

chapter C-47

MINING COMPANIES ACT

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FORM 1

REPEAL SCHEDULE

DIVISION I

PRELIMINARY PROVISIONS

1. The provisions of this Act shall apply to mining companies constituted as legal persons by letters patent issued under the laws of Québec.

R. S. 1964, c. 283, s. 1; 1969, c. 26, s. 74; 1999, c. 40, s. 75; 2006, c. 38, s. 25.

2. Saving the special provisions hereinafter contained, Part I of the Companies Act (chapter C-38) shall apply to mining companies constituted as legal persons under this Act.

R. S. 1964, c. 283, s. 2; 1999, c. 40, s. 75.

DIVISION II

GENERAL POWERS OF THE COMPANY

3. Without affecting the Mining Act (chapter M-13.1) and without in any way restricting its general powers, the company may:

(1) prospect and explore for mines and minerals;

(2) carry on all operations by which the soil, earth, rocks and stones may, for the purpose of extracting any minerals whatsoever, be mined, dug, raised, washed, cradled, smelted, refined, crushed or treated in any manner; render such minerals merchantable by any means whatsoever; and sell or otherwise dispose thereof;

(3) acquire, lease, possess and alienate mines, mining lands, mining rights, preemption rights, or any interest therein, mechanical contrivances, patent rights of invention, or the right to make use of such apparatus or patent rights for the aforesaid purposes;

(4) build, maintain and exploit, upon its own property or upon that under its control, telegraph and telephone lines, embankments, dams, flumes, canals, water-powers, electric and other powers, water-works, roads, factories, buildings, mills, warehouses and stores, necessary or useful to its operations;

(5) exercise all the powers enumerated in sections 235 to 238 of the Mining Act in the manner therein prescribed;

(6) manufacture, buy and sell all kinds of goods, merchandise, tools and apparatus required by the company or its servants or workmen;

(7) build, acquire, possess, charter and employ the vessels necessary for its operations and for the transport of its products;

(8) receive, hold and dispose of shares, bonds or other securities issued by any mining company, in payment for minerals, lands, merchandise or works;

(9) acquire the assets, enterprise, property, privileges, franchises, contracts or rights of persons or companies carrying on any industry or business which it itself may carry on under this Act, and pay for the same, in whole or in part, if such persons or companies consent thereto, by paid-up shares, and undertake the debts and charges of the same;

(10) do all such acts and operations accessory to those above mentioned, or which may facilitate the attainment of the objects for which it was constituted as a legal person.

R. S. 1964, c. 283, s. 3; 1987, c. 64, s. 332, s. 344; 1999, c. 40, s. 75.

4. This division shall apply to mining companies existing on 23 March 1900, and to those constituted as legal persons under chapter 33 of the statutes of 1900, under articles 6743 to 6761 of the Revised Statutes of 1909, under chapter 82 of the Revised Statutes of 1925, under chapter 197 of the Revised Statutes of 1941, under chapter 283 of the Revised Statutes of 1964 or under this Act.

R. S. 1964, c. 283, s. 4; 1999, c. 40, s. 75.

DIVISION III

CAPITAL AND SHARES

5. (1) If applied for in the petition for the constitution of the company as a legal person or for supplementary letters patent, it shall be stated in the letters patent that the shareholders incur no personal responsibility in excess of the amount of the price paid or agreed to be paid to the company for its shares.

Such limitation of liability shall thereafter exist if no share of the company be issued under par or for a price different from that previously determined by the company; or if, being issued at a discount or at a different rate, such discount or rate and all other terms and conditions, if any, of the issue, be authorized by a by-law of the company, and a duly certified copy of such by-law be sent by registered mail, within 30 days of its having been passed, to the enterprise registrar.

(2) Such by-law must be ratified at a meeting of the shareholders, called by a notice specifying the terms of the proposed issue.

(3) Every stock certificate issued in accordance with this section shall bear, under or after the name of the company, the words, in red ink, "*Constituted as a legal person under the Mining Companies Act*" and also the words "*Subject to call*", if the certificate refer to a share subject to call, or the words "*Not subject to call*", if it refer to a share not subject thereto.

(4) The charter, prospectus, stock certificates, bonds, contracts, agreements, notices, advertisements and other official publications of such company, bills of exchange, promissory notes, endorsements, cheques, orders for money or goods, signed for or by the company, and all invoices, receipts and the seal of the company, shall bear, after or under the name of the company, the words "*No personal liability*".

R. S. 1964, c. 283, s. 5; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1975, c. 83, s. 84; 1981, c. 9, s. 24; 1982, c. 52, s. 171; 1999, c. 40, s. 75; 2002, c. 45, s. 289; I.N. 2016-01-01 (NCCP).

6. Every such company which refuses or neglects to comply with the provisions of subsection 3 or 4 of section 5 shall be subject to a fine of \$20 for each day during which such words are not so printed or written; and every director or manager of the company who authorizes such default shall incur the like penalty.

R. S. 1964, c. 283, s. 6.

7. If a call remains unpaid for sixty days after notice or demand of payment, the directors may declare the shares upon which the call is not paid to be confiscated; and, after such confiscation, the secretary may sell the same at auction.

Such sale shall be announced by a notice sent to the shareholder in default, to his last known address, and inserted twice in a newspaper published in the district in which the company has its head office, or in the neighbouring district if there be no newspaper in such district.

Such notice shall state the number of shares to be sold, the number of the stock certificates for such shares, the name of the shareholder in default, the amount of the calls due and unpaid and the day, hour and place of the sale.

No such sale may take place before thirty days after the date of the first publication of the notice.

If the proceeds of the sale exceed the amount due with interest and cost of advertising, the excess must be paid over to the shareholder in default.

R. S. 1964, c. 283, s. 7.

8. Any company constituted as a legal person under this Act may order, by by-law, the issue of shares of its capital stock at such rate of premium or discount and upon such terms and conditions as may be deemed advantageous.

Such by-law shall not become executory unless it be sent by registered mail, within 30 days after it is passed, to the enterprise registrar, and unless it has been ratified by a general meeting of shareholders as enacted in section 5.

Stock certificates issued in accordance with the provisions of this section shall bear, in red ink, under or after the name of the company, the words "*Constituted as a legal person under the Mining Companies Act*"; and, if the shares were issued under par, the words "*Issued by the company at (mentioning the rate) discount*".

R. S. 1964, c. 283, s. 8; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1975, c. 83, s. 84; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 1999, c. 40, s. 75; 2002, c. 45, s. 289; I.N. 2016-01-01 (NCCP).

9. No share in a mining company shall be issued under par, unless under a by-law in conformity with the requirements of this Act; and every director, officer or agent of a company, who acts contrary to the provisions of this section, shall, for each offence, be liable to a fine of \$1,000.

R. S. 1964, c. 283, s. 9; 1990, c. 4, s. 329.

DIVISION IV

RESPONSIBILITY OF DIRECTORS

10. Notwithstanding the provisions of this Act, the directors of the company shall be jointly and severally liable to the employees and apprentices of the company for all debts, not exceeding one year's salary, due for services performed for the company whilst they are such directors; but no director shall be liable to an action therefor, unless the company have been sued therefor within one year after the debt became due, nor unless such director be sued therefor within one year from the time when he ceased to be such director, nor before an execution against the company has been returned unsatisfied in whole or in part.

The amount due on such execution shall be the amount recoverable, with costs, against the directors.

R. S. 1964, c. 283, s. 10; 1999, c. 40, s. 75.

DIVISION V

RETURNS

11. In addition to all other returns which mining companies may be obliged to make, each such company shall send to the enterprise registrar, whenever thereto required by latter, a statement showing:

- (1) the number of shares issued by it under this Act or under any other Act;
- (2) the rate at which such shares were issued;
- (3) all other information required by the enterprise registrar.

Every company which refuses or neglects to make the return above prescribed, when duly required thereto, shall be liable to a fine of \$20 and, if the offence continue for more than two days, to a like fine for each additional day during which the offence is continued.

R. S. 1964, c. 283, s. 11; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 172, s. 174; 2002, c. 45, s. 289.

DIVISION VI

Repealed, 2006, c. 38, s. 26.

1999, c. 40, s. 75; 2006, c. 38, s. 26.

12. (Repealed).

R. S. 1964, c. 283, s. 12; 1969, c. 26, s. 75; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 2002, c. 45, s. 289; 2006, c. 38, s. 26.

13. (Repealed).

R. S. 1964, c. 283, s. 13; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 173; 1993, c. 48, s. 346; 2002, c. 45, s. 289; 2006, c. 38, s. 26.

14. (Repealed).

R. S. 1964, c. 283, s. 14; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 1999, c. 40, s. 75; 2002, c. 45, s. 289; 2006, c. 38, s. 26.

15. (Repealed).

R. S. 1964, c. 283, s. 15; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 1993, c. 48, s. 347; 2002, c. 45, s. 289; 2006, c. 38, s. 26.

16. (Repealed).

R. S. 1964, c. 283, s. 16; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 1993, c. 48, s. 348.

17. (Repealed).

R. S. 1964, c. 283, s. 17; 1966-67, c. 72, s. 23; 1969, c. 26, s. 76; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 174; 2002, c. 45, s. 289; 2006, c. 38, s. 26.

18. (Repealed).

R. S. 1964, c. 283, s. 18; 2006, c. 38, s. 26.

19. (Repealed).

R. S. 1964, c. 283, s. 19; 1990, c. 4, s. 329; 2006, c. 38, s. 26.

20. (Repealed).

R. S. 1964, c. 283, s. 20; 1993, c. 48, s. 349; 2006, c. 38, s. 26.

DIVISION VII

MISCELLANEOUS

21. Every person who, in a return, certificate, general balance-sheet or other document required by or for the purposes of this Act, knowingly makes a false declaration on an important point, shall be liable, in addition to any other penalty which he may legally incur, to a fine of not more than \$1,000.

R. S. 1964, c. 283, s. 21; 1990, c. 4, s. 329.

22. *(Repealed).*

R. S. 1964, c. 283, s. 22; 1990, c. 4, s. 330.

23. The Minister of Finance is responsible for the administration of this Act except the provisions relating to the responsibilities of the enterprise registrar, which are administered by the Minister of Employment and Social Solidarity.

1982, c. 52, s. 175; 2002, c. 45, s. 289; 2006, c. 38, s. 27; 2016, c. 29, s. 26.

24. *(Repealed).*

1982, c. 52, s. 175; 2006, c. 38, s. 28.

25. *(This section ceased to have effect on 17 April 1987).*

1982, c. 21, s. 1; U. K., 1982, c. 11, Sch. B, Part I, s. 33.

FORM 1

(Repealed).

R. S. 1964, c. 283, form 1; 1966-67, c. 72, s. 23; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 176; 1993, c. 48, s. 350; 1996, c. 2, s. 591; 1999, c. 40, s. 75; 2002, c. 45, s. 289; 2006, c. 38, s. 29.

REPEAL SCHEDULE

In accordance with section 17 of the Act respecting the consolidation of the statutes (chapter R-3), chapter 283 of the Revised Statutes, 1964, in force on 31 December 1977, is repealed effective from the coming into force of chapter C-47 of the Revised Statutes.