



NATIONAL ASSEMBLY

FIRST SESSION

FORTY-FIRST LEGISLATURE

Bill 217

(Private)

**An Act respecting the continuance of
La Mine Belleterre Québec Ltée
(libre de responsabilité personnelle)
and Boston Bay Mines Limited**

Introduced 12 November 2015

Passed in principle 4 December 2015

Passed 4 December 2015

Assented to 4 December 2015

**Québec Official Publisher
2015**

Bill 217

(Private)

AN ACT RESPECTING THE CONTINUANCE OF LA MINE BELLETERRE QUÉBEC LTÉE (LIBRE DE RESPONSABILITÉ PERSONNELLE) AND BOSTON BAY MINES LIMITED

AS, on 12 July 1937, La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) was constituted under the Mining Companies Act (chapter C-47) and may at one time have been and may still be a public company;

AS, on 8 November 1971, Boston Bay Mines Limited was constituted under Part I of the Companies Act (chapter C-38) and may at one time have been and may still be a public company;

AS section 715 of the Business Corporations Act (chapter S-31.1) states that a company constituted, continued or resulting from an amalgamation under Part I of the Companies Act must, before 14 February 2016, send articles of continuance to the enterprise registrar in accordance with that Act and that, otherwise, the company is dissolved as of that date;

AS section 715.1 of the Business Corporations Act states that a company constituted under the Mining Companies Act must, before 14 February 2016, send articles of continuance to the enterprise registrar in accordance with that Act and that, otherwise, the company is dissolved as of that date;

AS in order to send articles of continuance in accordance with sections 715 and 715.1 of the Business Corporations Act, the directors of a company must first make a by-law which then has to be confirmed by two-thirds of the votes cast by the shareholders at a special general meeting called for that purpose, in accordance with sections 123.131, 123.132 and 123.133 of the Companies Act;

AS La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited have been inactive since 1993;

AS the books and records of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited are incomplete due to the inactivity of these companies for several decades as well as poor storage conditions of what books and records were retained;

AS the one director and officer that is believed to have been duly elected for both La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited, John Patrick Sheridan, passed away on 10 January 2015;

AS there has been no replacement on the boards of directors of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited since the passing of John Patrick Sheridan;

AS due to incomplete books and records of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited, it is impossible to identify all shareholders, call a special general meeting and obtain confirmation of a by-law by two-thirds of the votes cast by the shareholders at such a meeting;

AS in these circumstances, absent the passage of a private bill, La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited will be dissolved as of 14 February 2016;

AS due diligence is currently underway to determine what, if any, are the assets, properties, rights and privileges owned or held by La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited;

AS it is in the interests of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited and their respective shareholders that both companies be continued under the Business Corporations Act so as to protect their assets, properties, rights and privileges, as the case may be;

AS it is in the interests of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) that its name meet the requirement of section 20 of the Business Corporations Act;

AS it is in the interests of Boston Bay Mines Limited, also known as “Société Minière de la Baie de Boston Ltée”, that it be allowed to continue using the English version of its name;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

- 1.** La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) and Boston Bay Mines Limited are continued under the Business Corporations Act (chapter S-31.1).
- 2.** The name of La Mine Belleterre Québec Ltée (libre de responsabilité personnelle) is replaced by “La Mine Belleterre Québec Ltée”.
- 3.** The name “Boston Bay Mines Limited” is the English version of the name “Société Minière de la Baie de Boston Ltée”.
- 4.** This Act comes into force on 4 December 2015.