

An Act to Incorporate The Commercial Trust Company

being a Private Act

Chapter 42 of the *Statutes of Saskatchewan, 1907*
(effective April 3, 1907).

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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1907
CHAPTER 42

An Act to incorporate the Commercial Trust Company

(Assented to April 3, 1907)

Preamble

WHEREAS a petition has been presented praying for the incorporation of a company for the purpose and with the powers herein set forth;

And whereas it is deemed expedient to grant the prayer of the said petition:

Therefore His Majesty by and with the advice and consent of the Legislative Assembly of Saskatchewan enacts as follows:

Formation of company

1 That Samuel McLeod, financial agent; William Knox, contractor; Alphonse Turgeon, advocate; and James H. Lindsay, advocate, all of the city of Prince Albert, in the Province of Saskatchewan and all and every other person or persons who shall hereafter become stockholders in the said company shall be and they are hereby created a body corporate and politic by and under the name of the “Commercial Trust Company”, and by that name shall have perpetual succession and may sue and be sued and have and use a common seal and be capable by law to make, deliver and accept and receive all deeds, conveyances, mortgages and transfers, assignments and contracts necessary to carry into effect the provisions of this Act and to promote the objects and designs of the said company.

1907, c. 42, s. 1.

Objects of company

2(1) The objects of the company shall be and it is hereby authorised to take, receive and hold all estates and property real and personal which may be granted, committed, transferred, delivered or conveyed to it with its consent upon any trust or trusts whatsoever not contrary to law at any time or times by any person or persons, body or bodies corporate or by any court of the province and to administer, fulfil and discharge the duties of such trusts for such remuneration as may be agreed on and they are also authorised to act generally as agents or attorneys for the transaction of business and the management and winding up of estates.

Loan company

(2) The expression “loan company” embraces and includes every loan and every loaning land company and also every corporation, incorporated company and association wheresoever incorporated not being a bank and insurance company or a trust company whose business or one of whose businesses is to lend money at interest either to the public or its own members whether the head office is in Saskatchewan or elsewhere and which carries on any such business in Saskatchewan; also every corporation, company or association carrying on the business of buying and selling land in Saskatchewan which has or had at the end of the calendar year preceding the year of taxation under this Act amongst its assets any money remaining unpaid on any sales of such lands no matter when made.

1907, c. 42, s. 2.

Company can act as safe deposit

3 The company is also authorised to act as a safe deposit company and to receive and store for safe keeping all kinds of securities and personal property and to rent spaces and compartments for the storage of securities or personal property and to enter into all legal contracts for regulating the terms and conditions upon which the said business is to be carried on; and for such purposes to acquire by purchase, lease or otherwise such real and personal estate and property as may by said company be considered necessary.

1907, c. 42, s. 3.

Company can act as executor

4 The company is also authorised to accept and execute the offices of executor and administrator, administrator *de bonis non*, trustee, receiver, curator, assignee, liquidator, sequestrator, receiver or guardian or to perform any of the duties appertaining to any such office in respect of any estate, matter or proceeding under the authority of any court or judge; and in all cases when application shall be made to any court in the province having jurisdiction for that purpose or for the appointment of any executor, trustee, receiver, guardian, administrator or administrator *de bonis non* in shall be lawful for any such court to appoint the said company subject as hereinafter provided with its consent to hold such office or offices and the accounts of the said company as such executor, administrator, administrator *de bonis non*, trustee, receiver or assignee shall be regularly settled and adjusted by the proper officers or tribunals; and all proper, legal, usual and customary charges, costs and expenses shall be allowed to the said company for the care and management of the estate committed to it.

1907, c. 42, s. 4.

Moneys to be kept separate

5 The moneys and securities of each trust shall always be kept distinct from those of the company and in separate accounts and so marked in the books of the company for each particular trust as always to be distinguished from any other in the register and any other books of the company to be kept by the company and so invested that at no time shall trust moneys form part of or be mixed with the general assets of the company; and the company shall in receipt of all trust moneys and securities and the overseeing and management of the same keep distinct records and accounts of all operations connected therewith:

Proviso

Provided always that in the management of money and property held by the company as trustees under the powers conferred by this Act the company may unless the authority creating such trust otherwise directs invest the same in a general trust fund of the company.

1907, c. 42, s. 5.

Liability of company

6 The liability of the company to persons interested in any estate or property held by the said company in any such office as aforesaid shall be the same as if the estate or property had been held by any private person in such capacity respectively and its power shall be the same.

1907, c. 42, s. 6.

Court may direct how money to be invested

7 Any court of competent jurisdiction or any judge thereof may by order made with the consent of the company direct that any money held by such court or under its control be deposited with the said company upon such terms as to the payment of interest thereon and otherwise as may be provided in and by such order and in such event the company may invest the same in any of the securities mentioned in such order or as specified in section 12 of this Act but in no others.

1907, c. 42, s. 7.

Render statements

8 The company shall be subject at all times to the further orders, judgments and decrees of any court of record or judge from which it shall have accepted any trusts, appointment or commission as to such trust; and shall render to such court itemised and verified accounts, statements and reports as may be required by law or as such court or judge shall order in relation to such particular trust.

1907, c. 42, s. 8.

Same powers as executors, etc.

9 The company in execution of any trust assumed under the powers contained in this Act shall have all the powers, rights and privileges conferred upon trustees, executors and administrators of estates under the provisions of any Act in force in this province.

1907, c. 42, s. 9.

Guarantee payments

10 The company may also guarantee payments of principal or the payment of the interest or both of any moneys held by the company for investment under any of the trusts authorised or agreed upon.

1907, c. 42, s. 10.

To hold real estate

11 The company shall have the power to hold real estate not exceeding fifty thousand dollars (\$50,000) in value for the purposes of its business and further subject to the laws in force in the province any real estate of whatever value, which being mortgaged to it may be acquired by it for the protection of its investments; and may from time to time sell, mortgage, lease or otherwise dispose of the same.

1907, c. 42, s. 11.

Powers

12 The company shall have power and it is hereby authorised:

1. To invest any moneys forming part of its capital or reserve of accumulated profits in such securities real or personal as the directors may from time to time deem expedient:

Provided nothing in this Act shall authorise the company to engage in the business of banking or life insurance;

2. The company shall not loan its funds, moneys, capital, trust funds or other money whatsoever to any director, officer, agent or employee thereof nor shall any director, officer, agent or employee become in any manner indebted to the said company except for any unpaid liability for shares subscribed:

Provided that the execution and delivery of any bond required from such officer, agent or employee shall not be considered as an indebtedness for the purpose of this section.

1907, c. 42, s. 12.

Capital of company

13 The capital stock of the company shall consist of five hundred shares of \$100 each, being fifty thousand dollars with the privilege of increasing the same by a vote of the shareholders to one hundred thousand dollars; and should the capital stock at any time be increased the shareholders at the time of such increase shall during such period as may be prescribed by the directors be entitled to a *pro rata* allotment of such increase.

1907, c. 42, s. 13.

Directors to administer

14 The affairs of the company shall be administered by a board of not less than five directors being severally holders of at least ten shares of stock upon which all calls have been paid; and the office of a director upon his ceasing to hold that number of shares or becoming insolvent by voluntary assignment or compulsory liquidation shall immediately and *ipso facto* cease and be vacated.

(2) Such directors shall be elected at the first general meeting and thereafter at each annual meeting of the company to hold office until their successors are elected and if otherwise qualified may always be re-elected and the majority of the members of such board shall be a quorum thereof and in case of the death, resignation or removal or disqualification of any director such board if they see fit may fill the vacancy until the next annual meeting of the company by appointing any qualified shareholder thereto; but a failure to elect directors or any failure of directors shall not dissolve the corporation and an election may be held at any general meeting of the company called for the purpose:

Provided always that no more than two hundred votes shall be cast by any one person on shares held by him in his own name or held for him in trust by any other person or persons.

1907, c. 42, s. 14.

Powers of directors

15 The board of directors shall have power in all things to administer the affairs of the company and to make or cause to be made any purchase and any description of contract which the company may by law make, to adopt a common seal, to make from time to time any and all bylaws not contrary to law or to the votes of the shareholders regulating the calling in of instalments of stock and payment thereof, the issue and registration of share certificates, the forfeiture of shares for nonpayment of calls or instalments, the disposal of forfeited stock and the proceeds thereof, the transfer of shares, the declaration and payment of dividends, the appointment, function, duties and removal of all agents, officers and servants of the company, the security to be given by them to the company and their

remuneration, the time and place for holding the annual and other meetings of the company within the province, the calling of meetings of the company and the board of directors, the requirements as to proxys, the procedure in all things at such meetings, the site of their chief place of business and of any offices which they might require to have, the imposition and recovery of all penalties and forfeitures admitting of regulation by bylaw and the conduct and management in all other particulars of the affairs of the company; but every such bylaw and every repeal, amendment and re-enactment thereof shall have force only until the next meeting of the company unless confirmed at a general meeting of the company or at an extraordinary meeting of the company called for that purpose and every copy of any bylaw under the seal of the company and purporting to be signed by any officer of the company shall be received in all courts of law as *prima facie* evidence of such bylaw.

1907, c. 42, s. 15.

Organisation of company

16 For the purpose of organising the said company the persons named in section 1 of this Act shall be provisional directors thereof and they or a majority of them may cause stock books to be opened upon which stock books shall be recorded the transactions of such persons or corporations as desire to become stockholders in the said company; and such books shall be opened at the city of Prince Albert or elsewhere in the Province of Saskatchewan at the discretion of the provisional directors and shall remain open as long as they may deem necessary.

1907, c. 42, s. 16.

Commencement of business

17 The company shall not be entitled to commence business until at least fifty per cent of the authorised capital stock of the company has been subscribed and ten per cent of the said authorised capital has been fully paid up.

1907, c. 42, s. 17.

May amalgamate with or purchase business of other companies

18 The company shall have power to amalgamate with or purchase the business of any other company authorised to transact the execution of trusts upon such terms and conditions as may be agreed upon and shall not impair the recourse and remedy of any creditor of either company; but before such amalgamation or purchase the consent of two-thirds of all shareholders of the Commercial Trust Company shall be obtained at a general or special meeting of the shareholders called for that purpose.

1907, c. 42, s. 18.

Agencies

19 The said board may appoint agencies or local boards of directors in any city or town in Great Britain or the Dominion of Canada their mode of appointment and powers to be fixed by the bylaws of the company.

1907, c. 42, s. 19.

May own stock in other companies

20 The company may subscribe for and accept transfers of and possess shares in the capital stock of any other company or corporation in payment or on account of any or all rights or other privileges purchased, leased or otherwise acquired from the company; and in order to receive payment in whole or in part of any claim due to it by any company or corporation the company may with their consent continue the business carried on by any such company or corporation.

1907, c. 42, s. 20.

Acquire by purchase, mortgage, etc.

21 It shall be lawful for the company to acquire by purchase or otherwise mortgages upon real estate and debentures of municipal or other corporations issued under statutory authority and to resell the same at such time and in such manner as to it may seem expedient.

1907, c. 42, s. 21.

Borrow money

22 The directors may from time to time with the consent of the majority of the shareholders of the company present at any general meeting either in person or by proxy borrow money on behalf of the company at such rates of interest and upon such terms as they may from time to time think proper; and the directors may for that purpose make and execute any mortgages, bonds or other instruments under the common seal of the company for any sums not less than \$100 each or assign, transfer or deposit by way of equitable mortgage or otherwise any of the documents or the title deeds, muniments, securities or property of the company and either with or without powers of sale or other special provisions as the directors shall deem expedient.

1907, c. 42, s. 22.

Issue debentures

23 The debentures to be issued under the authority of this Act shall be in such form as the directors shall decide upon.

1907, c. 42, s. 23.

Loan money for others

24 It shall be lawful for the company in exercising the powers conferred by this Act as agent on behalf of others to lend money on any security real or personal or both; and to purchase mortgages, bonds and debentures of municipal or other corporations, the stock of incorporated banks and other securities or evidence of debt and the same to resell as it may seem advisable; and for that purpose to execute such assignments or other instruments as may be necessary for carrying the same into effect.

1907, c. 42, s. 24.

Authorise issue of paid up shares

25 The company may by resolution authorise the issue of paid up shares in payment of any of its obligations provided that the amount of the paid up stock as issued shall not exceed the amount of its authorised capital.

1907, c. 42, s. 25.

May appoint or elect advisory board in other provinces

26 The company may appoint or elect an advisory board in any of the provinces of Canada wherein the company is licensed to transact business whose duty shall be defined by the bylaws of the company; and the persons named in section 1 of this Act shall be directors of the company until replaced as aforesaid; and such directors may exercise all such powers, give all such consent, make all such arrangements and agreements and generally do all such acts and things as are or shall be by any bylaw of the company or articles of the company directed to be authorised, given or done by the company and are not thereby expressly directed to be exercised, given, made or done by the company in general meeting but subject nevertheless to the provisions of such acts, bylaws and articles and subject also to such regulations, if any, as may from time to time be prescribed by the company in general meeting; but no regulations made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulations had not been in force.

1907, c. 42, s. 26.

Action of directors to be valid

27 The act of the directors or of any committee thereof appointed by the directors shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such director or member of any such committee or that they or any of them were or was disqualified be as valid as if such person had been duly appointed and was qualified to be a director.

1907, c. 42, s. 27.

Powers of directors

28 The directors shall have such powers, privileges and authorities as may be set forth and directed in and by bylaws of the company passed from time to time at any general meeting of the company.

1907, c. 42, s. 28.

Register to be *prima facie* evidence

29 The register of shareholders shall be *prima facie* evidence of any matter by this Act directed or authorised to be entered therein.

1907, c. 42, s. 29.

Liability of shareholders

30 No shareholder of the company shall be liable for or charged with the payment of any debt or demand due by the company beyond the extent of the amount unpaid on his shares in the capital stock of the company.

1907, c. 42, s. 30.

Offices

31 The company shall at all times have an office in Prince Albert and in such other parts of the province as the directors may determine.

1907, c. 42, s. 31.

Serving of summonses, etc.

32 Any summons, statement of claim, notice, order or other document required to be served upon the company in the province may be served by leaving the same at any of the company's offices in the province with an adult person in the employ of the company.

1907, c. 42, s. 32.

Same

33 A notice or other document served by registered post by the company on a shareholder shall be taken as served at the time when the letter containing it would be delivered in the ordinary course of post; and proof that such letter was properly addressed and put into the post office and time when it was put in and the time for its delivery in the ordinary course of post shall be sufficient proof of such service.

1907, c. 42, s. 33.

Application of *The Companies Ordinance*

34 Subject to the provisions of this Act the provisions of *The Companies Ordinance* shall in so far as the same may be applicable thereto apply to the company.

1907, c. 42, s. 34.