may direct, and shall not require any greater number of shareholders than required by the Act or Ordinance under which incorporated.

Mode of transferring shares.

(a.) Nothing in this Ordinance shall affect or shall be deemed to affect pending litigation.

PART XII.

COMPANIES AUTHORIZED TO REGISTER UNDER THIS ORDINANCE.

301. (1.) With the exceptions and subject to the provisions mentioned and contained in this section,—

Companies capable of being registered.

(a.) Any company consisting of three or more members which was in existence on the first day of May, 1914; and

(b.) Any company formed after the date aforesaid, whether before or after the commencement of this Ordinance, in pursuance of any

Ordinance of the Council other than this Ordinance, or of letters patent, or being otherwise duly constituted by law, and consisting of five or more members,—

may at any time register under this Ordinance as an unlimited company, or as a company limited by shares, or as a company limited by guarantee; and the registration shall not be invalid by reason that it has taken place with a view to the company being wound up.

(2.) Provided as follows:—

- (c.) A company having the liability of its members limited by Ordinance of the Council or letters patent, and not being a joint-stock company as hereinafter defined, shall not register in pursuance of this section:
- (d.) A company having the liability of its members limited by Ordinance of the Council or letters patent shall not register in pursuance of this section as an unlimited company or as a company limited by guarantee:
- (e.) A company that is not a joint-stock company as hereinafter defined shall not register in pursuance of this section as a company limited by shares:—
- (f.) A company shall not register in pursuance of this section without the assent of a majority of such of its members as are present in person or by proxy (in cases where proxies are allowed by the regulations of the company) at a general meeting summoned for the purpose:
- (g.) Where a company not having the liability of its members limited by Ordinance of the Council or letters patent is about to register as a limited company, the majority required to assent as aforesaid shall consist of not less than three-fourths of the members present in person or by proxy at the meeting:
- (h.) Where a company is about to register as a company limited by guarantee, the assent to its being so registered shall be accompanied by a resolution declaring that each member undertakes to contribute to the assets of the

company, in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceased to be a member, and of the costs and expenses of winding-up, for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.

(3.) In computing any majority under this section when a poll is demanded, regard shall be had to the number of votes to which each member is entitled according to the regulations of the company.

302. For the purposes of this Part of this Ordinance, as far as relates to registration of companies as companies limited by shares, a "joint-stock company" means a company having a permanent paid-up or nominal share capital of fixed amount divided into shares, also of fixed amount, or held and transferable as stock, or divided and held partly in one way and partly in the other, and formed on the principle of having for its members the holders of those shares or that stock, and no other persons; and such a company when registered with limited liability under this Ordinance shall be deemed to be a company limited by shares.

Definition of
"joint-stock
company."

303. Before the registration in pursuance of this Part of this Ordinance of a joint-stock company there shall be delivered to the Registrar the following documents, that is to say:—

Requirements
for registra-
tion by
joint-stock
companies.

- (1.) A list showing the names, addresses, and occupations of all persons who on a day named in the list, not being more than six clear days before the day of registration, were members of the company, with the addition of the shares or stock held by them respectively, distinguishing, in cases where the shares are numbered, each share by its number:
- (2.) A copy of any private Ordinance of the Council, Royal charter, letters patent, deed of settlement, contract of copartnery, memor-

andum and articles of association and by-laws, or any other instrument constituting or regulating the company; and

(3.) If the company is intended to be registered as a limited company, a statement specifying the following particulars, that is to say:—

(a.) The nominal share capital of the company and the number of shares into which it is divided, or the amount of stock of which it consists;

(b.) The number of shares taken and the amount paid on each share:

(c.) The name of the company, with the addition of the word "limited" as the last word thereof; and

(d.) In the case of a company intended to be registered as a company limited by guarantee, the resolution declaring the amount of the guarantee.

Requirements for registration by other than joint-stock companies.

304. Before the registration in pursuance of this Part of this Ordinance of any company not being a joint-stock company, there shall be delivered to the Registrar—

- (1.) A list showing the names, addresses, and occupations of the directors or other managers (if any) of the company; and
- (2.) A copy of any Ordinance of the Council, letters patent, deed of settlement, contract of copartnery, or other instrument constituting or regulating the company; and
- (3.) In the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount of the guarantee.

Authentication of statements of existing companies.

305. The lists of members and directors and any other particulars relating to the company required to be delivered to the Registrar shall be verified by a statutory declaration of any two or more directors or other principal officers of the company.

Registrar may require

306. The Registrar may require such evidence as he

thinks necessary for the purpose of satisfying himself whether any company proposing to be registered is or is not a joint-stock company as hereinbefore defined. evidence as to nature of company.

307. No fees shall be charged in respect of the registration in pursuance of this Part of this Ordinance of a company if it has already paid the same fees as if it had originally been registered under this Ordinance, otherwise the same fees shall be paid as are payable by a company registering under this Ordinance. Exemption of certain companies from payment of fees.

308. When a company registers in pursuance of this Part of this Ordinance with limited liability, the word "limited" shall form and be registered as part and the last word of its name. Addition of "limited" to name.

309. On compliance with the requirements of this Part of this Ordinance with respect to registration, and on payment of such fees (if any) as are payable under Table B in the First Schedule to this Ordinance, the Registrar shall certify under his hand that the company applying for registration is incorporated as a company under this Ordinance, and in the case of a limited company that it is limited, and thereupon the company shall be incorporated, and shall have perpetual succession and a common seal, with power to hold lands. Certificate of registration of existing companies.

310. All property, real and personal (including things in action), belonging to or vested in a company at the date of its registration in pursuance of this Part of this Ordinance shall, on registration, pass to and vest in the company as incorporated under this Ordinance for all the estate and interest of the company therein. Vesting of property on registration.

311. Registration of a company in pursuance of this Part of this Ordinance shall not affect the rights or liabilities of the company in respect of any debt or obligation incurred, or any contract entered into, by, to, with, or on behalf of the company before registration. Saving for existing liabilities.

312. All actions and other legal proceedings which at the time of the registration of the company in pursuance of this Part of this Ordinance are pending by or Continuation of existing actions.

against the company, or the public officer or any member thereof, may be continued in the same manner as if the registration had not taken place; nevertheless, execution shall not issue against the effects of any individual member of the company on any judgment, decree, or order obtained in any such action or proceeding; but, in the event of the property and effects of the company being insufficient to satisfy the judgment, decree, or order, an order may be obtained for winding up the company.

Effect of
registration
under
Ordinance.

313. When a company is registered in pursuance of this Part of this Ordinance,—

(1.) All provisions contained in any Ordinance of the Council, deed of settlement, contract of copartnership, letters patent, or other instrument constituting or regulating the company; including, in the case of a company registered as a company limited by guarantee, the resolution declaring the amount of the guarantee, shall be deemed to be conditions and regulations of the company, in the same manner and with the same incidents as if so much thereof as would, if the company had been formed under this Ordinance, have been required to be inserted in the memorandum were contained in a registered memorandum, and the residue thereof were contained in registered articles:

(2.) All the provisions of this Ordinance shall apply to the company, and the members, contributories; and creditors thereof, in the same manner in all respects as if it had been formed under this Ordinance, subject as follows, that is to say:—

(a.) The regulations in Table A in the First Schedule to this Ordinance shall not apply unless adopted by special resolution;

(b.) The provisions of this Ordinance, relating to the numbering of shares shall not apply to any joint-stock company whose shares are not numbered;

(c.) Subject to the provisions of this

section, the company shall not have power to alter any provision contained in any Ordinance of the Council, relating to the company;

(*d.*) Subject to the provisions of this section, the company shall not have power, without the sanction of the Commissioner, to alter any provision contained in any letters patent relating to the company;

(*e.*) The company shall not have power to alter any provision contained in a Royal charter or letters patent with respect to the objects of the company;

(*f.*) In the event of the company being wound up, every person shall be a contributory, in respect of the debts and liabilities of the company contracted before registration, who is liable to pay or contribute to the payment of any debt or liability of the company contracted before registration, or to pay or contribute to the payment of any sum for the adjustment of the rights of the members among themselves in respect of any such debt or liability; or to pay or contribute to the payment of the costs and expenses of winding up the company, so far as relates to such debts or liabilities as aforesaid; and every contributory shall be liable to contribute to the assets of the company, in the course of the winding-up, all sums due from him in respect of any such liability as aforesaid; and, in the event of the death of any contributory, the provisions of this Ordinance with respect to the personal representatives, heirs, and devisees of deceased contributories shall apply:

(3.) The provisions of this Ordinance with respect to—

(*a.*) The registration of an unlimited company as limited;

(*b.*) The powers of an unlimited company on registration as a limited company to increase the nominal amount of its share capital and to provide that a portion

of its share capital shall not be capable of being called up except in the event of winding-up;

(c.) The power of a limited company to determine that a portion of its share capital shall not be capable of being called up except in the event of winding-up,—

shall apply, notwithstanding any provisions contained in any Ordinance of the Council, Royal charter, deed of settlement, contract of copartnery, letters patent, or other instrument constituting or regulating the company:

- (4.) Nothing in this section shall authorize the company to alter any such provisions contained in any deed of settlement, contract of copartnery, letters patent, or other instrument constituting or regulating the company, as would, if the company had originally been formed under this Ordinance, have been required to be contained in the memorandum and are not authorized to be altered by this Ordinance:
- (5.) Nothing in this Ordinance shall derogate from any power of altering its constitution or regulations which may, by virtue of any Ordinance of the Council, deed of settlement, contract of copartnery, letters patent, or other instrument constituting or regulating the company, be vested in the company.

Power to substitute memorandum and articles for deed of settlement.

314. (1.) Subject to the provisions of this section, a company registered in pursuance of this Part of this Ordinance may, by special resolution, alter the form of its constitution by substituting a memorandum and articles for a deed of settlement.

(2.) The provisions of this Ordinance with respect to confirmation by the Court and registration of an alteration of the objects of a company shall, so far as applicable, apply to an alteration under this section, with the following modifications:—

- (a.) There shall be substituted for the copy of the altered memorandum required to be deliv-

ered to the Registrar a copy of the substituted memorandum and articles; and

- (b.) On the registration of the alteration being certified by the Registrar, the substituted memorandum and articles shall apply to the company in the same manner as if it were a company registered under this Ordinance with that memorandum and those articles, and the company's deed of settlement shall cease to apply to the company.

(3.) An alteration under this section may be made either with or without any alteration of the objects of the company under this Ordinance.

(4.) In this section the expression "deed of settlement" includes any contract of copartnership or other instrument constituting or regulating the company, not being an Ordinance of the Council, a Royal charter, or letters patent.

315. The provisions of this Ordinance with respect to staying and restraining actions and proceedings against a company at any time after the presentation of a petition for winding-up and before the making of a winding-up order shall, in the case of a company registered in pursuance of this Part of this Ordinance, where the application to stay or restrain is by a creditor, extend to actions and proceedings against any contributory of the company.

Power of Court to stay or restrain proceedings.

316. Where an order has been made under this Ordinance for winding up a company registered in pursuance of this Part of this Ordinance, no action or proceeding shall be commenced or proceeded with against the company or any contributory of the company in respect of any debt of the company, except by leave of the Court, and subject to such terms as the Court may impose.

Actions stayed on winding-up order.

PART XIII.

MISCELLANEOUS AND SUPPLEMENTAL.

Legal Proceedings, Offences, etc.

317. All violations of the provisions of this Ordinance made punishable by any fine may be prosecuted

Prosecution of offences.

under the provisions regarding summary convictions contained in Part XV. of the Criminal Code.

Court may apply fine to payment of costs; otherwise pay into Treasury.

318. The Court imposing any fine under this Ordinance may direct that the whole or any part thereof be applied in or towards payment of the costs of the proceedings, or in or towards the rewarding the person on whose information or at whose suit the fine is recovered; and subject to any such direction all fines under this Ordinance shall, notwithstanding anything in any other Ordinance, be paid into the Territorial Treasury.

Insolvent plaintiff. Judge may order security for costs.

319. Where a limited company is plaintiff in any action or other legal proceeding, any Judge having jurisdiction in the matter may, if it appears by credible testimony that there is reason to believe that the company will be unable to pay the costs of the defendant if successful in his defence, require sufficient security to be given for those costs, and may stay all proceedings until the security is given.

Relief against breach of trust.

320. If in any proceeding against a director, or person occupying the position of director, of a company for negligence or breach of trust it appears to the Court hearing the case that the director or person is or may be liable in respect of the negligence or breach of trust, but has acted honestly and reasonably, and ought fairly to be excused for the negligence or breach of trust, that Court may relieve him, either wholly or partly, from his liability on such terms as the Court may think proper.

No one to use "limited" as part of name unless incorporated.

321. If any person or persons trade or carry on business within the Territory under any name or title of which "limited" is the last word, that person or those persons shall, unless duly incorporated with limited liability or licensed or registered, and entitled to use the word "limited" as the last word of their name, be liable to a fine not exceeding twenty-five dollars for every day upon which that name or title has been used.

Applications to the Court.

322. All applications to the Court authorized by this Ordinance in which the procedure is not otherwise prescribed may, in all actions pending or other proceeding

already in Court, be made to the Court or to a Judge in Chambers by motion, and in all other cases to a Judge in Chambers by petition.

323. A Judge in Chambers may adjourn any matter before him into Court for further argument and consideration.

Power to adjourn.

324. A Judge in Chambers shall have power at any time to remit or relieve from, either absolutely or upon condition, any penalty imposed or to which a company may be liable for the infraction of this Ordinance.

Power to relieve from penalties.

Authentication of Documents issued by the Commissioner.

325. Any approval, sanction, or license, or revocation of license, which under this Ordinance may be given or made by the Commissioner may be under the hand of any person authorized in that behalf by the Commissioner.

Authentication of documents issued by Commissioner.

Repeal of Ordinances and Transitional Provisions.

326. (1.) The Ordinances following are hereby repealed:—

Ordinances repealed.

Chapter 57 of the Consolidated Ordinances of the Yukon Territory, 1902, being "The Companies Ordinance."

Chapter 58 of the Consolidated Ordinances of the Yukon Territory, 1902, being "An Ordinance to authorize the changing of the names of Incorporated Companies."

Chapter 59 of the Consolidated Ordinances of the Yukon Territory, 1902, being "The Foreign Companies Ordinance."

Chapter 60 of the Consolidated Ordinances of the Yukon Territory, 1902, being "An Ordinance respecting Mining Companies."

Chapter 3 of the Ordinances of the Yukon Territory, 1909, being "An Ordinance to amend 'The Companies Ordinance.'"

(2.) The repeal of the Ordinances mentioned in this section shall be subject to the following provisoes:—

Saving clause.

(a.) That such repeal shall not be held or taken to in any way alter, limit, or affect the corporate existence, rights, privileges, powers, and liabilities of any company incorporated under the said repealed Ordinances, or any or either of them :

(b.) That the provisions of Part IX. of this Ordinance shall apply to every company incorporated under the said repealed Ordinances, or any of either of them ; and

(c.) That every company incorporated under the said repealed Ordinance, or any or either of them, may dispose of the whole or any portion of its assets, rights, powers, privileges, and franchise by resolution duly passed to such effect at a general or special meeting of the shareholders representing at least two-thirds in value of the paid-up capital of the company, which meeting shall be held in the city, town, or district where the company has its chief place of business in the Territory: Provided always that at least one month's notice of such meeting, signed by the secretary, or, in the event of his death or absence, by the acting-secretary, or if there be neither secretary nor acting-secretary, then by one of the Trustees, shall be published in at least four issues of the Gazette and of some newspaper published in the city, town, or district aforesaid: Provided always that nothing herein contained shall be construed or allowed to prejudice any claim against the corporation :

Application of Part IX. of this Ordinance to all companies.

Disposition by companies under repealed Ordinances of assets, etc., by resolution.

Construction to be placed on repealing clause.

Provided also that the power hereby conferred shall be deemed to be enabling and not imperative, and shall in nowise limit, control, or affect any power of sale vested in any company incorporated under the repealed Ordinances by its memorandum of association, or any provisions or conditions as to the exercise of such power contained in its articles of association or by-laws.

Reference to documents.

327. Where any repealed enactment is mentioned or referred to in any document, that document shall be read

as if the corresponding provision (if any) of this Ordinance were therein mentioned or referred to and substituted for the repealed enactment.

328. The provisions of this Ordinance, with respect to winding-up shall not apply to any company of which the winding-up has commenced before the first day of May, 1914, but every such company shall be wound up in the same manner and with the same incidents as if this Ordinance had not passed, and, for the purposes of the winding-up, the Ordinance or Ordinances under which the winding-up commenced shall be deemed to remain in full force.

Saving of pending proceedings for winding-up.

329. Every conveyance, mortgage, or other deed made before the first day of May, 1914, in pursuance of any enactment repealed by this Ordinance, shall be of the same force as if that Ordinance had not passed, and for the purposes of that deed the repealed enactment shall be deemed to remain in full force.

Saving of deeds.

Offices.

330. Registers of companies kept in any existing office shall be deemed part of the registers of companies to be kept under this Ordinance.

Existing offices to be continued.

Rules and Regulations.

331. The Commissioner may from time to time make rules and regulations for carrying out the purpose of this Ordinance, including matters in respect whereof no express or only partial or imperfect provision has been made.

Power to make rules.

332. Subject to this Ordinance and to any rules made by the Commissioner, the Registrar may make rules and regulations for the management of his office and the conduct of business therein.

Power to make rules.

333. Sections 34, 74, 83, 119, and 120 of this Ordinance shall apply to all companies heretofore or hereafter incorporated by any public Ordinance of the Council.

Sections 34, 74, 83, 119, and 120 applicable to all companies.

334. This Ordinance shall come into force on the first day of May, A. D. 1914.

Date of coming into force.

SCHEDULES.

FIRST SCHEDULE.

TABLE A.

Regulations for Management of a Company Limited by Shares.

Preliminary.

1. In these regulations, unless the context otherwise requires, expressions defined in the "Companies Ordinance," or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meanings so defined; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

Business.

2. The directors shall have regard to the restrictions on the commencement of business imposed by section 96 of the "Companies Ordinance," if, and so far as, those restrictions are binding upon the company.

Shares.

3. Subject to the provisions (if any) in that behalf of the memorandum of association of the company, 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 dividend, voting, return of share capital, or otherwise, as the company may from time to time by special resolution determine.

4. If at any time the share capital is 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. To every such separate general meeting the provisions of these regulations 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.

5. No share shall be offered to the public for subscription except upon the terms that the amount payable on application shall be at least five per cent. of the nominal amount of the share; and the directors shall, as regards any allotment of shares, duly comply with such of the provisions of sections 94 and 97 of the "Companies Ordinance" as may be applicable thereto.

6. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon; provided that, in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

7. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee (if any), not exceeding twenty-five cents, and on such terms (if any) as to evidence and indemnity as the directors think fit.

8. No part of the funds of the company shall be employed in the purchase of, or in loans upon the security of, the company's shares.

Lien.

9. The company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien (if any) on a share shall extend to all dividends payable thereon.

10. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

11. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Calls on Shares.

12. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares: Provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times so specified the amount called on his shares.

13. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of five per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

15. The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

16. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

17. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six per cent.) as may be agreed upon between the member paying the sum in advance and the directors.

Transfer and Transmission of Shares.

18. The instrument of transfer of any shares in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19. Shares in the company shall be transferred in the following form, or in any usual or common form which the directors shall approve:—

I, A. B., of _____, in consideration of the sum of \$ _____ paid to me by C. D., of _____ (hereinafter called "the said transferee"), do hereby transfer to the said transferee the share [or shares] numbered _____ in the undertaking called the _____ Company, Limited, to hold unto the said transferee, his executors, administrators, and assigns, subject to the several conditions on which I held the same at the time of the execution hereof; and I, the said transferee, do hereby agree to take the said share [or shares] subject to the conditions aforesaid.

As witness our hands the _____ day of _____

 Witness to the signatures of, etc.

20. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless—

(a.) A fee not exceeding fifty cents is paid to the company in respect thereof; and

- (b.) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

21. The executors or administrators of a deceased sole holder of a share shall be the only persons recognized by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognized by the company as having any title to the share.

22. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right either to be registered as a member in respect of the share, or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

23. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Forfeiture of Shares

24. If a member fails to pay any call or instalment of a call on the day appointed for the payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

25. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

27. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

28. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding

ing, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.

29. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

30. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Conversion of Shares into Stock.

31. The directors may, with the sanction of the company previously given in general meeting, convert any paid-up shares into stock, and may with the like sanction reconvert any stock into paid-up shares of any denomination.

32. The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

33. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges, and advantages as regards dividends, voting at meetings of the company, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.

34. Such of the regulations of the company (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

Share Warrants.

35. The company may issue share warrants, and accordingly the directors may in their discretion, with respect to any share which is

fully paid up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the directors may from time to time require as to the identity of the person signing the request, and on receiving the certificate (if any) of the share, and such fee as the directors may from time to time require, issue under the company's seal a warrant, duly stamped, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of dividends, or other moneys, on the shares included in the warrant.

36. A share warrant shall entitle the bearer to the shares included in it, and the shares shall be transferred by the delivery of the share warrant, and the provisions of the regulations of the company with respect to transfer and transmission of shares shall not apply thereto.

37. The bearer of a share warrant shall, on surrender of the warrant to the company for cancellation, and on payment of such sum as the directors may from time to time prescribe, be entitled to have his name entered as a member in the register of members in respect of the shares included in the warrant.

38. The bearer of a share warrant may at any time deposit the warrant at the office of the company, and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiration of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant. Not more than one person shall be recognized as depositor of the share warrant. The company shall, on two days' written notice, return the deposited share warrant to the depositor.

39. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the company, or attend, or vote, or exercise any other privilege of a member at a meeting of the company, or be entitled to receive any notices from the company; but the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the shares included in the warrant, and he shall be a member of the company.

40. The directors may from time to time make rules as to the terms on which (if they shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.

Alteration of Capital.

41. The directors may, with the sanction of an extraordinary resolution of the company, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

42. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of

general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this article.

43. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original share capital.

44. The company may, by special resolution,—

- (a.) Consolidate and divide its share capital into shares of larger amount than its existing shares:
- (b.) By subdivision of its existing shares, or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of paragraph (d) of subsection (1) of section 48 of the "Companies Ordinance."
- (c.) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person:
- (d.) Reduce its share capital in any manner and with, and subject to, any incident authorized, and consent required, by law.

General Meetings.

45. The statutory general meeting of the company shall be held within the period required by section 73 of the "Companies Ordinance."

46. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the month following that in which the anniversary of the company's incorporation occurs, and at such place as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

47. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

48. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 74 of the "Companies Ordinance." If at any time there are not within the Territory sufficient directors capable of acting to form a quorum, any

director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Proceedings at General Meeting.

49. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company; but the non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.

50. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance-sheets, and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

51. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members personally present shall be a quorum.

52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

53. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the company.

54. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

55. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

56. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded

by at least three members, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

57. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

58. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

59. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members.

60. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

61. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

62. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

63. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

64. On a poll votes may be given either personally or by proxy.

65. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorized. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

66. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting at which the person named in the

instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

67. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:—

Company, Limited.

I, _____, of _____, in the _____, being a member of the _____ Company, Limited, hereby appoint _____ of _____, as my proxy to vote for me and on my behalf at the [ordinary or extraordinary, as the case may be] general meeting of the company to be held on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____

Directors.

68. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers of the memorandum of association.

69. The remuneration of the directors shall from time to time be determined by the company in general meeting.

70. The qualification of a director shall be the holding of at least one share in the company, and it shall be his duty to comply with the provisions of section 81 of the "Companies Ordinance."

Powers and Duties of Directors.

71. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not, by the "Companies Ordinance," or any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the company in general meeting, subject nevertheless to any regulation of these articles, to the provisions of the said Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

72. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation of retirement of directors; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

73. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the company without the sanction of the company in general meeting.

74. The directors shall duly comply with the provisions of the "Companies Ordinance," or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the company, or created by it, and to keeping a register of the directors, and to sending to the Registrar of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital or conversion of shares into stock, and copies of special resolutions, and a copy of the register of directors and notifications of any changes therein.

75. The directors shall cause minutes to be made in books provided for the purpose—

- (a.) Of all appointments of officers made by the directors;
- (b.) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c.) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

The Seal.

76. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose; and these two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Disqualifications of Directors.

77. The office of director shall be vacated if the director—
- (a.) Ceases to be a director by virtue of section 81 of the "Companies Ordinance"; or
 - (b.) Holds any other office of profit under the company except that of managing director or manager; or
 - (c.) Becomes bankrupt; or
 - (d.) Is found lunatic or becomes of unsound mind; or
 - (e.) Is concerned or participates in the profits of any contract with the company;

Provided, however, that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for the company of which he is director; but a director shall not vote in respect of any such contract or work, and if he does so vote his vote shall not be counted.

Rotation of Directors.

78. At the first ordinary meeting of the company the whole of the directors shall retire from office, and at the ordinary meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

- 79. The directors to retire in every year shall be those who have

been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

80. A retiring director shall be eligible for re-election.

81. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

82. If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place, and, if at the adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

83. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

84. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

85. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.

86. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

Proceedings of Directors.

87. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

88. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall (when the number of directors exceeds three) be three.

89. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company

as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

90. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

91. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

92. A committee may elect a chairman of their meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

93. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

94. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Dividends and Reserve.

95. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

96. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

97. No dividend shall be paid otherwise than out of profits.

98. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares; but, if and so long as nothing is paid up on any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

99. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think

proper as a reserve or reserves, which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit.

100. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend payable on the share.

101. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.

102. No dividend shall bear interest against the company.

Accounts.

103. The directors shall cause true accounts to be kept—

Of the sums of money received and expended by the company and the matter in respect of which such receipt and expenditure takes place; and

Of the assets and liabilities of the company.

104. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

105. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by Ordinance or authorized by the directors or by the company in general meeting.

106. Once at least in every year the directors shall lay before the company in general meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the company, made up to a date not more than six months before such meeting.

107. A balance-sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than six months before such meeting. The balance-sheet shall be accompanied by a report of the directors as to the state of the company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to a reserve fund.

108. A copy of the balance-sheet and report shall, seven days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Audit.

109. Auditors shall be appointed and their duties regulated in accordance with sections 119 and 120 of the "Companies Ordinance," or any statutory modification thereof for the time being in force.

Notices.

110. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the Yukon Territory) to the address (if any) within the said Territory supplied by him to the company for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

111. If a member has no registered address in the Yukon Territory and has not supplied to the company an address within the said Territory for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company shall be deemed to be duly given to him on the day on which the advertisement appears.

112. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

113. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address (if any) in the Yukon Territory supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

114. Notice of every general meeting shall be given in some manner hereinbefore authorized to (a) every member of the company (including bearers of share warrants) except those members who (having no registered address within the Yukon Territory) have not supplied to the company an address within the said Territory for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of general meetings.

TABLE B.

Table of Fees to be paid to the Registrar of Joint-stock Companies by a Company having a Capital divided into Shares.

1. For registration of a company whose nominal capital does not exceed \$10,000, a fee of..... \$100.00
2. For registration of a company whose nominal capital exceeds \$10,000, the above fee of \$100, with the following additional fees, regulated according to the amount of nominal capital, that is to say:—
 - For every \$5,000 of nominal capital or part of \$5,000, after the first \$10,000, up to \$25,000..... \$10.00
 - For every \$5,000 of nominal capital, or part of \$5,000, after the first \$25,000, up to \$200,000..... \$ 5.00
 - For every \$5,000 of nominal capital, or part of \$5,000, after the first \$200,000, up to \$500,000.... \$ 3.00
 - For every \$5,000 of nominal capital, or part of \$5,000, after the first \$500,000..... \$ 1.25
3. For registration of any increase of capital made after the first registration of the company, the same fees per \$5,000 or part of \$5,000 as would have been payable if such increased capital had formed part of the original capital at the time of registration. This provision shall apply to an extra-territorial company licensed or registered which increases its capital, excepting an insurance company.
4. For a license to or registration of any extra-territorial company, the same fees as are payable for incorporating a new company. In the case of an extra-territorial company having a nominal capital exceeding \$450,000 which proves to the satisfaction of the Registrar that it is actually carrying on an established business beyond the Territory in which at least fifty per cent. of its subscribed capital is invested, there shall be accepted in commutation of the fees prescribed by this table a fee of..... 250.00
5. For registration under this Ordinance of any existing company, the certificate of registration whereof is issued pursuant to section 130 hereof, or the capital whereof is increased, the same fees as are payable for registering a new company hereunder, allowing credit as part of such fees for the amount of fees paid by such company in respect of its original registration. (See section 307.)
6. For a license to or registration under this Ordinance of any extra-territorial company already registered in this Territory as a foreign company..... 10.00
 - And in addition thereto, if the license or certificate of registration under this Ordinance is issued pursuant to section 131 hereof, the same fees as are payable for registering a new company hereunder, allowing credit as part of such fees for the amount of fees paid by

such extra-territorial company in respect of its original registration in this Territory.

- | | |
|---|---------|
| 7. For registering or filing any document hereby required or authorized to be registered or filed, other than the memorandum of association..... | \$ 1.00 |
| 8. For making a record of any fact hereby authorized or required to be recorded by the Registrar, a fee of..... | 1.00 |
| 9. Publication in the Gazette, according to the scale of charges paid by the Government for printing therein. | |
| 10. For each and every search..... | .25 |
| The scale of fees provided by this Table B shall apply to, and the fees therein specified shall be taken on all registrations, proceedings, or transactions relating to companies incorporated and carrying on business under any Ordinance repealed by the "Companies Ordinance," dealt with in the office of the Registrar after the first day of May, 1914. | |
| Fees to be paid on Registration of Mortgage or Charge. | |
| 11. Where the amount of the mortgage or charge does not exceed \$1,000..... | 5.00 |
| 12. Where the amount of the mortgage or charge exceeds \$1,000 | 10.00 |
| Provided that in the case of a series of debentures registered in accordance with subsection (3) of section 102 the above fees shall be charged on the first debenture of such series, and a further fee of fifteen cents on each subsequent debenture of the series. Provided further that where a mortgage or charge requiring registration under section 102 of this Ordinance is one that also requires to be registered under the provisions of the "Land Titles Act" or of the "Bills of Sale Ordinance," the fee for registering the same shall be one dollar. | |

TABLE B—Part II.

Table of Fees to be paid to the Registrar of Joint-Stock Companies by a Company not having a Capital divided into Shares.

- | | |
|--|----------|
| 1. For registration of a company whose number of members, as stated in the articles of association, does not exceed 20.. | \$ 10.00 |
| 2. For registration of a company whose number of members, as stated in the articles of association, exceeds 20, but does not exceed 100..... | 25.00 |
| 3. For registration of a company whose number of members, | |

as stated in the articles of association, exceeds 100, but is not stated to be unlimited, the above fee of \$25, with an additional \$1 for every 50 members or less number than 50 members after the first 100.

4. For registration of a company in which the number of members is stated in the articles of association to be unlimited, a fee of..... \$100.00
5. For registration of any increase on the number of members made after the registration of the company in respect of every 50 members, or less than 50 members, of such increase 1.00
6. Provided that no one company shall be liable to pay on the whole a greater fee than \$100 in respect of its number of members, taking into account the fee paid on the first registration of the company.
7. For registering any document hereby required or authorized to be registered, other than the memorandum of association 1.00
8. For making a record of any fact hereby authorized or required to be recorded by the Registrar of Companies, a fee of 1.00

SECOND SCHEDULE.

FORM A.

Memorandum of Association of a Company limited by Shares.

1st. The name of the Company is "The Eastern Steam Packet Company, Limited."

2nd. The registered office of the Company will be situate in .

3rd. The objects for which the Company is established are: "The conveyance of passengers and goods in ships or boats between such places as the Company may from time to time determine, and the doing of all such other things as are incidental or conducive to the attainment of the above object."

4th. The liability of the members is limited.

5th. The share capital of the Company is dollars, divided into shares of dollars each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to

take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
" 1. John Jones, of _____, in the _____, Merchant	200
" 2. John Smith, of _____, in the _____ ..	25
" 3. Thomas Green, of _____, in the _____ ..	30
" 4. John Thompson, of _____, in the _____ ..	40
" 5. Caleb White, of _____, in the _____ ..	15
Total shares taken.....	310

Dated the _____ day of _____, 19 _____

Witness to the above signatures:

Name _____

Address _____

Occupation _____

FORM B.

Memorandum and Articles of Association of a Company limited by Guarantee and not having a Share Capital.

Memorandum of Association.

1st. The name of Company is "The Highland Hotel Company, Limited."

2nd. The registered office of the Company will be situate in ..

3rd. The objects for which the Company is established are: "Facilitating travelling in the Territory by providing hotels and conveyances by water and by land for the accommodation of travellers, and the doing of all such other things as are incidental or conducive to the attainment of the above objects."

4th. The liability of the members is limited.

5th. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges, and expenses of winding-up, and for the adjustment of the rights of the contribu-

ories among themselves. such amount as may be required, not exceeding fifty dollars.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

- " 1. John Jones, of _____, in the _____, Merchant.
 " 2. John Smith, of _____, in the _____,
 " 3. Thomas Green, of _____, in the _____,
 " 4. John Thompson, of _____, in the _____,
 " 5. Caleb White, of _____, in the _____,

Dated the _____ day of _____, 19____

Witness to the above signatures:

Name

Address

Occupation

Articles of Association to Accompany Preceding Memorandum of Association.

Number of Members.

1. The Company, for the purpose of registration, is declared to consist of five hundred members.
2. The directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members.

General Meetings.

3. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at such place as the directors may determine.

4. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Company in general meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

5. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

6. The directors may, whenever they think fit, and shall, on a requisition made in writing by any five or more members, convene an extraordinary general meeting.

7. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Company.

8. On receipt of the requisition the directors shall forthwith proceed to convene a general meeting; if they do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or any other five members, may themselves convene a meeting.

Proceedings at General Meetings.

9. Seven days' notice at the least, specifying the place, the day, and the hour of meeting, and in case of special business the general nature of the business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in general meeting; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.

10. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance-sheets, and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

11. No business shall be transacted at any meeting except the declaration of a dividend, unless a quorum of members is present at the commencement of the business. The quorum shall be ascertained as follows, that is to say: If the members of the Company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten, there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed thirty.

12. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

13. The chairman (if any) of the directors shall preside as chairman at every general meeting of the Company.

14. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some one of their number to be chairman of that meeting.

15. The chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. At any general meeting, unless a poll is demanded by at least three members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members.

18. Every member shall have one vote and no more.

19. If any member is a lunatic or idiot he may vote by his committee, curator bonis, or other legal curator.

20. No member shall be entitled to vote at any meeting unless all moneys due from him to the Company have been paid.

21. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer, or, if such appointer is a corporation, under its common seal.

22. No person shall act as a proxy unless he is a member, or unless he is appointed to act at the meeting as proxy for a corporation.

The instrument appointing him shall be deposited at the registered office of the Company not less than forty-eight hours before the time of holding the meeting at which he proposes to vote.

23. Any instrument appointing a proxy shall be in the following form:—

Company, Limited.

, of , in the , being a member
of the Company, Limited, hereby appoint , of
 , as my proxy, to vote for me and on my behalf at the
[ordinary or extraordinary, as the case may be] general
meeting of the Company to be held on the day
of , and at any adjournment thereof.
Signed this day of , 19 .

Directors.

24. The number of directors, and the names of the first directors, shall be determined by the subscribers of the Memorandum of Association.

25. Until directors are appointed the subscribers of the Memorandum of Association shall for all the purposes of the "Companies Ordinance" be deemed to be directors.

Powers of Directors.

26. The business of the Company shall be managed by the directors, who may exercise all such powers of the Company as are not by the "Companies Ordinance," or by any statutory modification thereof for the time being in force, or by these articles required to be exercised by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

Election of Directors.

27. The directors shall be elected annually by the Company in general meeting.

Audit.

28. Auditors shall be appointed and their duties regulated in accordance with sections 119 and 120 of the "Companies Ordinance," or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if the word "members" were substituted for "shareholders," and as if "first general meeting" were substituted for "statutory meeting."

Notices.

29. A notice may be given by the Company to any member either personally, or by sending it by post to him to his registered address.

30. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

Names, Addresses, and Descriptions of Subscribers.

- " 1. John Jones, of _____, in the _____, Merchant.
 " 2. John Smith, of _____, in the _____,
 " 3. Thomas Green, of _____, in the _____,
 " 4. John Thompson, of _____, in the _____,
 " 5. Caleb White, of _____, in the _____,

Dated the _____ day of _____, 19 _____

Witness to the above signatures:

Name _____

Address _____

Occupation _____

FORM C.

Memorandum and Articles of Association of a Company limited by Guarantee and having a Share Capital.

Memorandum of Association.

1st. The name of the Company is "The Killarney Hotel Company, Limited."

2nd. The registered office of the Company will be situate in _____,

3rd. The objects for which the Company is established are: "The facilitating travelling in the mountains of Yukon Territory by providing hotels and conveyances by sea and by land for the accommodation of travellers, and the doing all such other things as are incidental or conducive to the attainment of the above object."

4th. The liability of the members is limited.

5th. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the

debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one hundred dollars.

6th. The share capital of the Company shall consist of dollars, divided into shares of dollars each.
 We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
" 1. John Jones, of , in the , Merchant	200
" 2. John Smith, of , in the ..	25
" 3. Thomas Green, of , in the ..	30
" 4. John Thompson, of , in the ..	40
" 5. Caleb White, of , in the ..	15
Total shares taken.....	310

Dated the day of , 19

Witness to the above signatures:

Name
 Address
 Occupation

Articles of Association to accompany Preceding Memorandum of Association.

1. The directors may, with the sanction of the Company in general meeting, reduce the amount of shares in the Company.
2. The directors may, with the sanction of the Company in general meeting, cancel any shares belonging to the Company.
3. All the articles of Table A of the "Companies Ordinance" shall be deemed to be incorporated with these articles and to apply to the Company.

Names, Addresses, and Descriptions of Subscribers.

- " 1. John Jones, of , in the , Merchant.
- " 2. John Smith, of , in the ,
- " 3. Thomas Green, of , in the ,
- " 4. John Thompson, of , in the ,
- " 5. Caleb White, of , in the ,

Dated the day of , 19

Witness to the above signatures:

Name
 Address
 Occupation

FORM D.

Memorandum and Articles of Association of an Unlimited Company
having a Share Capital.

Memorandum of Association.

- 1st. The name of Company is "The Patent Stereotype Company."
 2nd. The registered office of the Company will be situate in
 3rd. The objects for which the Company is established are:
 "The working of a patent method of founding and casting stereotype
 plates, of which method John Smith, of , is the sole patentee."
 We, the several persons whose names are subscribed, are desirous of
 being formed into a Company, in pursuance of this Memorandum
 of Association, and we respectively agree to take the number of
 shares in the capital of the Company set opposite our respective
 names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
" 1. John Jones, of , in the , Merchant	3
" 2. John Smith, of , in the ..	2
" 3. Thomas Green, of , in the ..	1
" 4. John Thompson, of , in the ..	2
" 5. Caleb White, of , in the ..	2
Total shares taken.....	10

Dated the day of , 19

Witness to the above signatures:

Name

Address

Occupation

Articles of Association to accompany the Preceding Memorandum of
Association.

1. The share capital of the Company is dollars, divided
into twenty shares of dollars each.

2. All the articles of Table A of the "Companies Ordinance"
shall be deemed to be incorporated with these articles and to apply
to the Company.

Names, Addresses, and Descriptions of Subscribers.

- " 1. John Jones, of , in the , Merchant.
 " 2. John Smith, of , in the ,
 " 3. Thomas Green, of , in the ,
 " 4. John Thompson, of , in the ,
 " 5. Caleb White, of , in the ,

Dated the day of , 19

Witness to the above signatures:

Name

Address

Occupation

FORM E.

(As required by Part III. of the Ordinance.)

Summary of Share Capital and Shares of the _____ Company, Limited,
made up to the _____ day of _____, 19____ (being the fourteenth
day after the date of the first ordinary general meeting in 19____).

Nominal share capital, \$ _____, divided into 1 { shares of \$ _____ each.
shares of \$ _____ each.

Total number of shares taken up¹ to the {
day of _____, 19____ (which number must {
agree with the total shown in the list as {
held by existing members). }

Number of shares issued subject to payment wholly in cash
Number of shares issued as fully paid up otherwise than in cash
Number of shares issued as partly paid up to the extent {
of _____ per share otherwise than in cash..... }
²There has been called up on each of _____ shares, \$ _____
There has been called up on each of _____ shares, \$ _____
²There has been called up on each of _____ shares, \$ _____
³Total amount of calls received, including payments on {
application and allotment..... } \$
Total amount (if any) agreed to be considered as paid {
on _____ shares which have been issued as fully paid } \$
up otherwise than in cash }
Total amount (if any) agreed to be considered as paid {
on _____ shares which have been issued as partly } \$
paid up to the extent of _____ per share..... }
Total amount of calls unpaid..... \$
Total amount (if any) of sums paid by way of commis- }
sion in respect of shares or debentures or allowed by } \$
way of discount since date of last summary..... }
Total amount (if any) paid on⁴ _____ shares forfeited... \$
Total amount of shares and stock for which share war- }
rants are outstanding..... } \$
Total amount of share warrants issued and surrendered {
respectively since date of last summary..... } \$
Number of shares or amount of stock comprised in each {
share warrant } \$
Total amount of debt due from the Company in respect {
of all mortgages and charges which are required to be }
registered with the Registrar of Companies, or which } \$
would require registration if created after the twelfth }
day of March, 1906..... }

¹ When there are shares of different kinds or amounts (e.g., preference and ordinary, or \$10 or \$5), state the numbers and nominal values separately.

² Where various amounts have been called or there are shares of different kinds, state them separately.

³ Include what has been received on forfeited as well as on existing shares.

⁴ State the aggregate number of shares forfeited (if any).

Statement in the form of a balance-sheet made up to the _____ day of _____, 19____, containing the particulars of the capital, liabilities, and assets of the Company.

The Return must be signed at the end by the manager or secretary of the Company.

Presented for filing by.....*

List of persons holding shares in the _____ Company, Limited, on the _____ day of _____, 19____, and of persons who have held shares therein at any time since the date of the last Return, showing their names and addresses, and an account of the shares so held.

Folio in Register Ledger containing Particulars.	NAMES, ADDRESSES AND OCCUPATIONS				ACCOUNT OF SHARES.				Remarks.	
	Sur-name.	Chri- stian Name.	Ad- dress.	Occu- pation.	*Number of Shares held by Existing Members at Date of Return.	†Particulars of Shares transferred since the Date of the Last Return by Persons who are still Members.		†Particulars of Shares transferred since the Date of the Last Return by Persons who have ceased to be Members.		
						Num- ber.‡	Date of Registra- tion of Transfer.	Num- ber.‡		Date of Registra- tion of Transfer.

Names and addresses of the persons who are the Directors of the _____, Limited, on the _____ day of _____, 19____.

Names.	Addresses.

(Signature).....

(State whether manager or secretary).....

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary to have been taken up.

† The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

‡ When the shares are of different classes these columns may be subdivided so that the number of each class held or transferred may be shown separately.

FORM F.

Form of Statement to be published by Societies, and other Associations.

(Section 115.)

*The share capital of the Company is , divided into shares of each.

The number of shares issued is .

Calls to the amount of dollars per share have been made, under which the sum of dollars has been received.

The liabilities of the Company on the first day of January (or July) were:—

Debts owing to sundry persons by the Company—

- On judgment, \$
- On specialty, \$
- On notes or bills, \$
- On simple contracts, \$
- On estimated liabilities, \$

The assets of the Company on that day were:—

- Government securities [stating them],
- Bills of exchange and promissory notes, \$
- Cash at the bankers, \$
- Other securities, \$

* If the Company has no share capital, the portion of the Statement relating to capital and shares must be omitted.

STATEMENT IN LIEU OF PROSPECTUS.

(Section 91.)

The nominal share capital of the Company.	\$
Divided into	Shares of \$ each. Shares of \$ each. Shares of \$ each.
Names, descriptions, and addresses of directors or proposed directors.	
Minimum subscription (if any) fixed by the Memorandum or Articles of Association on which the Company may proceed to allotment.	
Number and amount of shares and debentures agreed to be issued as fully or partly paid up otherwise than in cash. The consideration for the intended issue of those shares and debentures.	1. shares of \$ fully paid. 2. shares upon which \$ per share credited as paid. 3. debenture , \$. 4. Consideration.

STATEMENT IN LIEU OF PROSPECTUS—Concluded.

(a.) For definition of vendor, see section 90 (2) of the "Companies Ordinance."
 (b.) See section 90 (3) of the "Companies Ordinance."

Names and addresses of (a) vendors of property purchased or acquired, or proposed to be (b) purchased or acquired by the Company.	
Amount (in cash, shares, or debentures) payable to each separate vendor.	
Amount (if any) paid or payable (in cash or shares or debentures) for any such property, specifying amount (if any) paid or payable for goodwill.	Total purchase price...\$ Cash Shares Debentures Goodwill\$
Amount (if any) paid or payable as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure, subscriptions for any shares or debentures in the Company; or, Rate of the commission.....	Amount paid. Amount payable. Rate per cent.
Estimated amount of preliminary expenses	\$.
Amount paid or intended to be paid to any promoter. Consideration for the payment.	Name of promoter. Amount, \$ Consideration.
Dates of and parties to every material contract (other than contracts entered into in the ordinary course of the business intended to be carried on by the Company, or entered into more than two years before the filing of this statement).	
Time and place at which the contracts or copies thereof may be inspected.	
Names and addresses of the auditors of the Company (if any).	
Full particulars of the nature and extent of the interest of every director in the promotion of or in the property proposed to be acquired by the Company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares, or otherwise, by any person either to induce him to become or to qualify him as a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.	
Whether the articles contain any provisions precluding holders of shares or debentures receiving and inspecting balance-sheets or reports of the auditors or other reports.	Nature of the provisions.

{Signatures of the persons above named as directors or proposed directors, or of their agents authorized in writing.) }

CHAPTER 16

AN ORDINANCE TO AMEND CHAPTER 47 OF THE CONSOLIDATED ORDINANCES, 1902, BEING AN ORDINANCE RESPECTING THE LEGAL PROFESSION.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Subsection (c) of section 4 of said Ordinance is hereby repealed and the following substituted therefor:

Sub-Sec. (c)
of Sec. 4
repeated.

“(c.) Has duly served under articles of clerkship for a period of five years in any such Province with a duly qualified Barrister of such Province and has passed the examinations and possesses the other qualifications required by such Province to entitle him to be called and admitted to such bar, or”.

New Sub-
Sec. (c)
2. Subsection (e) of section 4 of said Ordinance is hereby amended by striking out the word “three” in the third line thereof and substituting therefor the word “five” and by adding thereto the following: “Provided that nothing herein contained shall apply to any person who at the date of the coming into force of this Ordinance is enrolled as an articled clerk or otherwise admitted to or has entered upon the study of law under the provisions of the said Ordinance.”

Sub-Sec. (e)
of Sec. 4
amended.
3. Subsection (f) of section 4 of said Ordinance is amended by striking out the word “three” in the ninth line thereof and substituting therefor the word “five.”

Sub-Sec. (f)
of Sec. 4
amended.

CHAPTER 17

AN ORDINANCE TO PROVIDE FOR THE GOVERNMENT OF THE CITY OF DAWSON.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Yukon Council of said Territory, enacts as follows:

SHORT TITLE.

Short Title. 1. This Ordinance may be cited as "The Dawson City Corporation Ordinance."

INTERPRETATION.

Interpretation. 2. In this Ordinance, unless the context otherwise requires, the expression—

(1) "Commissioner" means the Commissioner of the Yukon Territory, and shall also mean and include any person who may at any time be appointed Administrator or Acting Commissioner of the said Territory.

(2) "Council" means the City Council of Dawson as created by this Ordinance.

(3) "Judge" means a Judge of the Territorial Court.

Applies to Dawson. 3. This Ordinance shall apply to that portion of the Yukon Territory known as Dawson, as defined and described in and by Chapter 68 of the Consolidated Ordinances, 1902.

PROCLAMATION.

4. The Commissioner shall by proclamation in the Yukon Official Gazette declare the City of Dawson to be incorporated under this Ordinance, and as soon as such proclamation is so published, the inhabitants of such city and such persons as shall hereafter become inhabitants of such area, shall be a body corporate under the name of "The City of Dawson," and shall have perpetual succession and a common seal, and shall be capable of suing and being sued in all Courts of Justice; of purchasing, acquiring and holding lands, tenements and all kinds of real and personal property for the use of such city, and of making and entering into such contracts as are necessary for the exercise of their corporate functions.

Commissioner by proclamation to declare Dawson incorporated

COMMON SEAL.

5. The City shall have a common seal which shall be made of suitable metal and shall have such device engraved upon it as the Council from time to time orders, and such seal shall be kept by the City Clerk.

Common Seal

COUNCIL.

6. The City of Dawson shall be governed by a Council consisting of the Commissioner and the members of the Yukon Council from time to time elected to represent the electoral districts of North and South Dawson respectively. At the time this Ordinance comes in force the members then representing North and South Dawson as aforesaid shall, with the Commissioner, constitute the City Council.

Who shall constitute City Council.

7. Election as a member of the Yukon Council for said North or South Dawson shall constitute election as a member of the City Council, and each member of the Yukon Council for such North and South Dawson shall ex-officio be a member of the City Council. Members of the City Council shall hold office as such throughout their terms as members of the Yukon Council.

Members of Yukon Council for North and South Dawson ex-officio members of City Council.

First
meeting.

8. The first meeting of the City Council after the City shall have become incorporated under the provisions of this Ordinance shall be held at such time and place as the Commissioner shall appoint.

Time and
place of
meeting.

9. Meetings of the City Council shall be held at such times and places as the Commissioner shall deem necessary; and when requested so to do by three members of the Council in writing the Commissioner shall call a meeting of the Council within three days thereafter.

Written
notice of
meetings to
be given.

10. Written notice shall be given by mail by the City Clerk to every member of the Council of all meetings at least forty-eight hours previous to such meeting, provided that an emergency meeting may be called by the Commissioner at shorter notice, when necessary, but no business shall be transacted at such emergency meeting other than that indicated in the notice calling such meeting unless all members of the Council are present and no objection is taken to the discussion or transaction of business other than that stated in such notice.

Emergency
meetings.

Quorum.

11. Three members of the Council, including the Commissioner, shall constitute a quorum.

Majority
vote—

All questions before the Council at any meeting thereof shall be decided by a majority vote of the members of the Council present, and in the event of an equality of votes on any such question the chairman or person presiding shall have the casting vote.

Chairman to
have cast-
ing vote.

Meetings
open to
ratepayers.

12. All meetings of the Council shall be open to ratepayers of the City.

Oath of
office.

13. The members of the City Council shall, before entering upon the duties of their respective offices, take and subscribe the oath of office in Form A in the Schedule to this Ordinance. Such oath shall be administered by a Judge of the Territorial Court or Police Magistrate.

Powers and
duties of
Commis-
sioner.

14. The Commissioner shall be the Chief Executive Officer of the City. He shall preside at all meetings of the City Council and shall appoint and employ such city officers, servants and employees as he may deem

necessary for carrying out the work of the City, define their duties and subject to the approval of the Council; regulate the salaries, wages and emoluments to be paid to such officers, servants and employees, and may from time to time discharge the same and appoint others in their stead.

SALARIES OF COUNCIL

14A. Each member of the Council, except the Commissioner, shall be entitled to receive the sum of twenty-five dollars for each meeting of the Council he shall attend: Provided that the sum to be paid any member of the Council for attendance at such meetings shall not exceed three hundred dollars during any calendar year, notwithstanding that he may have attended more than twelve meetings of Council during such calendar year.

Salaries
of Members
of Council.

15. (1). The City Council shall exclusively have, enjoy and exercise within the City all jurisdiction, power and authority conferred upon the City of Dawson by this Ordinance or any other Ordinance of the Yukon Territory.

Jurisdiction
of City
Council.

(2) All streets, sidewalks and lanes which at any time were granted and conveyed or were originally laid out or allotted or dedicated to the use of the public within the said City of Dawson shall become and be the public property of said City and shall be under the exclusive control and management of the Commissioner, subject to such By-Laws and Regulations as the Council may from time to time make with regard thereto.

Streets, etc.,
the property
of City
under control
of Commissioner.

16. Special committees may be appointed for any particular purpose, matter or thing by a vote of the Council, and such special committees shall report to the Council in writing upon the matters so committed to them.

Special
Committees
of Council.

FINANCE.

17. The Council shall have exclusive power to vote, rate, collect, receive, appropriate, and pay out of the current revenues of the City all sums of money required

Powers of
Council to
raise and
appropriate
revenues.

by the City for the following purposes, that is to say:—

(a) The payment of salaries and compensation to the officers and servants of the City.

(b) The purchase of land for city purposes.

(c) The erection of city buildings.

(d) The laying out, opening, building, making, repairing, lighting and cleaning of the streets, roads and bridges of the City.

(e) The construction, repairing and cleaning of the public sewers and drains of the City.

(f) The equipment and maintenance of a fire department and the purchase, equipment, maintenance and repair of machinery and implements for extinguishing fires.

(g) The care and improvement of the public grounds, squares and parks of the City or property held by trustees for the use of the public.

(h) The construction, maintenance, improvement, extension, taking over, purchasing, leasing or otherwise acquiring, controlling and operating power plants, water works, electric light and telephone plants, and the maintenance of the water supply, electric light service and telephone service, or other public utilities for the City.

(i) The payment of principal and interest on money borrowed for the purposes of the City and the payment of debentures issued by the City.

(j) Or other expenditure incurred in the due execution of the powers and duties by law vested in or imposed upon the City, the Commissioner, Council and Officers.

18. (1) The annual assessment roll as finally passed by the Assessment Appeal Court and certified by the City Clerk shall be by him laid before the Council at its then next meeting, and the Council shall at that meeting, or at any subsequent meeting, make estimates of all sums which are required for the lawful purposes of the City for the then current year, after crediting the

probable receipts from all sources other than the rates for that year, and making due allowance in such estimates for the abatement, losses and expenses which may occur in the collection of the taxes and for taxes which may not be collected or collectable; and the Council shall authorize the levying and collection of a rate or rates on the assessed value of the property and income assessed in such roll as the Council deems sufficient to raise the sum required to defray the expenses of the City for the then current year, including any deficiency from any preceding year; but notwithstanding anything contained in the Assessment Ordinance or in this Ordinance the Council may authorize the levying and collection upon the assessed value of land and improvements, of a rate greater than that authorized by the Council, to be levied and collected upon the assessed value of personal property, and income.

Council to authorize levying and collection of rates.

(2) The Council may, in the name of the City, from time to time, effect temporary loans from any chartered bank or from any corporation or individual for the purpose of defraying the annual current expenditure of the City, which has been duly authorized by the Council and rated upon the City as by law directed, and the interest on such loans shall be provided for in the annual estimates.

Temporary loans.

(3) Such loan or loans shall not in the whole be at any time more than 75 per cent. of the taxes collected on the assessment for the preceding year, and when that amount has been borrowed shall cease until the said loans have been reduced, when the power may again be exercised to the limit mentioned, and such loan shall be repaid within the financial year.

Loans limited in amount.

19. All public streets, roads, highways, lanes, sidewalks, bridges, squares and thoroughfares, all public sewers, drains and ditches, and all public wells in the City are hereby vested absolutely in the City, and the Commissioner shall have full control over the same, subject to such By-Laws and Regulations as the Council may from time to time make with regard thereto

Streets, etc., vested in City and under control of Commissioner subject to By-Laws.

Cost Street
Service
borne by
general
revenue.

20. All sums of money required for the street service of the City shall be taken from and borne by the general revenues of the City.

Telephone
or other
poles, etc.,
not to be
erected
without
leave.

21. (1) No person shall break up the soil of any street or erect or place in any street, sidewalk, road, lane, park or square within the City, any telegraph, telephone, electric light or other poles without first making application to the Commissioner in writing specifying the purposes for which such breaking up is required, and obtaining his permission therefor in writing; and the Commissioner may impose such terms upon the person applying as the security of the public appears to him to require.

Penalty.

(2) Every person who violates the provisions of this section, or the terms imposed by the Commissioner, shall for every such offense be liable to a penalty not exceeding twenty dollars, and, in default of payment, to imprisonment for a period not exceeding sixty days.

Permit to
move build-
ing required.

22. (1) No person shall move any building upon or over a public street without permission first obtained from the Commissioner and payment of such sum for the privilege as the Commissioner may determine.

(2) Every person who violates the provisions of this section shall be liable to a penalty of not more than twenty dollars, and, in default of payment, to imprisonment for a period of not more than twenty days.

SEWERS.

Sewers.

23. The Commissioner shall have power and authority to lay out, excavate, dig, make, build, maintain, repair and improve all such drains, sewers and water courses as the Commissioner deems necessary or expedient, and to make regulations respecting the same, and for the purpose of protecting and keeping the same free from obstruction.

May enter
upon private
property for
construction
of sewers.

24. (1) When the Commissioner deems it necessary for the public health, or for any other purpose, to construct a sewer upon or across the land of any private

person or corporation, or number of persons, he may enter upon such property from time to time, and as often as is necessary and do, and cause to be done, all such acts as are necessary for the construction and repair of a suitable sewer or drain across such land.

(2) The Commissioner, upon application of any private person or corporation, or number of persons, may empower and authorize such private person or corporation or number of persons, to construct such sewer or drain if the Commissioner deems it necessary for the public health, or for any other purpose, and, unless otherwise provided by the Commissioner, the provisions of this Ordinance shall apply to the construction of such sewer or drain.

Commis-
sioner may
authorize
construction
by private
persons.

BY-LAWS AND ORDINANCES.

25. The City Council, in addition to any powers by this Ordinance conferred upon the Council to make By-Laws and Ordinances, shall have power to make By-Laws in respect to all matters coming within the following classes of subjects, and may from time to time amend or repeal such By-Laws, that is to say:—

Power to
pass
By-Laws.

(1) Regulating its own proceedings and preserving order at Council meetings;

(2) The management of such real property as is required for the public use of the inhabitants of the City and other property of the City.

(3) Regulating the management and providing for the security of public property of any kind belonging to the City, and providing for the permanent improvement of the City in all matters as well ornamental as useful.

(4) Regulating the amounts in which bonds shall be given by city officers concerned in the collection, receipt or expenditure of money, the form thereof, the manner in which they shall be given, and the nature of the security to be given when not otherwise provided.

(5) Taking the census of the City.

(6) Dividing the City into polling divisions and

for establishing polling places therein and varying the same from time to time.

(7) Preserving peace, health and good order within the City.

(8) Restraining and regulating the running at large of dogs, and imposing a tax on the owners, possessors or harbourers of dogs.

(9) Impounding dogs running at large contrary to any By-Law.

(10) Imposing fines upon the owners, possessors or harbourers of dogs who, without provocation, injure any person or property, and restraining and killing dogs which are fierce and dangerous.

(11) Compelling the owners or occupiers of houses to have ladders leading to and on the roofs of such houses.

(12) The prevention of the firing of guns or other firearms, or the setting off of squibs or other fireworks, or the burning of inflammable materials, the carrying of fire, lighted candles or lamps without being covered or secured.

(13) Preventing and regulating the keeping and transporting of gunpowder or other explosive or dangerous substances.

(14) Preventing or regulating the use of fire, lights or candles in livery or other stables, and in cabinet makers' and carpenters' shops, and in other places where combustible substances are kept, and preventing or punishing the use of pipes, cigars or cigarettes in such places.

(15) Regulating the carrying on of factories or trades likely to cause or increase fires or danger to the public safety.

(16) Regulating the time and mode of cleaning chimneys.

(17) The prevention of the occurrence, increase or spreading of fires and the prevention of unnecessary ringing of fire bells.

(18) Providing for the safety, security and advantage of the inhabitants by such rules, regulations and restrictions as are deemed expedient to be observed by all persons in the erection of buildings within the populous parts of the City.

(19) Preventing cruelty to animals, and the destruction of birds, not being inconsistent with any statute or ordinance in that behalf.

(20) Regulating and governing persons using bicycles and other vehicles not drawn by horses, and preventing the riding or driving of bicycles and other vehicles not drawn by horses, upon sidewalks or other places not proper therefor.

(21) Regulating the speed of bicycles ridden through the streets of the City; requiring that all bicycles ridden within the City be furnished with a bell, and that such bell be rung at such times, on such occasions and at such places as by such By-Laws is determined; and requiring that all bicycles ridden within the City be furnished with a lighted lantern or other light at such times as by such By-Law is determined.

(22) Prohibiting the building of barbed wire fences along the roads and streets of the City, and regulating the manner of building other wire fences for the purpose of preventing accidents or injuries therefrom to animals and persons.

(23) Prohibiting the use of swinging sign boards or other signs or signboards of a dangerous nature.

(24) Providing sufficient yards and enclosures for the safe keeping of such animals as it is the duty of the Poundkeeper to impound.

(25) Restraining and regulating the running at large or trespassing of any animals, and providing for impounding them, and for causing them to be sold in case they are not claimed within a reasonable time, or in case the damages, penalty and expenses are not paid according to law.

(26) For appraising the damages to be paid by

owners of animals impounded for trespassing contrary to the laws of the City.

(27) For determining the fees to be allowed to poundkeepers and others in carrying out the provisions of any Ordinance or By-Law with respect to animals impounded.

(28) Providing for the defraying out of the City funds, if it is necessary, the expense of lighting the City or any part thereof, with gas, electricity, oil, or by other means, and compelling the owners or occupiers of real property to allow such work to be done and to permit such fixtures as are necessary to be placed in or about their premises at the cost of the City.

(29) Preventing the violation of, or in any way unlawfully interfering with, cemeteries, graves, tombs, tombstones or vaults where the dead are buried.

(30) Preventing the injuring or destroying of trees or shrubs planted or preserved for shade or ornament, and the defacing of public or private property by printed or other notices.

(31) Making and regulating the use of public wells, cisterns and reservoirs.

(32) Regulating the size and number and construction of doors in churches, theatres and halls or other places of public worship, public meetings or places of amusement, and the street gates leading thereto, and also the size and structure of stairs and stair railings in all such buildings and the strength of beams, joists and their supports.

(33) Appointing and regulating a police force within the City.

(34) The establishment, maintenance and regulation of lock-up houses.

(35) Regulating the slaughter of animals and the sale of meat.

(36) Seizing and destroying all tainted and unwholesome meat, fish, poultry or other articles of foods.

(37) Contracting with any water works or water company for a supply of water for fire purposes and other public uses, for hydrants or otherwise, as may be deemed advisable, and for the renting of any such hydrants for any number of years not in the first instance exceeding three, and renewing any such contract from time to time for such period not exceeding three years as such Council may desire.

(38) Preventing the posting of indecent placards, writing or pictures, or the writing of indecent words or making indecent pictures or drawings on walls or fences in streets or in public places.

(39) Preventing and punishing vice, drunkenness, immorality and indecency on the public streets, highways and other public places.

(40) The protection of, and the prevention of injury to, streets, squares, sidewalks and pavements, and of the posts, railings, trees and other defenses and ornaments thereof.

(41) Preventing the encumbering of streets, sidewalks, roads or highways, or crossings within the City, protecting any such street, sidewalk, road or highway from encroachment and injury, and providing for the confiscation, sale, removal or destruction of every encumbrance thereon.

(42) Providing for the removal of all fences, houses, steps, erections, projections or obstructions whatsoever, or any part or parts thereof, which now or at any time hereafter project over or into any street, road, sidewalk or highway in the City, at the expense of the owners or occupants of the property in connection with which such fence, house, steps, erection, projection or obstruction is used or found.

(43) Preventing the leading, riding or driving of horses, cattle or dogs upon sidewalks or other places not proper therefor.

(44) Compelling persons to remove all snow and ice from the roofs of the premises owned or occupied by them, and to remove and clear away all snow, ice and

dirt and other obstructions from sidewalks, streets and alleys belonging to such premises; providing for the cleaning off and the removal of all snow, ice, dirt and other obstructions from the sidewalks and streets adjoining vacant property, or the property of persons who for twenty-four hours neglect to remove the same, at the expense of the owner or occupant; and in case of non-payment charging such expense as a special rate upon the premises, to be recovered in like manner as other city rates. The Council may in any such By-Law define the area within the City within or over which the By-Law shall be operative.

(45) Regulating the width of tires to be used on different classes of vehicles, and prohibiting the use of the streets of the City to vehicles having tires of less than prescribed width.

(46) Regulating or prohibiting the erection and preservation of lamp posts, telegraph, telephone and electric light poles, signboards, awnings and other fixtures within the City.

(47) Preventing and abating public nuisances.

(48) Providing for places for the deposit of ashes, cleanings of yards and streets and other filth and ordure and compelling the owners or occupants of property within the City to remove all such ashes, cleanings, filth and ordure to such places of deposit.

(49) The removal of all filth and encumbrances from the streets, sidewalks, roads and alleys within the City and places adjacent thereto.

(50) Preventing persons from throwing any dirt, filth or rubbish on any street, road, lane or highway.

(51) Regulating and preventing the erection and continuance of slaughter houses.

(52) The regulation and prevention of the ringing of bells, beating of drums, shouting or other unusual noises in the streets, knocking at doors or ringing of door bells.

(53) The prevention of persons loitering on or

about any steps or entrances of stores or shops, or on the streets or street corners.

(54) The punishing of tramps or other persons entering private dwellings or places of business and remaining therein to the annoyance of the inmates thereof, after being requested to withdraw.

(55) The establishing and regulating of markets, market houses, city scales and fairs.

(56) Regulating all vehicles, vessels and other things in which anything may be exposed for sale or marketed in any streets or public place.

(57) Regulating the manner of selling meat, fish, vegetables grain, hay, straw and fodder.

(58) Restraining and regulating the manner of selling vegetables, fruit, country produce, poultry or animals openly exposed for sale or in market, and all other articles and things by hucksters and runners living in the City.

(59) Regulating the weight of bread and providing for the seizure of bread contrary to such regulations.

(60) The weighing and measuring of coal, wood, lumber, shingles, logs, timber, hay, straw and grain, and fixing the charges therefor.

(61) Licensing persons using bicycles and other vehicles not drawn by horses.

(62) Licensing and regulating auctioneers who are ratepayers within the City, and licensing and regulating auctioneers, junk dealers and peddlers and hawkers and traders of goods who are not ratepayers within the City, with power to discriminate between those who are ratepayers and those who are not, as to the amount of the license fee to be charged.

(63) Regulating and licensing carters, hackmen, wagoners and cartmen; fixing the price to be paid to them for hauling loads or transporting passengers in the City and the quantity of weight to comprise a load.

(64) Regulating and licensing owners of livery

stables and other owners of horses, carriages or motor vehicles letting out the same for hire or profit; and also regulating and licensing porters, butchers and hucksters.

(65) Restraining, prohibiting and licensing and authorizing the Commissioner to license all exhibitions, circuses or other shows for hire or profit.

(66) Restraining, prohibiting, regulating and licensing bowling alleys, billiard tables, bagatelle tables, skating rinks, shooting galleries and merry-go-rounds, concerts or other places of recreation and amusement kept for hire or profit.

(67) Fixing and regulating the fee to be paid for licenses issued under any By-Law of the City.

(68) The purchase or otherwise acquiring and holding any lands situated outside the limits of the City which may be required for a nuisance ground for the purpose of disposing of the sewage and other refuse of the City.

(69) To purchase, lease, erect, own and operate, or to regulate and grant aid to a hospital or hospitals in the City of Dawson.

(70) Building, erecting or buying or leasing, controlling and operating telephone plant, electric light and power plant, gas and water works plant, or purchasing stock in any incorporated company carrying on, or formed for the purpose of carrying on, any of the said businesses, subject to the ratification of the ratepayers.

(71) Sanctioning and permitting the track of any railroad, street railway or tramway to be laid in, on or along any street or avenue of the City, and to provide compensation for any damage that may be done to property on said streets or avenues; the amount of said damage, if any, to be settled in the manner provided herein in regard to the expropriation of land; and to regulate the use of locomotive engines, and of steam or other motive power, and any or every portion of any railroad within the City, and to provide and regulate the speed of cars upon any and every part of any railroad within the City and to impose a penalty not exceeding \$500.00 for any breach of such By-Law

(72) Subject to the provisions of any Act of the Parliament of Canada respecting railways, regulating the speed of railway trains and engines along or across any of the streets or avenues of the City, and preventing the obstruction of any streets or avenues by leaving, keeping or allowing to stand thereon any engine, train, car or cars or truck for a longer period than five minutes at a time, and preventing the loading or unloading of any car or truck alongside or from any street crossing or sidewalk in the City, and blowing of whistles or ringing of bells while the engine is going along or crossing a street or avenue, except under conditions mentioned in such By-Law, and imposing a penalty for breach of such By-Law not exceeding \$500.00.

(a) In any proceedings taken for infraction of By-Laws, passed under the two preceding sub-sections, service of the necessary documents upon any resident employee of the railroad shall be good service upon the owners of the railroad, and both the owners of the railroad and the persons in charge of the engine, car, truck or train shall be liable for the penalty provided in the By-Law, and proceedings may be taken against both or either.

(73) Naming or numbering the streets or avenues and changing the name and numbers or any of them, of streets and avenues now existing or hereinafter laid out within the City.

(74) Providing for any other purpose, matter or thing specially within the powers, duties or control of the City Council.

26. The production of a copy of any such By-Law, purporting to be certified by the City Clerk under his hand and the seal of the City to be a true copy of the By-Law passed by the City Council, shall, without proof of the official character of the City Clerk, or of the said seal, be sufficient evidence of such By-Law. Certified
copy
evidence.

27. The Council may prescribe a penalty not exceeding \$100.00, inclusive of costs, for the violation of any By-Law under the provisions of this Ordinance, and Council
may pre-
scribe pen-
alties for
violation of
By-Laws.

may provide that in default of payment of such penalty, the offender may be imprisoned with or without hard labour for such period, not exceeding three months, as the Council in such By-Law may prescribe.

Penalty.

28. Every person who violates any By-Law of the City, unless the penalty is otherwise fixed by the By-Law, shall, upon conviction, be liable to a penalty not exceeding \$50.00, and in default of payment to imprisonment for a period not exceeding thirty days.

In default of performance under By-Law Council may cause to be done, etc.

29. When the Council, by By-Law or otherwise, directs that any matter or thing shall be done, the Council may, by the same or another By-Law, or otherwise, in default of its being done by any person or corporation required to do the same, cause such matter or thing to be done at the expense of the person or corporation in default, and may recover the expense thereof with costs from such person or corporation as a private debt.

By-Law regulating procedure may be suspended.

30. Any By-Law regulating the procedure at Council meetings may be suspended wholly, or in part, by the unanimous consent of all the members of the Council present.

Criminal Code summary convictions.

31. The procedure and other provisions of the Criminal Code and amending Acts relating to Summary Convictions shall apply to every case in which any person commits, or is charged with, or suspected of, having committed any offense for which a penalty is provided by this Ordinance or by any By-Law passed pursuant hereto.

By-Laws in force.

31A. The By-Laws of the City of Dawson now in force shall, so far as the same are not inconsistent with the provisions of this Ordinance, be and remain the By-Laws of said City, subject to repeal and amendments by the City Council.

REPEAL.

City Charter and Plebiscite Ordinance repealed.

31B. Ordinance No. 45 of 1901, being "An Ordinance to Incorporate the City of Dawson," and Chapter 16 of the Ordinances of 1904, being "An Ordinance to Provide for a Plebiscite Respecting the Dawson City

Charter," and all Ordinances in amendment thereof, are hereby repealed.

OFFICERS.

32. The person from time to time holding the office of Territorial Treasurer shall be the City Clerk, Treasurer, Assessor and Collector of Taxes for said City.

City Clerk,
Treasurer
and
Assessor.

(2) The City Clerk shall truly record in a book all resolutions, decisions and other proceedings of the Council and shall, if required by the members of the Council present, record the name and vote of every such member voting on any matter submitted; and shall keep the books, records and accounts of the Council, and shall preserve and file all accounts acted upon by the Council and also the original and certified copies of all By-Laws and of all minutes and proceedings of the Council, all of which he shall keep in his office.

Duties of
City Clerk.

33. The City Clerk shall, until the Council otherwise prescribe by By-Law, perform the duties appertaining to the office of Assessor and Collector, and any other duties that are from time to time required of him by the Council.

City Clerk
to be
Assessor and
Collector,
etc.

34. The Commissioner may from time to time appoint a deputy to perform all or any of the duties of the City Clerk, or of the Assessor and Collector of Taxes.

Deputy
City Clerk.

35. The books, records and accounts of the City Council and of any committee appointed by the City Council, and of the City Clerk or Clerk of any Committee of the City, shall be open, without fee, to the inspection of any ratepayer of the City at all reasonable times and hours.

Records
open to
inspection.

36. The Treasurer shall receive and safely keep all sums of money belonging to or now or hereafter due, or to accrue due to the City, and shall open an account in the name of the City in such of the chartered banks of Canada doing business in said City as may be approved of by resolution of the Council, and shall forthwith after

Duties of
Treasurer.

receipt thereof deposit to the credit of such account all moneys received by him. All cheques issued on said account shall be signed by the Commissioner and Treasurer.

Cash Book.

37. (1) The Treasurer shall keep a book to be known as the "Cash Book," on the left hand pages of which he shall enter in consecutive order all sums of money received by him, the dates of the receipt thereof, the names of the persons from whom and on what account the same were received and the amounts thereof; and on the right hand pages of which he shall in like manner enter all moneys paid out by him, the dates of the payment thereof, the persons to whom and on what account the same were paid and the amounts thereof.

Cash Book open for inspection by Council.

(2) The cash book shall at all times be open for inspection by any member of the Council and by the Auditor, and shall be produced and exhibited by the Treasurer at all meetings of the Council at which he shall be directed to produce it; and at the times of such meetings it shall show the balance on hand in two items; that is to say: (1) the balance deposited to the credit of the City, and (2) the balance in the hands of the Treasurer, and the Treasurer shall also produce and exhibit at every such meeting the proper book verifying the balance so deposited.

To show balance on hand.

Cash entry only.

(3) No other entry than a cash entry shall be made in the cash book; but the Treasurer shall keep a book to be known as the "journal," in which he shall duly enter all debits and credits not consisting of cash.

Meaning of "cash."

(4) The term "cash" shall mean lawful currency of Canada, cheques, and such other representatives of cash as are usually received and credited as cash by the chartered banks of Canada.

City to provide books.

(5) The cash book and journal shall be provided at the expense of and shall be the property of the City.

Treasurer to submit statement.

38. The Treasurer shall, whenever directed by the Commissioner, or the Council, prepare and submit to the Council at the then next meeting thereof a correct statement of the moneys at the credit of the City, with such details as may be required.

AUDIT OF ACCOUNTS.

39. The financial year of the City shall end on the 31st day of March, and all accounts of the moneys received and disbursed by the City for the year shall be made up by the Treasurer and submitted to the Auditor not later than one week after the end of the year. Audit.

(1) The Council shall, annually, on or before the 15th day of April, appoint one Auditor. The Auditor shall examine and report upon all accounts affecting the City, or relating to any matter under its control or within its jurisdiction for the year in which he is appointed; and shall prepare an abstract in duplicate of the receipts, showing the different sources of the same, and of the expenditures under the different heads thereof, and also of the assets and liabilities of the City. The Auditor shall prepare a report in duplicate which shall contain a summary of all accounts audited by him, and shall file such reports and abstracts in the office of the Treasurer, and thereafter one copy shall be open to the inspection of any ratepayer during office hours, and he may, by himself or his agent, at his own expense, take a copy thereof or abstract therefrom. Council to appoint Auditor.

Auditor's report.

(2) The Auditor shall not remove any books, vouchers or accounts from the office of the Treasurer. Vouchers not to be removed.

40. No person who at any time during the year in which such Auditor is appointed is or has been a member of the Council, or a contractor with or officer appointed by the Council or the Commissioner (other than an Auditor) shall be appointed as such Auditor. Qualification of Auditor.

41. The Council shall, upon the report of the Auditor, finally pass and allow the accounts of the Treasurer, if the same are found to be correct, to the satisfaction of the Council. Council to pass accounts.

42. The Treasurer shall print and publish the Auditor's report and abstract, in such form as the Council directs. Printing report.

ASSESSMENT AND COLLECTION OF TAXES.

Assessment
Ordinance
applies.

43. The provisions of "The Assessment Ordinance" and amendments thereto shall *mutatis mutandis* apply to the City of Dawson.

PUBLIC UTILITIES.

City may
acquire and
operate
water
works, etc.

44. The City shall have power to construct, maintain, improve, extend, take over, purchase, lease or otherwise acquire, control and operate power plants, water works, electric light and telephone plants, and such other public utilities as may by the Council be deemed expedient.

Power to
purchase
land and
contract for
conducting
water
works, etc.

(a) For all purposes connected with the carrying on of any of the above works the City shall have power to purchase any lands, either within or without the City, and to enter into any contract necessary for the proper carrying on of said businesses, and generally to conduct said works and businesses arising in connection therewith, either by the Council or by employees or agents appointed by the Commissioner for the purpose, as fully and freely and with all the powers and rights they would have if specially incorporated for the purpose of carrying on said business.

City may
borrow
money.

(b) The City may raise and borrow the necessary amount required for all or any of the purposes in this section referred to, by the issue and sale of debentures, subject to the ratification of the ratepayers as provided in this Ordinance.

Right to
lay pipes,
etc.

44A. The City shall have and possess all such rights and powers as may be applicable to the City as are given to any and every Public Utility Company under "The Companies Ordinance" passed by the Yukon Council at its present session, including the right to lay pipes, erect poles, wires and other necessary works in and about any such utility undertaking without regard to existing companies, but subject to such restrictions as are or may be provided in any Ordinance of the Territory, and provided that no actual injury to such existing Company is done thereby.

45. The City Council, in addition to any powers by this Ordinance conferred upon the Council to make By-Laws and Ordinances, shall have power to make By-Laws for any of the following purposes: The construction, maintenance, improvement, extension, taking over, purchasing, leasing or otherwise acquiring, controlling and operating, for and in the name of the City, power plants, water works, electric light and telephone plants, and the maintenance of the water supply, electric light service and telephone service, or other public utilities, in and for the City; or for purchasing stock in any incorporated company carrying on or formed for the purpose of carrying on any of the said businesses, subject to the ratification of the ratepayers.

By-Laws for acquiring, etc. public utilities.

46. By-Laws for contracting debts by the issue of Debentures, or otherwise, shall make provision for submitting the same to a vote of the ratepayers, and shall state what percentage or majority of such vote shall be necessary for the adoption of the By-Law by the Council.

By-Laws for contracting debts to be submitted to vote.

46A. The amount of the debenture debt of the City at any time outstanding shall not exceed 20 per cent. of the total amount of the assessed value of land, improvements, personal property and income according to the last revised assessment roll.

Limit amount debentures.

47. In case a By-Law requires the assent of the electors of the City before the passing thereof, the following proceedings shall be taken for ascertaining such consent:

Mode of obtaining assent of ratepayers.

(1) The Council shall, by the By-Law, fix a day and hour for taking the votes of the electors at such places in the City as the Council shall in their discretion deem best, and shall name a Returning Officer and Deputy Returning Officers to take the votes at each place where the votes are to be taken, and shall, subject to the provisions of this Ordinance, define the qualifications of voters, the form of ballot to be used, how the same shall be marked, and the manner in which all proceedings connected with taking such vote shall be conducted; and the day so fixed for taking the vote shall be not less than two nor more than four weeks after the first publication

of the proposed By-Law as hereinafter provided. Such By-Law shall fix the time and place when the Returning Officer shall sum up the number of votes given for or against such By-Law, and the manner of making return to the Council of the result of the vote.

By-Law to
be published.

48. The Council shall, before the voting thereon by the ratepayers, publish a copy of the By-Law in some newspaper published within the City, which publication shall be continued in at least one number weekly of such newspaper for two consecutive weeks, and shall also put up a copy of the By-Law at four or more of the most public places of the City.

Notice of
time of
voting.

49 Appended to each copy so published shall be a notice signed by the City Clerk, stating that such copy is a true copy of a proposed By-Law which will be taken into consideration by the Council after being voted on by the electors, and stating the date of the first publication, and the day, hour and place or places fixed for taking the votes of the electors.

By-Laws
for contract-
ing debts
shall pro-
vide, etc.

50. By-Laws for contracting debts or for borrowing money for any purpose connected with the procuring, taking over, establishing or otherwise dealing with public utilities, under the provisions of this Ordinance, shall provide for the issue of debentures, and need not provide for the levying of any rate; but a rate sufficient to raise the amount required to pay the annual or other instalments of principal and interest, or the annual interest and the annual amount that may be required to provide the Sinking Fund for the redemption of any such debentures shall be levied in each year during the currency of the debentures.

By-Laws
creating
debt to
state
amount,
etc.

51. The By-Law creating debt shall state by recital or otherwise:

(a) The amount of the debt intended to be created and in some brief and general terms the object for which it is to be created.

(b) The period over which the indebtedness is to

be spread or the period at the end of which the same is to be paid.

(c) The rate of interest and whether the same is to be paid annually or semi-annually.

(d) The amount of rateable property in the City according to the last revised assessment roll.

(e) The amount of the existing debenture debt of the City and how much (if any) of the principal or interest thereof is in arrear.

52 The By-Law shall provide the mode and the time within which the indebtedness shall be paid. Time for payment of debt.

53. The debentures to be issued under the By-Law shall be in form following or to the like effect, and the same, as well as the coupons attached thereto, shall be signed by the Commissioner and the City Clerk, and said debentures shall have the corporate seal of the City affixed thereto: Form of debentures.

(FORM 1.)

CITY OF DAWSON.

\$..... Debenture No.....

UNDER the authority of "THE DAWSON CITY CORPORATION ORDINANCE" and of By-Law No.....of the City of Dawson, passed on theday of....., 191....., the said City promises to pay the bearer at, the sum of.....dollars, with interest at the rate of.....per cent. per annum, in.....consecutive annual instalments, according to the terms of the several coupons hereto attached.

(Corporate Seal of the City.)

.....
Commissioner.

.....
City Clerk.

(COUPONS.)

Coupon No.....

Debenture No.....

THE CITY OF DAWSON will pay to the bearer at on the day of 191....., the sum of..... dollars.

.....
Commissioner.

.....
City Clerk.

(FORM 2.)

CITY OF DAWSON.

\$. Debenture No.....

UNDER the authority of "THE DAWSON CITY CORPORATION ORDINANCE" and of By-Law No..... of the City of Dawson, passed on the.....day of 191....., the said City hereby promises to pay to the bearer at the sum of..... dollars on theday of 191...., (if interest is payable in the meantime add) and to pay to the bearer the amount of each of the several interest coupons hereto attached as the same shall respectively become due.

.....
Commissioner.

.....
City Clerk.

(Corporate Seal of the City.)

(COUPONS.)

Coupon No.....

Debenture No.....

THE CITY OF DAWSON will pay the bearer at..... on the day of 191....., the sum of..... dollars.

.....
Commissioner.

.....
City Clerk.

54. Debentures issued by any such By-Law may be issued either all at one time or in instalments at such times as the Council deems expedient; but no debenture shall be issued after the expiration of two years after the final passing of the By-Law, and any debenture may, provided it be actually issued within the said period of two years, bear any date within said period.

Debentures may issue by instalments.

55. Any debenture issued pursuant to this Ordinance shall be valid and binding upon the City notwithstanding any insufficiency in form or substance or otherwise of the By-Law or of the authority of the City in respect thereof; provided that the By-Law has been submitted to the vote of the ratepayers and received the necessary assent, and that no successful application has been made to quash it within two weeks after its final passing.

Debentures valid notwithstanding form.

55A. All debentures which may be issued for the purposes of any such public utility shall be secured by trust deed or mortgage pledging the whole property and undertaking as security for the payment of the debentures and interest and by the establishment of a Sinking Fund for the payment thereof, and such trust deed or mortgage shall pledge to the Trustee the benefit of all contracts with consumers, including the Federal and Territorial Governments.

Debentures to be secured by mortgage.

56. Whenever it becomes necessary in the judgment of the Council to construct, enlarge, improve or repair any power plant, water works, electric light or telephone plants and systems, or any of the works or equipment belonging to or in connection therewith, the property of, or leased or controlled by the City, the City may enter upon and take the lands or property of any person, corporation or number of persons from time to time, and as often as is necessary for the purposes aforesaid, or any of them, and when any lands or property are so taken shall cause a plan of such lands or property, or of so much thereof as is required for the purposes aforesaid, to be made, and shall notify the owner or owners of the lands or property which it is proposed to enter upon or take.

City may take lands or property for works.

Notice to
owner of
land.

57. (1) Before entering upon or taking any land or removing any building, projection, wall, fence or other thing for any purpose under the authority of this Ordinance, or of any Ordinance of the Territory, the Council shall notify the owner of the said land, building, projection, wall, fence or other thing that such land or such removal is required by the City.

(2) Such notice shall contain a description of the land proposed to be entered upon or taken, or of the building, projection, wall, fence or other thing proposed to be removed, and a statement of the purpose for which the same is required.

Arbitration.

58. (1) If the City Council and such owner cannot agree upon the compensation to be paid to the owner for such land, or for any damage that may be caused by entering upon such land, or by removing such building, projection, wall, fence or other thing, the Council shall appoint one arbitrator and shall notify the owner to appoint one arbitrator.

(2) If such owner neglects or refuses to appoint an arbitrator for five days after the service of the said notice the Commissioner shall appoint an arbitrator to act on behalf of the owner, and the two arbitrators so appointed shall choose a third arbitrator.

(3) If the said arbitrators cannot agree upon the third arbitrator he shall be appointed by the Judge upon the application of either party.

Notice by
Arbitrators.

59. (1) The three arbitrators so appointed and chosen, having been first duly sworn to the faithful discharge of their duties before the Commissioner or Judge, shall give notice to the person whose land it is proposed to enter upon or take, or whose building, projection, wall, fence or other thing it is proposed to remove, or to his agent, of the time and place at which they will meet to fix the amount of compensation to be paid.

Award.

(2) At the time and place so appointed they shall proceed to fix and award the amount of the compensation to be paid to the owner of said land, building, projection,

wall, fence or other thing, and shall make a return thereof to the City Clerk within ten days after their appointment.

(3) The award of the arbitrators, or any two of them, shall be final and conclusive and binding on all the parties interested.

Award final and conclusive.

60. Upon the payment or tender to the owner of the amount so awarded, or upon the payment thereof to the Clerk of the Territorial Court under the provisions of this Ordinance, the City shall become the owner in fee simple of the said lands, if such lands have been taken, or shall be entitled to enter upon such lands for the purpose designated by the Council, or to remove such building, projection, wall, fence or other thing.

Upon payment City to become owner in fee simple.

61. (1) If the amount of compensation awarded appears to the Council excessive, when compared to the utility of the work, the Council may suspend or abandon such work at any time, and if such lands have not been entered upon the Council may, within one month after the making of the award, notify the owner of such suspension or abandonment. In such case the City shall not be bound to accept such land or pay the amount of compensation awarded.

Excessive award—Council may abandon.

(2) If the City Council decides to proceed with such work they shall within six months after the arbitrators' award has been filed with the Clerk of the Court, pay to the owner the amount of compensation awarded to him.

Payment within six months.

62. (1) The Council may pay the amount awarded by the arbitrators into the office of the Clerk of the Territorial Court, and deliver to the Clerk a copy of the award in the following cases:

Payment into Court in certain cases.

(a) If there are any claims or encumbrances on the lands taken or entered upon; or

(b) If the owner of the land is unknown; or

(c) If the person to whom the compensation is awarded to be paid cannot be found; or

(d) If there is any dispute as to the ownership of such land, building, projection, wall, fence or other thing taken or removed; or

(e) If there is any dispute as to the person to whom compensation should be paid for the taking or removal thereof; or

(f) If for any other reason the Council deems it advisable.

Payment
out of Court.

(2) The person, or persons entitled to such amount shall, on establishing his or their right, on a summary application to the said Court or a Judge thereof, be entitled to have the same paid over to him or them on order of the Court or Judge.

Award to
contain
description
of land.

63. The award shall contain a description of the land and a copy thereof, certified under the hand of the City Clerk, shall be filed with the Clerk of the Court, and an application shall thereupon be made to said Court or a Judge thereof for an order vesting the title to said land in the City, and such order, on being granted, shall be registered in the Land Titles Office for the Yukon Land Registration District, and a certificate of title issued thereon.

Vesting
order.

If owner
not known
notice by
advertising.

64. If the owner of the land which it is proposed to enter upon or take, or of the building, projection, wall, fence or other thing which it is proposed to remove, is not known, or if there is a dispute as to the ownership thereof, the notices required to be given to such owner may be given by advertisement in a newspaper published in the City.

Arbitrators
must be
ratepayers
and dis-
interested.

65. The arbitrators shall be ratepayers, but shall not be interested in the land entered upon or taken, nor in the building, projection, wall, fence or other thing to be removed, nor in the lands lying along any street, road, land or square proposed to be entered, opened or repaired, but they may be residents of the City.

Compen-
sation.

66. The arbitrators shall receive such compensation, to be paid by the City, as the Council determines.

MISCELLANEOUS PROVISIONS.

67. When, at the trial of any action or complaint in any Court, it is necessary to prove the appointment of any officer of the City, a certificate, under the hand of the City Clerk and seal of the City, stating the time and manner of the appointment of such officer and of his having been sworn into office, shall be sufficient proof of the appointment, and of his having been sworn into office, without any proof of the handwriting or signature of such City Clerk, or of the seal or of the official character of such City Clerk.

Proof of
appoint-
ment of
Officials.

68. When no provision is made in this Ordinance for the administering of any oath or affirmation required to be administered or taken, the same may be administered by the Commissioner, Judge, Police Magistrate, or any Justice of the Peace; and when an oath or affirmation is directed to be administered by or taken before any officer or person, the authority to administer such oath or affirmation is included.

Authority to
administer
oaths.

69. No action *ex delicto* shall be brought against the City or against the City Council or any member thereof, or against any person acting under the authority of the Council or any member thereof, unless within six months next after the cause of action has accrued, and upon one month's previous notice thereof in writing served upon the defendant, or in the case of an action against the City, upon the City Clerk, in which notice the cause of action and the Court in which it is to be brought, shall be explicitly stated, and upon the back thereof shall be endorsed the name and place of abode of the party intending to sue.

Limitation
of actions.

70. All Ordinances of the Yukon Territory affecting matters over which the City Council is given jurisdiction by this Ordinance, shall remain in full force and effect until other provisions are made therefor by said Council.

Ordinances
in force.

APPLICATIONS TO QUASH BY-LAWS.

Application
for order
to quash
By-Law.

71. Any ratepayer of the City entitled to vote as to the adoption or otherwise of any money By-Law, Order or Resolution of the Council, may apply to a Judge for an order to show cause why such By-Law, Order or Resolution should not be quashed. On any such application there shall be produced a certified copy of the By-Law, Order or Resolution, together with an affidavit that the same was received from the City Clerk, and that the applicant is a ratepayer as aforesaid.

Judge may
quash.

72. The Judge, upon the hearing of the matter, at least ten days' notice of which shall be served upon the City, may quash the By-Law, Order or Resolution, in whole or in part, for illegality, and, according to the result of the application, award costs for or against the City.

Time of
application.

73. No application to quash or annul any such By-Law, Order or Resolution, in whole or in part, shall be entertained by the Judge unless such application is made within one month from the final passing of such By-Law, Order, or Resolution.

Corrupt
Practices
ground for
quashing.

74. Any By-Law, the passage of which has been procured through or by means of any corrupt practices, shall be liable to be quashed upon application to be made in conformity with the provisions hereinbefore contained.

Judge may
order
inquiry as
to corrupt
Practices.

75. Before determining any application for the quashing of a By-Law upon the ground that the passing of the same has been procured by means of any corrupt practices, and if it is made to appear to the Judge that probable grounds exist for a motion to quash such By-Law, the Judge may thereupon make an order for an inquiry to be held upon such notice to the parties affected as the Judge may direct concerning the said grounds, before himself, or whom he may appoint to conduct such inquiry; and require that upon such inquiry all witnesses, both in support of and against such By-Law, be orally examined and cross-examined upon oath; and the said Judge, upon the taking or return of said evidence,

as the case may be, may, upon notice to such of the parties concerned as he thinks proper, proceed to hear and determine the question, and if grounds therefor appear to him to be satisfactorily established he may make an order for quashing said By-Law, and order the costs attending such proceedings to be paid by the parties, or any of them, who have supported said By-Law; and if it appears that the application to quash said By-Law ought to be dismissed, the Judge may so order, and in his discretion award the costs to be paid by the persons applying to quash the said By-Law.

76. After an order has been made by a Judge directing an inquiry, and after a copy of such order has been left with the City Clerk, all further proceedings upon the By-Law shall be stayed until after the disposal of the application in respect of which the inquiry has been directed; but if the matter is not prosecuted to the satisfaction of the Judge, he may remove the stay of proceedings.

Proceedings stayed pending inquiry.

77. In case a By-Law, Order or Resolution is illegal, in whole or in part, and in case anything has been done under it which, by reason of such illegality, gives any person a right of action, no such action shall be brought until one month has elapsed after the By-Law, Order or Resolution has been quashed or repealed, nor until one month's notice in writing of the intention to bring action has been given to the City, and every such action shall be brought against the City alone, and not against any persons acting under the By-Law, Order or Resolution.

Action against City.

78. In case the City tenders amends to the plaintiff or his advocate, if such tender is pleaded and (if traversed) proved, and if no more than the amount tendered is recovered the plaintiff shall have no costs, but costs shall be taxed to the defendant and set off against the verdict, and the balance due to either party shall be recovered as in ordinary cases.

Costs when City tenders amends.

79. No By-Law shall be set aside for corrupt practices provided the passage thereof was not effected by such corrupt practices.

By-Law not quashed unless procured by corrupt practices.

PART "2"

Part 1 not
in force
until
proclamation
published.

1. Part 1 of this Ordinance shall not come into force until the Commissioner publishes the Proclamation declaring the City of Dawson to be incorporated under this Ordinance. Before publishing such Proclamation the Commissioner shall submit to the electors the question: "Shall Dawson be governed by a Council consisting of the Commissioner of the Yukon Territory and the members from time to time elected to represent North and South Dawson in the Yukon Council?"

Commis-
sioner to
appoint
date for
plebiscite.

2. The Commissioner shall by Proclamation appoint a day not later than the 15th day of June, 1914, and not less than 30 days after the making of said Proclamation, upon which a vote or plebiscite of the ratepayers of the City of Dawson shall be taken to determine the question stated and referred to in the preceding section.

Returning
Officer to
be named.

3. The said Proclamation shall name a Returning Officer to hold a plebiscite of the ratepayers under the provision of this Ordinance.

Proclama-
tion by
Returning
Officer.

4. The Returning Officer shall, after the publication of said Proclamation, and at least fourteen days before the day fixed for the taking of the vote, provide and cause to be posted up in at least ten conspicuous and public places in the City of Dawson and published in a newspaper published in Dawson, a Proclamation over his signature, setting forth:

- (a) The question to be submitted to the ratepayers;
- (b) The places where and the date when the vote will be taken;
- (c) The time of opening the polls and the time during which such polls shall remain open, and describing the places at which the several polls shall be held.

Qualifica-
tion
of voters.

5. Every person who is a British subject and who was assessed upon the last revised assessment roll of the City of Dawson and whose taxes so assessed have been paid in full on or before the day of such plebiscite shall

be entitled to vote on such plebiscite, and no other person shall be so entitled except as hereinafter provided.

5A. Any corporation being assessed upon such assessment roll and having paid its taxes as above provided shall be entitled to a vote on such plebiscite and may vote by its manager or person then acting as such manager in Dawson notwithstanding such manager or acting manager is not a British subject.

Corporation
may vote
by Manager.

6. The Collector of Taxes for the City of Dawson shall cause to be prepared for use at said plebiscite an alphabetical list of the names of all persons assessed upon said assessment roll who have paid their taxes up to the hour of closing his office on the seventh day prior to the date of such plebiscite and such list shall be certified by said Collector of Taxes and shall be the Voters' List for said plebiscite.

Voters'
List.

7. Every person assessed upon said assessment roll who shall have paid his taxes so assessed at any time after the said seventh day prior to the date of the plebiscite, and before four o'clock of the day of such plebiscite, shall be entitled to receive from said Collector of Taxes a certificate that his taxes have been paid and shall on production of such certificate to the Deputy Returning Officer at any polling place and filing the same with him be entitled to have his name entered on the Voters' List at that polling place and shall be given a ballot and be entitled to vote. All such certificates shall after the close of the poll be placed in the ballot box and delivered therewith to the Returning Officer.

Persons not
on list may
vote on
certificate
of payment
of taxes.

8. The Returning Officer shall provide a polling place and ballot box for use thereat for every 250 voters and for each polling place shall appoint a Deputy Returning Officer and Poll Clerk, and said election or plebiscite as to division of voters' lists for the several polling stations, the secret marking of ballots and otherwise shall be conducted as far as may be under the provisions hereof in the same manner as is provided by law at an election for a member of the Yukon Council.

Polling
place, etc.,
to be
provided.

Election officials to be sworn.

9. The Returning Officer, Deputy Returning Officers and Poll Clerks shall, before entering upon their respective duties, take the oath in Form "B" in the Schedule to this Ordinance, to the proper and faithful discharge of the same. Such oath may be taken before a Justice of the Peace or a Commissioner for taking affidavits.

Opening and closing of poll

10. Upon the day fixed by the Commissioner the Deputy Returning Officers shall open the poll at nine o'clock in the forenoon and shall keep the same open until five o'clock in the afternoon. The Returning Officer shall provide a ballot box, a sufficient number of ballot papers and the necessary material to mark the ballots for each Deputy Returning Officer.

Poll book.

11. The Poll Clerks shall write in the poll books the name of each voter when he offers to vote.

Agents.

12. The Returning Officer shall, by writing under his hand, appoint from the applicants for such appointment, or on behalf of persons applying to have such appointment made, two agents to attend at each polling station during voting hours and at the final summing up of the votes on behalf of those desirous of an affirmative answer to the question and two agents so to attend on behalf of those desirous of obtaining a negative answer to the question.

Person refusing to take oath cannot vote.

13. No person shall be permitted to vote who refuses, when required by the Deputy Returning Officer or any agent appointed on behalf of the affirmative or negative side, to take either of the oaths set out in Forms "C" and "D" in the Schedule to this Ordinance.

Ballot paper.

14. Ballot papers for the purpose of voting under Part 2 of this Ordinance shall be in the following form:

SHALL Dawson be incorporated and governed by a Council consisting of the Commissioner of the Yukon Territory and the members from time to time elected to represent North and South Dawson in the Yukon Council?

Yes	No

15. The ballot papers shall be prepared by the Returning Officer.

Returning Officer to prepare ballot papers.

16. An affirmative vote on the question shall be made by writing the letter "X" under the word "Yes," and a negative vote shall be made by writing the letter "X" under the word "No" opposite such question.

Marking of ballot.

17. After summing up the votes the Deputy Returning Officer shall furnish the Agents for both the affirmative and negative sides with a certificate of the number of affirmative and negative votes respectively and then place all ballots, poll books and oaths in the ballot box, seal up the same in the presence of the Agents and return the same to the Returning Officer, together with a written statement of the votes for and against.

Deputy Returning Officer to give certificates, etc.

18. The Returning Officer shall, as soon as possible, sum up the result of the returns of all the Deputy Returning Officers and make a return to the Commissioner of the result of the plebiscite.

Returning Officer to sum up.

19. If the majority of the votes polled is in the affirmative the Commissioner shall forthwith publish the Proclamation referred to in Section 1 of Part 2 of this Ordinance, and thereupon Part 1 of this Ordinance shall be and come in force.

If vote in affirmative Proclamation to be published.

FORM "A" (Section 13)

OATH OF OFFICE.

I,, do swear that I will truly, faithfully and impartially, and to the best of my knowledge and ability, execute the office of a member of the City Council for the City of Dawson; and that I have not received any payment or reward, or promise of such, for the exercise of any partiality, or neglect or undue execution of the said office; and that I have not myself, nor on behalf of any other person, either directly or indirectly, any interest in any contract with or on behalf of the said City.

FORM "B"

(Part 2, Section 9)

OATH OF RETURNING OFFICER, DEPUTY RETURNING
OFFICER AND POLL CLERK.

I,, do swear that I have not received any sum of money, office, employment or gratuity, or any bond, bill or note, or any promise of gratuity by myself or another, to my use or advantage, for making any return at this election; that I will return to the Returning Officer or Commissioner (as the case may require) a true and faithful account of the votes polled in this election, and that I will faithfully discharge my duty at the election to the best of my knowledge and judgment. So help me, God.

FORM "C"

(Part 2, Section 13)

I,, do solemnly swear that I am the person whose name appears on the voters list for use in this election; that I am a British subject of the full age of twenty-one years; that I have not before voted at this election, and that I have not received or been promised any consideration whatsoever for voting at this election. So help me, God.

FORM "D"

(Part 2, Section 13)

I,, do solemnly swear that I am the person named, or purporting to be named by the name of.....in the certificate now shown to me; that I have not before voted at this election, and that I have not received or been promised any consideration whatsoever for voting at this election, and that I have paid the taxes due by me to the City of Dawson as shown upon the last revised assessment roll of said City, and that I am a British subject of the full age of twenty-one years. So help me, God.

CHAPTER 18

AN ORDINANCE TO AMEND CHAPTER 64 OF THE CONSOLIDATED ORDINANCES, 1902, BEING THE "ASSESSMENT ORDINANCE."

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Section 7 of said Ordinance is hereby amended by striking out Rule 1 in said section and substituting therefor the following: Land and improvements, how assessed.

Rule 1. Land shall be assessed separately from improvements. Land and improvements shall be assessed at their fair value. In estimating such value regard shall be had to the situation of the property and the purpose for which it is used, or if sold by the then owners it could and would probably be used in the next succeeding twelve months. In case where the value at which any specified land or improvements has been assessed appears to be more or less than its true value the amount of the assessment shall nevertheless not be varied on appeal unless the difference be gross if the value at which it is assessed bears a fair and just proportion to the value at which land and improvements in the immediate vicinity of the land or improvements in question are assessed.

2. Section 36 of said Chapter 64 is amended by striking out after the word "shall" in the ninth line thereof the words "levy and collect a rate" and inserting in lieu thereof the words "determine upon levy and collect a rate or rates." Sec. 36 amended.

CHAPTER 19

AN ORDINANCE FOR GRANTING TO THE COMMISSIONER CERTAIN SUMS OF MONEY TO DEFRAY THE EXPENSES OF THE PUBLIC SERVICE OF THE YUKON TERRITORY.

[Assented to March 30th, 1914.]

Whereas, It appears by Message from George Black, Esquire, the Commissioner of the Yukon Territory, and in the Supplementary Estimates accompanying the same, that the sums hereinafter mentioned in the Schedules "A" and "B" are required to defray certain further expenses of the Public Service of the Yukon Territory, and for other purposes relating thereto for the twelve months ending March 31st, 1913, and are required to defray certain further expenses of the Public Service of the Yukon Territory and for other purposes relating thereto for the twelve months ending March 31st, 1914; and,

Whereas, It appears by Message from George Black, Esquire, the Commissioner of the Yukon Territory, and the Estimates accompanying the same, that the sums hereinafter mentioned in Schedule "C" to this Ordinance are required to defray certain expenses of the Public Service of the Yukon Territory, and for the purposes relating thereto for the twelve months ending March 31st, 1915;

It is, therefore, hereby enacted by the Commissioner, by and with the advice and consent of the Council of the Yukon Territory, as follows:

1. From and out of the sums at the disposal of the Yukon Council there shall be paid and applied a further sum not exceeding in the whole eighty thousand seven hundred and fifty-nine dollars and sixty-eight cents, for defraying the several charges and expenses of the Public

Service for the twelve months ending March 31st, 1913, and March 31st, 1914, as set forth in Schedules " A " and " B " to this Ordinance.

2. From and out of the funds at the disposal of the Yukon Council there shall and may be paid and applied a sum not exceeding in the whole three hundred and fifty thousand one hundred dollars for defraying the several charges and expenses of the Public Service for the twelve months ending March 31st, 1915, as set forth in Schedule " C " to this Ordinance.

3. The due application of all monies expended shall be duly accounted for.

SCHEDULE " A."

Further sums granted to the Commissioner by this Ordinance for the twelve months ending March 31st, 1913, and for the purposes for which they are granted.

To defray additional expenses of the Government of the Yukon Territory for the twelve months ending March 31st, 1913, as follows:

Travelling expenses	\$1,821.08
Dawson School	1,060.24
Whitehorse School	2.15
Grant for fencing and otherwise improving old North Dawson cemetery.....	209.33
Dawson Fire Department.....	225.00
Dog Pound	353.00

SCHEDULE " B."

Further sums granted to the Commissioner by this Ordinance for the twelve months ending March 31st, 1914, and for the purposes for which they are granted.

To defray additional expenses of the Government of the Yukon Territory for the twelve months ending March 31st, 1914, as follows:

Travelling expenses	\$ 175.65
Schools Generally	110.19

St. Mary's School.....	4,950.00
Assisted Schools	513.75
Town of Whitehorse.....	519.49
Contingencies	4,441.50
Roads, Bridges and Public Works.....	58,415.20
Dawson Fire Department.....	3,909.46
Dawson Contingencies and Salaries.....	3,788.99

Sums granted to the Commissioner by this Ordinance for the twelve months ending March 31st, 1915, and for the purposes for which they are granted.

To defray the expenses of the Government of the Yukon Territory for the twelve months ending March 31st, 1915, as follows:

GROUP I.—TERRITORIAL.

ESTIMATED EXPENDITURE.

Salaries and Travelling Expenses.

Salaries	\$10,600.00	
Travelling Expenses	3,500.00	
		\$ 14,100.00

Yukon Council.

Indemnity and Travelling Expenses.....	7,250.00
--	----------

Schools.

Schools Generally	\$ 4,670.00	
Dawson Public School	23,610.00	
St. Mary's School	6,600.00	
Whitehorse School	6,580.00	
Assisted Schools	5,000.00	
		46,460.00

Hospitals, Charities and Public Health.

Good Samaritan Hospital.....	\$10,000.00	
St. Mary's Hospital.....	10,000.00	
Whitehorse General Hospital.....	3,600.00	
Public Health	2,400.00	
		\$ 26,000.00
Carried forward	\$26,000.00	\$ 67,810.00

Brought forward	\$26,000.00	\$ 67,810.00
Salary, Medical Health Officer, Dawson	1,200.00	
Salary, Assistant Medical Health Officer, Whitehorse.....	600.00	
Salary, Meat and Slaughterhouse Inspector	900.00	
Smallpox Epidemic, 1911.....	1,479.47	
	<hr/>	30,179.47

*Grants to Libraries, Reading
Rooms, Etc.*

Dawson Free Library (Territorial)	\$ 3,900.00	
Whitehorse Free Reading Room..	900.00	
Carcross Free Reading Room.....	300.00	
Yukon Law Library.....	500.00	
Whitehorse Law Library.....	50.00	
Yukon Rifle Association.....	200.00	
Cartier Memorial Fund.....	100.00	
	<hr/>	5,950.00

Miscellaneous.

Preventive Service	\$ 850.00	
Town of Whitehorse.....	6,392.00	
Territorial Agent, Whitehorse....	200.00	
Maintenance, Assay Office, White- horse	4,400.00	
Construction, Assay Office, White- horse	5,000.00	
Printing and Stationery.....	3,500.00	
Contingencies	3,000.00	
Subsidy to Steamers for 10 trips Dawson to Mayo via Scroggie, 1914	3,500.00	
Street Repairs and Sidewalks, Carcross	125.00	
Assistance for the Development of Quartz	5,000.00	
Consolidation of Ordinances and Printing	5,500.00	
	<hr/>	37,467.00

Carried forward\$141,406.47

Brought forward\$141,406.47

ROADS, BRIDGES AND PUBLIC WORKS.

Construction.

Whitehorse General Hospital.....	\$ 8,000.00	
McQuesten River to Dublin Gulch.	10,000.00	
Minto to Galena Creek.....	5,000.00	
Glacier Summer Trail to North Fork of Sixtymile	2,000.00	
Fortymile Bridge	200.00	
Indian River to Montana.....	6,000.00	
		31,200.00

Maintenance and Repairs.

Glacier Winter Road via Swede...\$	2,000.00	
Glacier Summer Road.....	2,000.00	
Dawson-Ogilvie Bridge Road.....	500.00	
Dawson Cable Ferry.....	3,500.00	
Dawson-Fortymile Winter Road...	1,000.00	
Bonanza, Eldorado, Calder and Quartz Road	4,000.00	
Indian River to Stewart Road...	4,000.00	
Stewart to Pelly Road.....	10,000.00	
Eureka Road	500.00	
Barker Road	1,000.00	
Thistle Creek Road.....	1,000.00	
Henderson Creek Road.....	750.00	
Right Fork, Scroggie Road.....	1,500.00	
Upper Bonanza Road.....	500.00	
Hunker-Dominion Road	6,000.00	
Bear Creek Road.....	300.00	
Dome-Sulphur Road	4,000.00	
Klondike River Road.....	10,000.00	
Upper Stewart District Roads...	2,000.00	
Pelly River to Yukon Crossing Road	3,000.00	
Yukon Crossing to Whitehorse Road	10,000.00	
Tahkeena Ferry	500.00	
Livingstone Creek Road.....	100.00	
Kluane Road	2,000.00	
Wheaton River Bridge and Road	.	
Outstanding Accounts, 1913-14	2,270.00	

Carried forward\$72,420.00 \$172,606.47

SUPPLY.

281

Brought forward	\$72,420.00	\$172,606.47
Pueblo Road	3,000.00	
Winter Roads	10,000.00	
Cable Bridge, Sixtymile, and Road	500.00	
White River, Snag to Boundary		
Road outstanding accts, 1913-14	3,003.00	
Ferries	22,500.00	
Contingencies	7,970.53	
		119,393.53
		\$292,000.00

GROUP II.

CITY OF DAWSON.

Fire Department	\$33,510.00	
Street Lighting	3,800.00	
Grant to Free Library.....	2,100.00	
Printing and Stationery	500.00	
Contingencies	1,000.00	
Salaries	1,300.00	
Maintenance, Dog Pound	600.00	
Streets and Sidewalks.....	11,290.00	
City Water System.....	4,000.00	
		58,100.00
		\$350,100.00

In the event of there being a surplus of moneys standing to the credit of any item voted for Roads, Bridges and Public Works, after the construction, or repairs provided for have been completed to the satisfaction of the Superintendent of Public Works, such surplus of moneys shall forthwith, on the acceptance of such work or repairs by the Commissioner of the Yukon Territory, be taken from the said item and become part of and be added to the amount provided for contingencies to such Roads, Bridges and Public Works, and shall thereafter be at the disposal of the Commissioner of the Yukon Territory for Roads, Bridges and Public Works.

CHAPTER 20

AN ORDINANCE TO AMEND CHAPTER 76 OF THE CONSOLIDATED ORDINANCES, 1902, BEING "THE LIQUOR LICENSE ORDINANCE."

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1! Said Chapter 76 of the Consolidated Ordinances is amended by adding thereto immediately after section 46 thereof the following sections:

No saloon
license to
extend
beyond 14th
July, 1916.

46A. No saloon license shall be issued to extend beyond the fourteenth day of July, 1916, and thereafter no saloon license shall exist or be issued.

If premises
meet hotel
requirements
license may
be granted.

46B. A person holding a saloon license expiring on the fourteenth day of July, 1916, whose licensed premises shall on that date comply in all respects as to accommodation and otherwise with the provisions of the "Liquor License Ordinance" then in force in regard to licensed hotels in the City of Dawson may in the discretion of the person or body having power under said last-named Ordinance to grant any such license be granted an hotel license upon complying with the requirements of such "Liquor License Ordinance."

Date of
coming into
force.

2. This Ordinance shall come in force on the fifteenth day of July 1914.

CHAPTER 21

AN ORDINANCE RELATING TO CHARGES FOR ELECTRIC LIGHT AND WATER IN DAWSON.

[Assented to March 30th, 1914.]

The Commissioner of the Yukon Territory, by and with the advice and consent of the Council of said Territory, enacts as follows:

1. Section 5 of Ordinance No. 29 of 1900, being "An Ordinance Respecting the Dawson Electric Light and Power Company," is amended by striking out the words "in Council" at the end of said section. Section 5 of Ordinance No. 29 of 1900 amended.

2. Section 4 of Ordinance No. 14 of 1900, being "An Ordinance to Incorporate the Dawson City Water and Power Company, Limited," is hereby amended by striking out the words "in Council" at the end of said section. Section 4 of Ordinance No. 14 of 1900 amended.

3. Notwithstanding anything contained in "The Companies Ordinance" passed at the present session of said Council, until the said companies above named shall have respectively passed the By-Laws as provided by section 183 of the said "The Companies Ordinance" concerning the fixing and collection of tolls, charges, rates or levies for the public service, the provisions of the said Ordinances No. 14 of 1900 and No. 29 of 1900 as amended by this Ordinance shall apply. Provisions of Ordinances as amended to apply notwithstanding a "Companies Ordinance."

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