



CHAPTER 65.

An Act to incorporate the Masonic Temple Association of Victoria, British Columbia.

[12th April, 1893.]

WHEREAS the Victoria-Columbia Lodge, No. 1, of Ancient Free and Accepted Masons of British Columbia, the Vancouver-Quadra Lodge, No. 2, of the same Order, and the Columbia Royal Arch Chapter, No. 120, of the Registry of Scotland (three unincorporated bodies), have, by petition set forth—

(a.) That by an indenture dated the 15th day of February, 1878 (hereinafter referred to as "the said Trust Deed"), Frederick Williams, of Victoria, conveyed to Eli Harrison, the elder, Thomas Trounce, and Eli Harrison, the younger, all those pieces or parcels of land in the City of Victoria, known and numbered as town lots 609 (six hundred and nine) and 610 (six hundred and ten), on certain trusts which are in the said Trust Deed set forth;

(b.) That by a certain other indenture dated the 18th day of June, 1892, the said Eli Harrison, the elder, Thomas Trounce, and Eli Harrison, the younger, conveyed the said parcels of land to James Munroe Miller, Morris Moss, and William Walter Northcott, to be held by them upon the trusts set forth in the said Trust Deed;

(c.) That the moneys for the purchase of the said parcels, and for the erection of the buildings now standing thereon, were subscribed by certain persons to whom quasi share certificates were issued, and that the total amount of money paid in respect of the said lands and buildings, and in respect of which six hundred certificates were issued, was \$12,000 (twelve thousand dollars), and that the certificates above-mentioned were exchanged for other certificates, and that in the years

1890, 1891, and 1892 all certificates were got in and redeemed by the three above-named unincorporated bodies, and that the same are now held by the following persons, namely :—As to two hundred shares, by Angus McKeown, Thomas R. Mitchell, Arthur St. George Flint, and Arthur Louis Belyea, in trust for the Victoria-Columbia Lodge, No. 1; as to two hundred shares, by Robert B. McMicking, Archibald Blair Erskine, Henry Waller, and George Glover, in trust for the Vancouver-Quadra Lodge, No. 2; and as to the remaining two hundred shares, by Alexander Roland Milne, Benjamin Williams, Joseph Eva Phillips, and Thomas Bulman Pearson, in trust for the said Columbia Royal Arch Chapter, No. 120:

That the present trustees, mentioned in the deed of the 18th day of June, 1892, have found it impossible for them, under the trusts declared contained by and in the said Trust Deed, to borrow money for the purpose of improving the property, or of using the same to the advantage of the persons or bodies beneficially entitled thereto, and that the three above-named unincorporated bodies are desirous of having the said property released from the trusts set forth in the said Trust Deed, and conveyed to a certain body to be incorporated for that purpose, under the style and title of the "Masonic Temple Association of Victoria, British Columbia":

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

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows :—

Incorporation.

1. Angus McKeown, Thomas R. Mitchell, Arthur St. George Flint, Arthur Louis Belyea, Robert B. McMicking, Archibald Blair Erskine, Henry Waller, George Glover, Alexander Roland Milne, Benjamin Williams, Joseph Eva Phillips, and Thomas Bulman Pearson, together with all others who are now or may hereafter become holders, under and subject to the Articles of Association, of the certificates hereinbefore mentioned, or share certificates to be issued by the association incorporated by this Act, are hereby constituted and declared to be a body corporate and politic by the name of "The Masonic Temple Association of Victoria, British Columbia" (hereinafter called "the Association").

Objects and powers of Association.

2. The objects of the Association are as set out in the Schedule hereto, and the Association shall have power and authority to do and perform all or any of the matters or things mentioned in the said Schedule.

Head office.

3. The head office of the Association shall be at the City of Victoria, in the Province of British Columbia.

4. All those parcels or pieces of land in the City of Victoria, known as Town Lots six hundred and nine (609) and six hundred and ten (610), now held in trust by James Munroe Miller, Morris Moss, and William Walter Northcott, shall henceforth be held by and vested in the Association, freed and discharged from the trusts in the said Trust Deed of 15th day of February, 1878, and in the before-mentioned indenture of the 18th day of June, 1892. Subject to the foregoing provisions, this Act shall in no way affect or invalidate any contract now existing to which the trustees are a party, but, with respect to all such contracts, the Association shall stand in the place and stead of the trustees; and, subject as aforesaid, all rights, actions, and remedies which anyone could urge and enforce against the trustees previous to the passing of this Act may be, after the passing of this Act, urged and enforced with equal validity against the Association, and against the Association only.

Property vested in Association.

5. The Directors may appoint Boards or Committees composed of shareholders to take charge of or deal with and dispose of the property, real or personal, of the Association, or any property, real or personal, held by the Association in trust or otherwise.

Appointment of committees, &c., to deal with property.

6. The Association shall have full authority to purchase, alienate, mortgage, exchange, demise, let, or lease, for any term of years, the property by this Act vested in the Association, or any lands, tenements, hereditaments as shall be given, granted, devised, or bequeathed to or purchased by the said Association for all or any of the purposes thereof.

Power to hold lands.

7. The affairs of the Association and the property of the Association shall be managed and governed by the Board of Directors of the Association for the time being, subject to the Articles of Association for the time being, and five Directors shall form a quorum of such Board for the doing of any act or performing or transacting any business which may, under the provisions of this Act or the Articles of Association, be done, performed, or transacted.

Management by Directors.

Quorum.

8. The first Directors shall be twelve in number, and the persons named in the first section of this Act shall be the first Directors, and shall hold office until the first ordinary general meeting of the Association, to be held on such day in the month of January, 1894, as the Directors shall determine; and at such meeting all the Directors shall retire, and the Association shall then and there proceed to elect from the general body of the shareholders (including the retiring Directors) a new Board of Directors, to consist of not more than nine persons, who shall hold office for such period or periods as the Articles of Association shall prescribe.

First Directors, and election of successors.

9. The Directors shall, immediately after the passing of this Act, prepare and adopt Articles of Association for the government, manage-

Articles of Association to be adopted

ment, and administration of the affairs of the Association, and in particular for dealing with the matters following that is to say :—

- (a.) The allotment and issue of shares :
- (b.) The confining of the holding of the shares to such persons only as are Free and Accepted Masons of good standing in British Columbia :
- (c.) Forfeiture of shares :
- (d.) Transfer and transmission of shares :
- (e.) The compulsory acquisition by the Association of shares issued to or in the hands of persons not properly qualified to hold the same, and the defining of the means by which the qualification of such persons may be ascertained and determined :
- (f.) The holding of and proceedings at meetings of shareholders :
- (g.) The votes of members subject to the provisions of this Act :
- (h.) The qualifications, election, retirement, proceedings, and powers of Directors :
- (i.) Generally such other matters as are usually dealt with in Articles of Association.

Copy of Articles to be filed, and notice of filing to be published.

10. Upon the adoption of such Articles by the Directors, a copy thereof, certified as correct under the hands of two of the Directors, and having the seal of the Association affixed thereto, shall be filed with the Registrar of Joint Stock Companies at Victoria, and notice of such filing given by advertisement in the British Columbia Gazette; and from and after the date of such filing, the said Articles shall be binding on all members of the Association, and all persons whomsoever having dealings with the Association, and such Articles shall in nowise be altered, added to, or revoked, except as next hereinafter mentioned.

Power to alter articles or make new by special resolution.

11. Subject to the provisions of this Act, the Association may from time to time, by special resolution, alter all or any of the Articles mentioned, adopted, and filed pursuant to the last preceding section, or make new Articles, to the exclusion of or in addition to all or any of such Articles, and any so made by any such resolution shall be deemed to be Articles of the Association of the same validity as if they had been originally contained in the Articles adopted and filed as herein aforesaid, and shall be subject in like manner to be altered or modified by any subsequent special resolution. A copy of every special resolution, certified as correct under the hands of two Directors, and having the seal of the Association affixed, shall be filed with the Registrar of Joint Stock Companies at Victoria, but it shall not be necessary to advertise any notice of such filing.

Copy of such resolution to be filed.

Capital.

12. The capital of the Association shall be one hundred thousand dollars (\$100,000.00), divided into fifteen hundred (1,500) shares of ten

dollars each (to be known as founders' shares), and four thousand two hundred and fifty (4,250) shares of twenty dollars each (to be known as ordinary shares).

13. Within three months after the passing of this Act, the holders of the certificates referred to in the preamble hereof, shall surrender the same unto the Association, and upon such surrender the same shall be cancelled, and in lieu and satisfaction thereof the Association shall thereupon allot and issue unto and amongst the persons surrendering such certificates the aforesaid fifteen hundred (1,500) founders' shares, in proportion of five of such founders' shares for two of such certificates so surrendered, and such founders' shares, when so allotted and issued, shall be deemed to be and rank for all purposes as fully paid up shares. Allotment of shares.

14. The profits of the Association which it shall from time to time be determined to distribute are to be paid to the holders of the shares in proportion to the number of shares held by them, irrespective of their class : Distribution of profits.

(a.) Before payment of any dividend or making any distribution of profits of the Association, there shall be set aside out of the net profits of the Association such sum or sums as the Directors from time to time in their absolute discretion think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Association, or for such other purposes as the Directors shall think conducive to the interests of the Association :

(b.) Such fund shall be applied for the purpose for which the same was set aside, as and when the Directors shall determine. Subject thereto, such fund shall belong, as to one moiety thereof, to the holders of the founders' shares, and as to the other moiety thereof to the holders of the ordinary shares ; but no division of any such funds shall be made among the holders of the founders' shares or ordinary shares unless and until a special resolution to that effect shall have been passed by the Association.

15. When and after fifteen hundred (1,500) ordinary shares shall have been issued, and thenceforth, the holders of the founders' shares shall, in respect of such founders' shares, be collectively entitled to as many votes as the holders of all other shares for the time being issued shall be entitled to in respect of such other shares, and each of the founders' shares shall confer on the holder a ratable proportion of such votes. Subject as hereinbefore provided, every shareholder shall have one vote for every share held by him. Votes.

16 A resolution shall be deemed to be a special resolution when passed by a majority of not less than three-fourths of votes represented How special resolutions passed.

personally or by proxy at any general meeting, of which notice specifying the intention to propose such resolution has been duly given, and such resolution has been confirmed by a majority of such votes represented personally or by proxy at a subsequent general meeting, of which notice has been duly given, and held at an interval of not less than fourteen days, nor more than one month, from the date of the meeting at which such resolution was first passed. Notice of any meeting shall, for the purposes of this section, be deemed to be duly given, and the meeting to be duly held, whenever such notice is given and meeting held in manner prescribed by the Articles of Association.

Notice of meeting to be given.

Liability of shareholders.

17. No shareholder shall be individually liable for the debts or liabilities of the Association. The liability of each shareholder shall be limited to the amount (if any) unpaid on the shares in respect of which he is the registered holder.

Short title.

18. This Act may be cited as the "Victoria Masonic Temple Act, 1893."

SCHEDULE.

1. To take over, hold, and manage all those pieces of land known as Town Lots 609 and 610 in the City of Victoria, with the buildings and erections now thereon.

2. To provide a place of meeting for Masonic bodies, and more especially for the three unincorporated bodies above mentioned, and to provide the same with all necessary conveniences for the use of members of the same, and to furnish and maintain the same, and to permit the same to be used by the members of the said three unincorporated bodies, or other Masonic bodies, either gratuitously or upon such terms as shall be agreed upon.

3. To borrow or raise money upon interest, upon banking account or otherwise, by mortgage, or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association.

4. To sell, manage, improve, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association.

5. To purchase, take, lease, exchange, or hire, or otherwise acquire any real or personal property, and any rights and privileges, necessary or convenient for the purposes of the Association or any Masonic body.

6. To invest the moneys of the Association not immediately required, upon such securities or otherwise in such a manner as may from time to time be determined.

7. To construct, reconstruct, alter, and maintain any buildings upon any lands acquired or held by the Association, and to provide the same with all necessary conveniences, furniture, fixtures, appliances, and accommodations.

8. To establish, superintend, administer, and direct any charitable or benevolent fund or institution in connection with any of the three before-mentioned unincorporated bodies, or other Masonic bodies.

9. To take over and hold as trustees, upon such trusts as may be declared with reference thereto, all or any of the assets or liabilities of unincorporated associations commonly known as Masonic Lodges

10. To act as trustees or managers of any property, endowment, legacy, bequest, or gift for Masonic purposes, and to invest such sums as shall not be required, upon such securities as the Association shall think fit.

11. To develop and turn to account any land acquired, by or in which the Association is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, and improving, the buildings or conveniences, and by draining and improving upon building lease or building agreement.

12. To purchase or otherwise acquire, on such terms and in such manner as the Articles of Association from time to time provide, any shares of the Association.

13. To do all such other things as are incidental or conducive to the attainment of the above objects.

VICTORIA, B. C.:

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