

LETTERS PATENT

INCORPORATING

CANADIAN ARSENALS LIMITED

(As a Private Company)

Dated - 20th September, 1945

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(sgd) E. H. COLEMAN

Dep. Registrar General of Canada

Ref. No. 116606

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C A N A D A

By the HONOURABLE PAUL JOSEPH JAMES MARTIN,


SECRETARY OF STATE OF CANADA.

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

W H E R E A S, in and by Part I of The Companies Act, 1934, it is, amongst other things, in effect enacted that the Secretary of State of Canada may, by Letters Patent, under his Seal of Office, grant a Charter to any number of persons, not less than three, who having complied with the requirements of the said Act, apply therefor, constituting such persons, and others who thereafter become shareholders of the Company thereby created, a Body Corporate and Politic for any of the purposes or objects to which the Legislative Authority of the Parliament of Canada extends, except the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of The Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, and the business of banking and the issue of paper money, upon the applicants therefor establishing to the satisfaction of the Secretary of State due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

AND WHEREAS, DUNCAN KENNETH MacTAVISH and ERNEST GORDON GOWLING, both of His Majesty's Counsel, learned-in-the-law for the Province of Ontario, GORDON FRIPP HENDERSON, Solicitor, GEORGE CLIFFORD KNEEN, Accountant, JAMES HARPER HALL, Student-at-law, MARY LOUISE AMY and MARGARET CLARE TIERNEY, Secretaries, all of the City of Ottawa, in the said Province of Ontario, have made application for a Charter under the said Act, constituting them and such others as may become shareholders in the company thereby created, a Body Corporate and Politic under the name of CANADIAN ARSENALS LIMITED for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act, to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such Letters Patent, and have filed in the Department of the Secretary of State a duplicate of the memorandum of Agreement executed by the said

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applicants in conformity with the provisions of the said Act.

NOW KNOW YE, that I, the said PAUL JOSEPH JAMES MARTIN, Secretary of State of Canada, under the authority of the hereinbefore in part recited Act, do, by these Letters Patent, constitute the said DUNCAN KENNETH MacTAVISH, ERNEST GORDON GOWLING, GORDON FRIPP HENDERSON, GEORGE CLIFFORD KNEEN, JAMES HARPER HALL, MARY LOUISE AMY and MARGARET CLARE TIERNEY, and all others who may become shareholders in the said Company, a Body Corporate and Politic, by the name of CANADIAN ARSENALS LIMITED with all the rights and powers given by the said Act, and for the following purposes and objects, namely:-

- (a) To organize, establish, construct, equip, operate, maintain, supervise or manage the organization, establishment, construction, equipment, operation or maintenance of, arsenals and other plants for the production of military stores or equipment; *and such other ~~similar~~ related things.*
- (b) In connection with the foregoing, to expedite the reconversion of manufacturing facilities from a wartime to a peacetime basis and to assist in the clearance of Government-owned plant and equipment;
- (c) To exercise and perform in Canada or elsewhere such of the powers conferred or the duties imposed upon the Minister of Reconstruction or the Minister of any other Department of the Government of Canada as may from time to time be delegated to the company by such Minister or by the Governor in Council;
- (d) To take on lease or in exchange, procure, purchase or otherwise acquire, construct, alter, renovate, add to, improve and to hold, manage, maintain, operate, supervise, repair, heat, lease, sell, salvage, realize or otherwise dispose of real and personal property and in particular lands and buildings;
- (e) To employ any individual, firm or corporation to manage in whole or in part the affairs of the company and to employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

The operations of the company to be carried on throughout the Dominion of Canada and elsewhere.

The head office of the company will be situate at the City of Ottawa, in the Province of Ontario.

The capital stock of the said company shall consist of one thousand (1,000)

*cc. [Signature]*

shares without nominal or par value, subject to the increase of such capital stock under the provisions of the said Act; provided, however, that the said shares may be issued and allotted by the directors from time to time for such consideration as may be fixed by the directors not exceeding in amount or value in the aggregate the sum of fifty thousand dollars (\$50,000.00).

AND IT IS HEREBY ORDAINED AND DECLARED that the company shall be deemed to be a private company under the provisions of the Companies Act, with the following restrictions, viz:-

1. (a) No share or shares of the capital stock of the company shall be transferred to a person who is not already a shareholder without previous consent of the directors of the company evidenced by a resolution passed at a meeting of directors or by the consent in writing of a majority of the directors of the company;

(b) The directors may refuse to approve and register any transfer of shares where it is not proved to their satisfaction that the proposed transferee is a responsible person or the directors in their sole and uncontrolled discretion are of the opinion that the proposed transferee, not being already a shareholder, is not a desirable person to become a shareholder in the company;

2. The number of shareholders of the company shall be limited to fifty (50), not including persons who are in the employment of the company and persons who, having been formerly in the employment of the company, were, while in that employment and have continued after the determination of that employment to be shareholders of the company; two or more persons holding one or more shares jointly being counted as a single shareholder;

3. Any invitation to the public to subscribe for any shares or debentures of the company shall be prohibited.

And it is further ordained and declared that, if authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors may from time to time:

- (a) borrow money upon the credit of the company;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the company;
- (d) pledge or sell such debentures or other securities for such sums and

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at such prices as may be deemed expedient;

- (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the company to secure any such debentures or other securities or any money borrowed or any other liability of the company.

Nothing in this clause contained shall limit or restrict the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed, by or on behalf of the Company.

That the said DUNCAN KENNETH MacTAVISH, ERNEST GORDON GOWLING, GORDON FRIPP HENDERSON, GEORGE CLIFFORD KNEEN, JAMES HARPER HALL, MARY LOUISE ANY and MARGARET CLARE TIERNEY, are to be the first Directors of the said Company.

PROVIDED ALWAYS that nothing in these Presents expressed or contained shall be taken to authorize the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of The Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, and the business of banking and the issue of paper money.

Given under my hand and Seal of Office, at Ottawa, this twentieth day of September, 1945.

(sgd) E. H. COLEMAN

Under Secretary of State.

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