No other question than that mentioned in the order of business shall be discussed.

**Article 54.** The general meeting will receive the report of the council of administration upon the company's business.

The report of the commissaires shall also be read upon the situation of the company and upon the condition and of the accounts presented by the council of administration.

The accounts shall be discussed and if need be shall be approved.

The dividends to declare shall be decided.

Vacancies of administrators and commissaires shall be filled.

A vote shall be taken, if need be, for the increase of the company's capital up to the amount of 300 millions, and for carrying it, if need be, to the amount of 600 millions.

Such increase of capital shall not be made unless the first stockholders are given the right of preference.

All loans by means of issues of bonds or by means of mortgages or by any other means shall be voted for.

Accounts for first installation shall be settled after the execution of the work. Meetings shall decide upon propositions made by the council of administration.

They shall consider and decide sovereignty upon all the interest of the company, and shall confer all supplementary useful powers needed upon the council of administration.

**Article 55.** The resolutions of a general meeting adopted according to the by-laws bind all stockholders, even such as are absent or disagreeing.

**Title Seventh.—Statement of finances—Inventory.**

**Article 56.** The financial year will commence July 1st and end June 30th.

The first statement of receipts and expenditures will include the time between the final organization of the company and the following June 30th.

**Article 57.** The council of administration shall make every quarter a summary statement of the resources and liabilities of the company.

This statement to be accessible to the commissaires.

There shall be made up, moreover, at the end of each financial year an inventory showing the value of assets and liabilities and all the active and passive debts of the company.

Such inventory to be reported to the general meeting.

**Title Eighth.—Annual accounts—Redemption—Interest—Reserve fund—Dividends.**

**Article 58.** During the execution of the work there shall be paid to the stockholders annually interest at 5 per cent upon the amount paid by them in conformity with article 9 here above.

Payment for such interest shall be provided for by temporary investments of funds and other accessories and, if need be, by the company's capital.

**Article 59.** The annual revenues of the company shall first be used for cancelling the part stipulated for its benefit to the United States of Colombia according to terms of the law of concession; the expenses
of exploitation and care taking; the expenses for office management and generally for all charges; the interest and redemption of loans which may have been contracted; four-hundredths per cent of the capital applicable to the redemption fund as created by article 63 hereafter; the allotment of one-twentieth upon the profits, after the satisfaction of all the charges here above enumerated, for the creation of a reserve fund; the excess of the annual revenues, the net revenues or profits of the company to be divided.

Article 60. The net revenues or profits of the company are to be divided in the following manner:

To the shares up to amount of 5 per 100 of their capital by allotment, excepting, however, what will be stated hereafter concerning redeemed shares.

The remainder after this allotment will be divided at the rate of:
80 per 100 to shares.
15 per 100 to founders or beneficiaries mentioned under article 7 hereabove.
3 per 100 to administrators.
And 2 per 100 for the creation of a fund to provide for pensions, help, indemnity, or gratuities granted by the council of administration to employés.

The redeemed shares shall only have a right to the part of the dividend exceeding 5 per 100 of the capital reimbursed on them; all that will represent interest at 5 per 100 of the capital reimbursed shall be paid to the redemption fund, which will be mentioned in article 63 hereafter.

Article 61. The payment of interest and dividend shall be made to the company's treasurer or to the representatives designated by the council of administration.

The payment of interest is to be made in two periods—the 1st of January and the 1st of July of each year.

The dividend shall be paid on the 1st of July which will follow the vote of the annual general meeting.

However, the administrators when they may judge it deemsable may authorize a payment on account of the dividend on the 1st of January preceding.

Article 62. The dividends and interest unclaimed at the expiration of five years after the time for payment shall be forfeited to the company.

Article 63. The redemption of the shares shall be accomplished in ninety-nine years, to begin from the starting point of the concession.

Provision is made for this redemption as mentioned in articles 59 and 60 hereabove by means of an annuity of four hundredths per cent of the company's capital and by the sums retained from the dividends of redeemed shares.

The shares to be reimbursed shall be designated by means of drawing lots in public each year at the office of the company at the time and according to the regulations made by the council.

Article 64. The numbers of shares drawn to be reimbursed shall be posted at the office of the company.

Article 65. The reimbursement of the shares drawn to be redeemed shall be made at the place selected for the payment of interest and dividends.

The holders of redeemed shares shall possess all the same rights as
the holders of shares unredeemed, with the exception of the portion of the dividend representing interest at 5 per 100 of the capital which has been reimbursed to them.

**Article 66.** The part allotted to the founders or beneficiaries, designated in article 7 hereabove, from the annual profits of the company shall be represented by special certificates, the nature and style of which shall be determined by the council of administration.

In all cases the provisions of articles 18 and 19 hereabove concerning shares are equally applicable to the certificates of founders or beneficiaries.

**Article 67.** The reserve fund shall consist of accumulations of money withdrawn from the annual profits in conformity to article 59 hereabove, and is set aside to meet extraordinary and unforeseen expenses.

When this reserve fund shall attain one-tenth of the capital the allotment intended for its creation shall cease to be applied and shall be added to the dividends to be divided.

In case of insufficiency of the results in one year to allow 5 per 100 per share the difference may be drawn from the reserve fund.

**Title Ninth.—Changes in by-laws—Liquidation.**

**Article 68.** If experience should show the usefulness of making modifications or additions to the present by-laws the general meeting shall proceed to make them in the manner determined by articles 69 and 70 hereafter.

The meeting can especially decide upon—

The reduction of the company’s capital or its increase beyond 600 millions.

The extension or the dissolution of the company.

Consolidation with other companies.

All modifications bearing upon the company’s object can be made without, however, altering it in its essence.

**Article 69.** The general meetings called to deliberate upon the sundry purposes named in the preceding article shall not be regularly organized and their resolutions shall only be valid when they are composed of a number of stockholders representing at least one-half of the capital. But then the council of administration shall have the right, in its calls, to decrease as much as it may deem useful the number of shares held, which shall be sufficient for taking part in the general meetings; and in such a case the holder of a minimum number of shares sufficient to be admitted to the meeting shall have the right to one vote, the holder of ten shares shall have a right to two votes, and the number of votes will increase at the rate of one vote for each ten shares, whilst the total number of votes for each holder cannot be above ten.

**Article 70.** It is hereby explained that it is to conform to the French law now in force that the present by-laws require the representation of one-half the company’s capital in the general meetings relating to purposes specified in article 68 hereabove and the representation one one-quarter of the capital in the other general meetings.

But it is positively understood that the company would enjoy all benefits derived from all new laws which should decrease the amount of capital necessary to be represented in the general meetings and that all new legislative provisions touching upon this question will become applicable to the company created by these present upon a conform
resolution of a general meeting called according to the regulations prescribed by articles 42 and 43 hereabove.

Article 71. In case of dissolution of the company upon a proposition of the council of administration, the general meeting will determine the mode to be adopted either for dissolution or for the organization of a new company. One or more liquidators shall be appointed, and the most extensive power may be granted to them.

Article 72. During the liquidation the power of the general meetings will continue as during the existence of the company.

They have especially the right to approve the accounts of the liquidator and give receipt therefor.

The appointment of liquidators will terminate the powers of the administrators and of all proxies.

Title Tenth.—Competency of Jurisdiction—Controversies.

Article 73. In conformity with article 20 of the law of concession, the differences which may arise between the Government of the United States of Colombia and the company shall be submitted to the federal supreme court.

But for all other controversies the company has its domicile in Paris.

Article 74. Controversies bearing upon the general and collective interest of the company can not be brought either against the council of administration or against one of its members, except in the names of stockholders representing at least one-twentieth of the capital of the company. The social initiative can not belong to a stockholder or to a group of stockholders representing less than one-twentieth of the capital.

And no action at law brought by one or more stockholders against the company, its council of administration, or one of its members can be referred to any tribunal until after it has been examined by the general meeting of the stockholders, the opinion of which will be submitted to the magistrates at the same time as the request itself.

Article 75. In cases of controversies all stockholders shall select a domicile in Paris and all notices and summons will be validly served to the domicile by him so selected without regard to his real domicile.

Failing to select a domicile such an election shall take place with full right for judicial or extra judicial notices to the office of the procurator of the Republic at the civil tribunal of first instance of the Seine.

Domicile being selected formally or implicitly, as has been mentioned, will carry with it the competency of jurisdiction of the tribunals of the Department of the Seine.

Article 76. In all controversies which may arise between the company and third parties all judicial or extra judicial actions must of necessity be served legally upon the company by a single copy in the person of the president of the council of administration and at the office of the company.

Title Eleventh.—Transitory Provisions.

Article 77. The subscription of the company's entire capital and the payment of at least one-quarter of the capital in specie shall be announced by a declaration of Mr. Ferdinand de Lesseps, made by a notarial act.

To this declaration is to be annexed the list of subscribers and the statement of the instalments paid.
ARTICLE 78. Such a declaration with its vouchers shall be submitted at the first regular meeting, when its correctness shall be certified to.

At the same meeting the value of the acquisitions stated above shall be verified and also the cause of the stipulated advantages.

ARTICLE 79. A second meeting shall take place to approve, if need be, the acquisitions and advantages alluded to.

This same meeting for the first period of receipts and expenditures shall appoint commissaires as created by article 40.

The minutes of the meeting will state the acceptance of the administrators and commissaires if they are present at the meeting.

The company shall be organized from the time of their acceptance.

ARTICLE 80. The general meetings held for the creation of the company shall be composed of all the subscribers voting *viva voce*, except that the bearers of several shares are to have a vote for each ten shares, but not to have more than ten votes.

The organizing meeting shall be composed of a number of stockholders representing at least one-half of the capital. The company's capital, one-half of which must be represented for a verification of the acquisitions, shall be composed only of the acquisitions not submitted to verification.

If the general meeting is not composed of a number of stockholders representing one-half of the company's capital, none but temporary resolutions can be adopted. In such a case a new general meeting shall be called. Two notices, published at an interval of eight days, at least one month in advance, in one of the Paris newspapers for legal notices, shall acquaint the stockholders of the temporary resolutions adopted by the first meeting, and such resolutions shall become final if they are approved by the new meeting composed of a number of stockholders representing one-fifth at least of the capital.

ARTICLE 81. All the stipulations of Title VI relative to general meetings and conciliable with those contained under the present title are applicable to organizing general meetings.

ARTICLE 82. The sum of 300 millions proposed by the proponent under article 8 of the present scheme for a company to be the amount of the company's funds is thus fixed temporarily and as a basis for the subscription to be opened.

Consequently if this amount is not subscribed in whole, the subscribers shall be notified for a preparatory meeting to determine if the purpose of the company can or can not be attained with the capital obtained by the subscription, and, in case of the affirmative, to fix in a definite and irrevocable manner the amount of the capital of the company.

To be valid such a decision should be adopted in accord with Mr. Ferdinand de Lesseps.

The subscribers present must then represent one-half of the capital subscribed and voting shall take place by the majority of subscribers present voting *viva voce*.

The capital being thus fixed the formalities for organization enumerated in the preceding articles shall then be gone into.

**Title Twelfth. — Publication.**

ARTICLE 83. During the month of the organization of the company the administrators will deposit at the office of the tribunal of commerce of the Seine and of justice of the peace of the first district of Paris:
First. A copy of the organization of the company.
Second. A copy of the act stating the subscription of the capital and the payment of one-fourth.
Third. A certified copy of the resolutions adopted at the general meeting in virtue of the articles 78 and 79 hereabove.
Fourth. A certified copy of the nominative list of the subscribers, containing their names, surnames, their business, residences, and the number of shares to each.
The same documents shall be posted up in a conspicuous manner in the offices of the company.

ARTICLE 84. During the same time an extract of the acts and resolutions mentioned in the preceding article shall be inserted in one of the Paris journals for legal notices, in conformity with law.

ARTICLE 85. All powers shall be granted to the bearer of the papers for the deposit and publication in question.

ARTICLE 86. Finally Mr. Ferdinand de Lesseps calls attention that all the stipulations contained in the two last preceding titles relative to the organization and to the publications of the present company have only been dictated owing to the exigencies of the French law for stock companies now in force.

He especially reserves the benefits of all new enactments that may be introduced by legislation in the law for the purpose of facilitating the organization of such large enterprises.

EXHIBIT F.

LAW OF JUNE 8, 1888 (FRANCE), AUTHORIZING THE OLD PANAMA CANAL COMPANY TO ISSUE LOTTERY BONDS.

PARIS, June 8, 1888.

LAW AUTHORIZING THE COMPAGNIE DU CANAL INTEROCÉANIQUE DE PANAMA TO ISSUE SECURITIES REPAYABLE WITH PRIZES.

The Senate and Chamber of Deputies have adopted, and
The President of the Republic promulgates a law of the following tenor:

ARTICLE 1. The Compagnie Universelle du Canal Interocéanique de Panama is authorized to create, up to six hundred million francs (600,000,000 fr.), an issue of bonds, payable with prizes, by lot, upon the following conditions:
First. The bonds issued shall bear annual interest, the rate of which can not be less than 3 per cent on their par value.
Second. The total annual sum distributed in the form of prizes can not in any case exceed 1 per cent of the par value.
Third. The par value of the bonds issued can not be less than 300 fr.; subsequent division of the bonds issued is forbidden.
Fourth. The payment of this loan in a period of 99 years, at farthest, shall be secured by a sufficient deposit, for this especial purpose, of French Government bonds, or of securities guaranteed by the French Government. The Compagnie Universelle du Canal Interocéanique de Panama, to meet the obligation imposed upon it, is authorized to increase, under the same conditions, the said loan of 600 millions by the sum necessary for the formation of this guaranty fund, this increase

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of loan not to exceed twenty per cent (20 per cent) of the par of the issue.

Art. 2. If the Compagnie Universelle du Canal Interocéanique de Panama should hereafter convert all or any part of its former obligations, the provisions of article 1 shall be applicable to the new securities created by means of this conversion.

Art. 3. All material necessary for the completion of the works shall be manufactured in France.

The raw material must be of French origin.

Art. 4. All prospectuses, posters, publications, and other documents intended for advertising must bear, in type of the same size as that used for announcing the loan, and below the amount of the loan, the notice:

"Loan authorized in conformity with the provisions of the law of May 21st, 1836, by the law of June 8th, 1888, but without any guaranty or responsibility of the State."

The same notice shall be put at the top of the temporary or permanent certificates issued to subscribers.

Any violation of the above provision will entail the withdrawal of authorization by simple order of the Minister of Finance.

The present law, considered and adopted by the Senate and by the Chamber of Deputies shall be executed as a law of the State.

Done at Paris, June 8th, 1888.

By the President of the Republic:

The Minister of Finance,

P. Peytral.

EXHIBIT G.

JUDGMENT OF DECEMBER 15, 1888 (CIVIL TRIBUNAL OF THE SEINE), APPOINTING PROVISIONAL ADMINISTRATORS OF THE OLD PANAMA CANAL COMPANY.

[Taken from the minutes of the clerk’s office of the civil tribunal of the first instance, department of the Seine, sitting at the palace of justice at Paris.]

The civil tribunal of the first instance, department of the Seine, sitting at the palace of justice at Paris, has rendered, at the session of the chamber of the council of said tribunal, the following judgment:

Session of the 15th of December, 1888.

The tribunal, met in the chamber of the council: upon, first, the request presented by Denormandie, Baudelot, and Hue, signed Denormandie, solicitor, the tenor of which is as follows:

To the president and judges composing the chamber of council of the first instance of the Seine.

Gentlemen: M.M. Denormandie, Baudelot, and Hue, acting in the character of provisional administrators of the company of the Interoceanic Canal of Panama, the character of which they have been invested by order of the president of the tribunal, dated the 14th of December of the present month recorded, having domicile at the headquarters of the company, 46 Rue Comartin, at Paris, having for solicitor Mr. Denormandie, have the honor to show to you the following:

The 14th of December, present month, an order was made by the president of the tribunal in the following terms, upon the request presented by the Interoceanic Canal Company: We, the president, having
seen the above request, appoint MM. Denormandie, Baudelot, and Hue provisional administrators of the company of the interoceanic canal, with powers the most extensive to carry on and administer provisionally the company, and especially to assure the continuation of the works, and to do these things they are authorized to contract all loans, constitute all pledges, make all payments, enter into all agreements, sign all papers, institute all judicial proceedings, or defend them, and generally to do all acts necessary to the objects of their mission, with the obligation to proceed within fifteen days before the chamber of the council. We order the provisional execution of the present ordinance, even before its being recorded, in case of the existence of any urgency. Done at Paris, in the palace of justice, the 14th of December, 1888.

(Signed) AUBEPIN.

There is great urgency for the provisional administrators to demand, in conformity with the ordinance above stated, the confirmation of their powers by the president and judges composing the chamber of the council, asking of the tribunal, in confirming their powers, to authorize them to sign all documents, either collectively or individually; to authorize them, besides, to delegate, so far as necessary, all agents and engineers and, generally, all persons, in order to give in the name of the provisional administrators all signatures or fulfill all or part of the mission that you have been pleased to confer upon the appearers. For these reasons, to pass upon the powers conferred upon the provisional administrators by the ordinance of the 14th of December confirming them, and adding the power to sign all documents whatsoever, either collectively or individually, and to authorize them to delegate for the accomplishment of their mission, and to sign in their name all documents necessary of persons as may be deemed advisable. And this will be right.

(Signed) DENORMANDIE.

Secondly. The ordinance of the president of the tribunal providing: Let this be communicated to the attorney of the Republic in order that, after his conclusions are received, and upon the report which will be made by M. Bourgoin, judge, whom we commission, it may be determined as may be proper.

Done at the palace of justice the 15th of December, 1888.

(Signed) MASSON.

Thirdly. The conclusions of the public ministry, which are as follows: The attorney of the Republic does not oppose. Submitted the 15th of December, 1888.

(Signed) FOURNIER.

Fourthly. The divers documents produced. Having heard M. Bourgoin, judge, in his report, and after having deliberated conformably with the law judging in first resort:

Considering that by ordinance dated yesterday, the 14th of December, the president appointed provisional administrators for the Universal Company of the Interoceanic Canal of Panama, Denormandie, Baudelot, and Hue, with the charge of proceeding within fifteen days before the chamber of the council;

Considering that it is necessary to attend to the provisional administration of the said company;

That this measure is required in the interest of the company and of
third persons who have dealt with it, and that it is proper to confirm the appointment of the administrators made by the ordinance above referred to, and the powers which are given to them by that ordinance.

Considering that it is proper, besides, to authorize them to sign, collectively and individually, all documents and to give all delegations to all persons either to sign in the name of the provisional administrators or to fulfill the whole or part of their mission:

For these reasons: Conti ms the powers conferred on Denorman die, Baudelot, and Hue in their character of provisional administrators of the Universal Company of the Interocanic Canal of Panama by the ordinance aforesaid and in the terms thereof, and by extension gives all powers to the said administrators to sign collectively or individually all documents, and give all delegations to all persons either to sign in the name of the provisional administrators or to fulfill the whole or part of their mission;

Declares that in case of the administrators aforesaid being prevented from acting, they shall be replaced by ordinance of the president of the tribunal, rendered upon simple request.

The present judgment is signed on the minutes by the president, by the reporting judge, and by the clerk.

(Signed) Aubepin, Bourgoin and Floquet.

Done and adjudged in the session of the chamber of the council of the said civil tribunal of first instance, department of the Seine, sitting at the palace of justice, Paris, Saturday, December 15, 1888, by M. Aubepin, president; M. Vanier, vice-president; and M. Bourgoin, judge. In the presence of M. Sollantin, substitute judge, and M. Four nier, substitute of the Republic, assisted by Floquet, clerk.

Saturday, December 15, 1888.

The minute of the present judgment has been signed by the president, the reporting judge, and the clerk.

On the margin of the minutes of the present judgment is found mention of its being recorded as follows:

"Recorded at Paris the 16th of December, 1888; folio 31, case 3. Received the sum of 9 francs 38 c."

Signed as a copy:

Floquet.

EXHIBIT H.

JUDGMENT OF FEBRUARY 4, 1889 (CIVIL TRIBUNAL OF THE SEINE), DISSOLVING THE OLD PANAMA CANAL COMPANY AND APPOINTING A LIQUIDATOR.

[Copy of the judgment of the civil tribunal of the Seine, rendered February 4, 1889, pronouncing the dissolution of the Compagnie Universelle du Canal Interocanique de Panama and appointing a liquidator.]

The Court:

In consideration that the civil or commercial character of a company is recognized, not by the particular form which it takes, but by the nature of the enterprise which constitutes its principal object; that it therefore matters little that the Compagnie du Canal Interocanique de Panama is a Société anonyme, this circumstance not being enough to impress upon it a commercial character;

Considering that as to its object, according to article 2 of its articles, it comprises the construction of a maritime canal for deep-water
navigation between the Atlantic Ocean and the Pacific Ocean, across the part of the American Isthmus which belongs to the United States of Colombia, as well as the operation of said canal and of the various enterprises which are connected therewith; that in reality the company is formed for the operation of the canal and in view of the profits which it may obtain, and that the construction itself is not the principal aim of the enterprise but only a necessary means for carrying it out;

That the operation can not be assimilated to a transportation business, the company limiting itself to the opening of a new way for navigation upon payment of fixed tolls;

Considering that therefore the company has for its principal object the development of real estate under conditions under which the State of Colombia might have developed it itself if it had not granted the concession to third parties; that it is therefore purely civil, and that on this account, its duration being moreover limited, any one of the associates may apply for its dissolution, in conformity with article 1871 of the civil code;

Considering that the objection would be unavailing that the present application has been made in violation of article 74 of the by-laws, according to which no proceeding at law can be taken by one or more shareholders against the company, its council of administration, or one of the members of the board, until it has been submitted to the examination of the shareholders' meeting, whose opinion is to be submitted to the court at the same time with the action; that on the one hand this provision, which implies a simple opinion to be stated by the shareholders' meeting and not at all a preliminary consent to be given by it, is not of such a character as to be binding upon the court when it is not set up by the defendant; that it could not moreover prevail against the right which every member acquires by article 1871 of the civil code, the protection of which concerns considerations of public policy; that, on the other hand, it appears from the papers in the case that if the special shareholders' meeting of January 26 last could not be legally organized, in spite of the reiterated notices sent to the shareholders, there is no reason to hope that a new call would have a more efficacious result; that thus the plaintiffs would be deprived by the mere force of circumstances, and without possible recourse, of a right which article 1871 of the civil code intended to assure them; that finally the calling of a new meeting would involve, according to the articles, such delays that the corporate interests which are now at stake might suffer irreparable injury;

Considering that the further objection can not prevail that, in accordance with article 68 of the by-laws, the dissolution of the company before its expiration must be voted by a meeting of shareholders, held under special conditions fixed in article 69; that none of the terms of these articles implies the idea that the right in question belongs exclusively to the shareholders' meeting and that the courts are deprived of it; that such a provision would be in contradiction with the principle laid down in article 1871 of the civil code, and would obviously nullify its objects;

That, furthermore, what was said above relative to the shareholders' meeting of January 26 last and the impossibility of calling to any useful purpose a new meeting within the period fixed by the articles is pertinent here again, and that from every point of view the application should be received;
Considering that, on the merits, article 1871 of the civil code confers upon the court the power of deciding finally whether the company, under the circumstances contemplated, can still continue its normal course, or whether its dissolution is rendered necessary by the very situation in which it is placed; that it is now established that the Compagnie du Canal de Panama has ceased to act in a regular way; that it has suspended payment upon its securities and that the continuation of work on the canal is insured only for a very limited time; that since December 14 last it has been necessary to confide its management provisionally to appointees of the court, who have taken the necessary measures to protect temporarily the important interests connected with its existence; that these wholly provisional measures are now insufficient, or will shortly become so, and that it is important to take action to ward off dangers, the consequences of which would be irreparable;

Considering, therefore, that there is occasion for pronouncing the dissolution of the company and providing for its winding up; that there is occasion also for ordering a provisional execution of the present judgment, notwithstanding appeal, and without security, applying article 135 of the code of civil procedure;

For these reasons,

Pronounces the dissolution of the Compagnie Universelle du Canal Interocéanique de Panama and orders that it be wound up;

Appoints Mr. Joseph Brunet, liquidator of said company with the broadest powers, especially to grant or contribute to any new company all or a part of the corporate assets, to enter into or ratify with the contractors for the Panama Canal all agreements having for their purpose the insurance of the continuance of the works and to this end to contract all loans and form all sinking funds;

Declares that in case the liquidator appointed can not act provision will be made for replacing him in the ordinary way;

Authorizes him henceforth to apply in the same way for all special powers which may be necessary for the performance of his duties, and, if he thinks fit, for the addition of one or more liquidators;

Orders provisional execution of the present judgment, notwithstanding appeal and without security;

Condemns the defendant company to the expenses.

EXHIBIT I.

BY-LAWS OF THE NEW PANAMA CANAL COMPANY.


Title I.– Formation and Object of the Company; Name; Principal Office; Duration.

Article 1. There is formed between the present founder and the subscribers to the shares hereinafter created a commercial joint-stock company under the name of the Compagnie Nouvelle du Canal de
Panama, in conformity with the acts of July 24, 1867, and August 1, 1893.

Art. 2. This company has for its objects (1) the completion of the maritime ship canal between the Atlantic and Pacific oceans; (2) the exploitation of the said canal and of the various enterprises connected therewith; (3) the construction and exploitation of all lines of railway within the vicinity of the canal and the management of all interests which the company may possess and acquire in lines already constructed; (4) the exploitation of lands granted and of mines therein contained.

All under the clauses and conditions of the concession as fixed by the act of the Congress of the United States of Colombia, dated May 18, 1878 (law 28 of 1878), and of the extensions of the concession dated December 26, 1890 (law 107 of 1890), and April 4, 1893.

Art. 3. The principal office of the company is at Paris, provisionally fixed at No. 63 bis, Rue de la Victoire, and hereafter at such place as the council of administration shall designate.

Art. 4. The company shall begin from the date of its formal organization. Its duration shall be the same as that of its concession—that is to say, ninety-nine years from the date when the canal shall be open in whole or in part for public service or when the company shall begin the collection of dues for transit and navigation.

Title II.—Contributions; Capital; Shares; Payments.

Art. 5. A party to these presents is M. Jean Pierre Gautron, judicial administrator of the civil tribunal of the Seine, residing at No. 13 Rue Tronchet, Paris,

"Acting as and in the capacity of sole liquidator of the Compagnie Universelle du Canal Interocéanique de Panama, by virtue of the powers conferred by judgment of the civil tribunal of the Seine, dated February 4, 1889;"

M. Gautron, appointed to said office of liquidator by a judgment of the Chambre du Conseil of the civil tribunal of the Seine, dated July 21, 1893, in his said capacity contributes to the company:

First. All rights accruing to the company in liquidation from the laws of the Governments of the United States of Colombia, dated May 18, 1878, and December 26, 1890, as well as from any decrees, acts, or things whatever which have occurred in the execution of these laws, with all the advantages provided by these laws, together with all lands and real estate granted to the company in liquidation, or acquired by it,

All subject to the fulfillment of the conditions of the laws and extensions of the concessions, and to the payment of all sums remaining due from the liquidator to the Colombian Government;

Second. The works executed and under execution, workshops, buildings, hospitals, plant, erected and not erected, materials and supplies, etc., belonging to the Compagnie Universelle du Canal Interocéanique in liquidation, as well as all deposits as security made by said company in liquidation;

Third. The plants, estimates, studies, documents of every nature, collected by the Compagnie Universelle du Canal Interocéanique, relating in any manner to the study, execution, or exploitation of the
canal or its dependencies, as well as the benefit of all agreements with all third persons;

Fourth. The rights of every nature, part interests, and generally any others whatsoever, which may belong to the Compagnie Universelle du Canal Interoceánique in liquidation, in the railroad from Panama to Colon, operated by an American company called the Panama Railroad Company, whose principal office is at New York, as said rights are enjoyed and exist; M. Gautron, as liquidator, binding himself to transfer the same to the present company in the form required by the laws of the United States of America;

In such manner moreover as the said rights and properties are enjoyed and exist and in the condition in which they are.

The present company shall be the owner of the property and rights granted and contributed from the date of its formal organization, except as hereinafter provided with respect to the Panama Railroad.

This grant and contribution are made by M. Gautron with the reservations and subject to the conditions hereinafter expressed, to wit:

First. There shall be appropriated to the liquidator 60 per cent of the net profits of the enterprise, as these profits shall be determined under articles 51 and 52 hereof.

Second. There shall be appropriated 50,000 shares, full paid, on account of those now issued to the Government of the United States of Colombia, in accordance with the extension law of December 26, 1890.

Third. The rights of every nature in the Panama Railroad, belonging to the estate in liquidation and contributed by M. Gautron under section 4 of this article shall become the property of the present company from and after the stockholders' meeting provided for by article 75 hereof, without any pecuniary compensation, but upon the express condition that the canal be constructed within the time fixed by the agreement of concession. Upon default in completion within such time, said rights shall revert to the estate in liquidation.

If, contrary to all expectation, the meeting in question should not take the necessary action for the completion of the canal, or if the course of action adopted by the meeting can not be carried out, the said rights in the railroad shall remain the property of the present company, but it shall pay into the estate in liquidation the sum of 20,000,000 francs by way of indemnity, and the share of profits set apart or the estate in liquidation shall be half the profits of the present company, without other deductions than those provided in sections 2 and 3 of article 51 hereof.

Accordingly said rights shall remain inalienable in the hands of the new company until either the payment of said sum of 20,000,000 or the entire completion of the canal.

Fourth. Until the entire completion of the canal, M. Gautron, in his official capacity, shall have the right to appoint a commission of control composed of three members taken, as far as possible, from among the engineers of the department of bridges and roads and the inspectors of finances, to inspect the progress of the works, the condition and maintenance of the plant and buildings, as well as the accounts relating to these different objects.

The expense of this commission shall be borne by the new company.

Art. 6. The capital of the company is fixed at 65,000,000 francs, divided into 650,000 shares of 100 francs each.
Of these 650,000 shares, 50,000 full paid are set apart for the Government of the United States of Colombia, in accordance with the extension law of December 27, 1890, as provided in the preceding article.

As for the balance of the 600,000 shares, they are to be issued for cash subscriptions.

Capital may be increased once or several times by vote of the regular stockholders' meeting, and upon the proposition of the council of administration, by the issue of new shares.

Art. 7. The 50,000 shares set apart for the Government of the United States of Colombia, though full paid, shall be entitled to interest or dividends only on the same terms as the shares issued on subscription.

These 50,000 shares shall remain attached to their respective stubs and shall be negotiable under the conditions provided by article 2 of the French law of August 1, 1893, and by the concession laws.

Art. 8. A preference is reserved to the stockholders and bondholders of the Compagnie Universelle du Canal Interocéanique in liquidation, in subscribing for stock of the present company, to the extent of one-half the present capital and the total amount of all future issues.

Art. 9. The amount of each share is payable in cash into the company's treasury or to the representatives who shall be appointed for subscriptions by the new company.

It shall be payable as follows: 25 francs immediately on subscription; 25 francs on October 15, 1894; and the balance as calls shall be made by the council of administration.

Payments shall become due, in accordance with calls made by the council, upon notice published one month in advance in one of the Paris newspapers designated for the publication of legal notices.

Any shareholder may, however, pay up his shares in advance and at any time.

Art. 10. The first payment is represented by a receipt in the name of the subscriber, which, within two months from the organization of the company, shall be exchanged for a provisional certificate, also in his name.

All further payments, except the last, shall be indorsed upon this provisional certificate.

Upon the last payment being made a permanent certificate shall be issued to the shareholder, which shall be either to bearer or in his name, at his option.

Art. 11. The council of administration shall fix the form and style of the certificates of stock.

Provisional and temporary certificates shall be taken from a book with stubs; they shall be numbered in order and stamped with the seal of the company; they shall be signed by two administrators, or by one administrator and a person appointed by the council of administration.

Art. 12. All payments in arrear upon calls shall bear interest at the rate of 6 per cent per annum from the day when they shall be payable, for the benefit of the company.

In default of payment within the month wherein the same shall become payable the council of administration may, at its option, bring action at law, or sell the certificates on which payment shall not have been made.
Such sale may take place fifteen days after notice published in the
"Journal Officiel" or one of the other papers in the department of the
Seine designated for the publication of legal notices. It shall take
place at the risk of the person in default through an agent de change
of the Paris Bourse or through a notary, at the option of the council
of administration.

The certificates for the shares sold will become void and will be
replaced by new certificates in the name of the purchasers, of the
same numbers.

The price of the sale will be deducted from the sums due the com-
pany from the subscriber for the share, and his assigns, who will all
remain jointly and severally liable for the difference, and entitled to
any surplus.

Art. 13. Shares shall stand in the names of subscribers until fully
paid, in accordance with the law of August 1, 1893.

Moreover, no share can be sold, and the council of administration
can not authorize its transfer, until it shall have been fully paid.

This prohibition, however, will not apply to shares belonging to
future issues.

Every owner of shares to bearer shall always have the right to
require the conversion of shares to bearer into shares registered in his
name.

Art. 14. The shares confer a right to a proportional part in the
corporate assets, in profits to be distributed as interest or dividends
and in reserve funds.

Interest and dividends are paid to bearer either upon presentation
of the certificate to be stamped, for registered certificates, or upon pre-
sentation of the coupon, for certificates to bearer, at the company's
office at the times which shall be fixed by the council of administration.

Art. 15. The transfer of shares to bearer is effected by simple
delivery.

That of registered certificates shall take place by a declaration of
transfer entered on the books of the company and signed by the
transferor and transferee or their attorneys.

The expenses of transfers, changes, and conversions shall be borne
by the new assignees.

Art. 16. The council of administration may authorize the keeping
and deposit of certificates to bearer in the company's treasury. In that
case it shall determine the form of the registered certificates of deposit,
the conditions of their delivery, and the precautions with which the
execution of this measure should be surrounded in the interest of the
company and of the shareholders.

Art. 17. Shareholders shall not be liable upon the contracts of the
company beyond the amount of the shares which they own.

In no event can any call be made for funds beyond the amount of
the shares.

Art. 18. The shares are indivisible, as regards the company, which
recognizes only a single owner for each share.

All owners of undivided parts of a share must be represented in
dealing with the company by one and the same person.

Art. 19. The rights and obligations attached to the share follow
the certificate into whatever hands it comes.

The possession of a share imports full consent to the statutes of the
company as well as to all acts of a stockholders' meeting.
The heirs, creditors, or assigns of a shareholder can not, on any pretext, require a partition, or sale of the corporate property, obtain an attachment, require the sealing of the company's books, registers, papers, and securities, nor interfere with its administration.
They must, for the exercise of their rights, rely exclusively upon the corporate statements, the action of the stockholders' meetings, and the decision of the council of administration.

Title III.—Council of Administration.

Art. 20. The company is administered by a council composed of not less than 9 nor more than 15 members chosen from among the shareholders.

Art. 21. The administrators do not, in consequence of their duties, contract any personal or joint and several obligations. They are responsible only for the performance of their duties.

Art. 22. Administrators are appointed by the stockholders' meeting for not more than six years.
If the council is composed of 9, 12, or 15 members, one-third shall be elected every two years, the outgoing members to be determined during the first period of six years by lot, and thereafter by seniority.
If the number of administrators be any other than those above specified, the stockholders' meeting shall determine the mode of choosing new members and the duration of their terms.

Outgoing administrators may always be reelected.
The second meeting of stockholders for organization shall fix the number of members of the first council and shall proceed to choose them.
This first council may, if it think fit, add to itself new members within the limits hereinbefore fixed, and must cause appointments so made to be ratified by the first regular stockholders' meeting.

Art. 23. In case of vacancy arising from resignation or death, the council of administration may fill the same until the next meeting of stockholders.

Administrators thus appointed continue in office only until the expiration of the terms of their predecessors.

Art. 24. Every administrator must be the owner of 250 shares, which are registered in his name and inalienable. They shall be stamped to indicate this inalienability and remain deposited in the company's treasury during the whole term of office of the owner.
These shares constitute a guaranty for all acts of management.

Art. 25. The council of administration shall appoint each year from among its members a president and, if there be occasion, one or more vice-presidents.
The president and vice-president may always be reelected. In case of the absence of the president or of the vice-president or vice-presidents, the council may appoint, at each session, one of its members to fulfill the duties of the office.
Art. 26. The council of administration shall meet at least once a month. It shall meet also at the call of the president as often as the interests of the company require.
Questions shall be decided by a majority of the members present.
In case of equal division the vote of the president shall preponderate.
Five administrators at least must be present to form a quorum.
When only five or six administrators are present all action, to be valid, must be taken by a majority of four votes.

No member of the council can vote by proxy.

Art. 27. The proceedings of the council of administration shall be recorded by minutes signed by the president and one of the members present at the meeting.

Copies or extracts from these minutes must, to be produced in evidence elsewhere, be certified by the president or by two administrators.

Art. 28. The council of administration is vested with the broadest powers for the management and administration of the affairs of the company, for the selection and exploitation of the public lands granted by paragraphs 7 and 8 of article 1, and by article 4 of the concession law.

The council of administration may ask any new concessions, consent to all agreements with third parties for the purchase of enterprises or of concessions connected with any of the objects of the company.

It shall appoint and dismiss employees, determine their functions and powers, fix their salaries and pay.

It shall order and regulate expenditures.

It shall sign correspondence as well as all notes, indorsements, drafts, cheques, transfers, and conversions of assets and securities belonging to the company, and it shall contract and consent to all advances.

It shall take all financial measures necessary to the progress of the company, and make all loans other than those which must be authorized by the stockholders' meeting.

It shall lay before the stockholders' meeting all propositions concerning loans on mortgage and the issue of obligations.

It shall administer the rights in the Panama Railroad Company contributed to the company under the terms of article 5.

It shall arrange the order of business for stockholders' meetings and the accounts which are to be submitted to them. It shall make a report to each stockholders' meeting upon the accounts and the condition of the corporate affairs.

It shall fix provisionally the dividend and determine, if occasion arises, the installment to be paid on July 1 on the receipts and disbursements closed by the inventory June 30 preceding.

It shall decide upon the following subjects, to wit: 1, calls for money upon the shares; 2, temporary investment of funds in hand; 3, studies and projects, plans and estimates for the execution of the works; 4, agreements and bargains for works of various characters, bargains with penalty, and contracts not concerning the works; 5, hiring, selling, letting, and exchanging real and personal property, purchasing and hiring vessels or machines necessary for the execution of the works and the exploitation of the enterprise; 6, annual budgets; 7, fixing and modifying dues of every nature to be collected by virtue of the concession, conditions and manner of collecting tolls; 8, disposition of reserve funds; 9, regulation of deposit of stock and obligations of the company.

It shall sue for the collection of dues, the recovery of all debts; give all acquittances and discharges, consents to all replevies of mortgaged property, distresses, attachments, and other impediments, with all releases of preference, mortgage, and suit for cancellation, all before or after payment. It may create all preferences.

It shall authorize all judicial actions, whether as plaintiff or as
defendant, treat, adjust, and compromise the said actions, as well as all affairs of the company.

In general it shall do, in the corporate interest, all acts which it thinks necessary and useful, the powers above recited being purely declaratory and not in limitation of the rights of the council of administration.

Art. 29. The council of administration may, for the general administration of the company, delegate all or a part of its power either to one or more of its members, with the title of administrator-delegate or to one or more managers or submanagers taken from outside the council.

It may, moreover, delegate either to one or more administrators, or to one of the employees of the company, or to one or more third persons, all or a part of its powers by special authorization and for one or more definite affairs or objects.

Art. 30. The administrators shall be compensated, over and above the share of profits fixed in article 52, by tokens of attendance, the amount of which shall be determined by the stockholders' meeting and which it shall be the duty of the council of administration to distribute to its members.

Title IV.—Technical Commission.

Art. 31. The council of administration is authorized to associate with itself a technical commission chosen from among persons competent in matters of public works, and especially from the retired inspectors-general of the departments of bridges and roads and finance.

This commission, upon communications made to it by the council of administration, shall give its opinion on questions relative to the execution of the works.

The number of members of the technical commission, as well as their remuneration, shall be fixed by the council of administration.

Title V.—Commissaires.

Art. 32. The stockholders' meeting shall appoint one or more commissaires, members or not, invested with the functions committed to them by law.

If any of the commissaires can not act, the one or more who remain shall act without them.

A compensation is allowed them, to be fixed by the stockholders' meeting.

Title VI.—Stockholders' Meeting.

Art. 33. A regularly constituted stockholders' meeting shall represent all the stockholders.

Art. 34. The stockholders' meeting shall be composed of all holders of at least 10 shares.

All holders of less than 10 shares may unite to form the necessary number and cause themselves to be represented by one of their number as provided by the law of August 1, 1893.

The meeting shall be regularly constituted when the shareholders who compose it represent a quarter of the capital of the company.

Art. 35. When, upon first assembling, the stockholders present do not comply with the conditions above specified, in order to make the
proceedings of the meeting valid it may be adjourned for not less than twenty days.

A second call shall be made in the form prescribed by article 37 hereof.

The deliberations of this second meeting can only relate to the order of business provided for the first meeting. Its acts shall be valid, whatever may be the amount of capital represented by the stockholders.

Art. 36. A stockholders' meeting shall be held every year at a day and place fixed by the council of administration before December 31.

Extraordinary meetings also shall be held whenever the council of administration may consider it useful.

Art. 37. Ordinary and extraordinary meetings may be called by means of a notice inserted at least twenty days previously and in one of the Paris papers designated for the publication of legal notices.

Art. 38. Shareholders, in order to have the right to take part in or to have themselves represented at stockholders' meetings, must qualify at the domicile of the company, at least five days before the meeting, by the deposit of their certificates in the company's treasury or in that of one of the establishments designated for this purpose by the council of administration.

Deposits made under these conditions give a right to the issue of cards of admission in the name of the depositor.

Registered holders of registered shares or of certificates of deposit have also the right to be represented at meetings by proxies furnished with regular powers, the form of which shall be determined by the council of administration.

Holders of powers must deposit their proxies at the domicile of the company within the time fixed by the council of administration for each meeting.

No one can represent a shareholder at the meeting unless he is himself a member of the meeting.

Married women, however, may be represented by their husbands if he has the management of their rights and shares, and in like manner minors or incompetents may be represented by their guardian.

Usufructuaries and naked owners must be represented by one of them, furnished with a power from the other, or by a common proxy who is a member of the meeting.

Companies which are stockholders, as well as the Government of Colombia, may each be represented by a delegate who is not himself a shareholder.

Art. 39. The stockholders' meeting shall be presided over by the president or one of the vice-presidents, and, in default of these, by an administrator appointed by the council.

The two largest shareholders present at the opening of the meeting, who accept, shall be appointed tellers.

The officers of the meeting shall appoint the secretary.

Art. 40. Action by the stockholders' meeting shall be determined by a majority of votes of the members present or regularly represented.

In case of equal division the vote of the president shall preponderate.

Art. 41. Ten shares shall give the right to one vote. The same shareholder can not cast in all more than 200 votes, whether as shareholder or as proxy.

Art. 42. A secret vote may be required by 10 members representing together at least 200 votes.
Art. 43. The action of the stockholders' meeting is recorded in minutes signed by the president, the tellers, and the secretary.

Copies of extracts from these minutes to be used in proceedings at law or otherwise must be certified by the president or by two administrators.

Art. 44. At each stockholders' meeting a list shall be kept of members present. It shall contain the names and residences of the shareholders and the number of shares held by each. This list shall be certified by the officers of the meeting and deposited with the company's records.

Art. 45. The order of business for the stockholders' meeting shall be fixed by the council of administration.

No other questions than those contained in this order of business can be brought before the meeting.

Art. 46. The stockholders' meeting shall hear the report of the council of administration on the corporate affairs.

It shall also hear the report of the commissioner or commissioners upon the condition of the company, on the balance sheet, and on the accounts presented by the council of administration.

It shall discuss and, if need be, approve the accounts.

It shall authorize, on proposal of the council, the creation of special supplemental reserve and sinking funds which may be found useful.

It shall fix the dividend to be paid.

It shall elect administrators in place of those retiring and the commissioners.

It shall vote all loans by means of the issue of obligations or by mortgage.

It shall audit the first accounts after the execution of the works.

It shall pass upon the propositions of the council of administration.

It shall vote upon the increases of capital proposed by the council of administration.

It shall consider and finally decide upon all the interests of the company, and confer upon the council of administration all the supplementary powers which shall appear useful.

It shall have extraordinary power of decision upon the course to be taken in accordance with article 75 hereof.

Art. 47. The action of the stockholders' meeting, taken in conformity with the statutes, shall bind all shareholders, even although absent or dissenting.

Title VII.—Statements of Condition; Inventories.

Art. 48. The corporate year shall begin July 1 and end June 30.

The first period shall comprise the time between the formal organization of the company and June 30, 1895.

Art. 49. The council of administration shall prepare every six months a summary statement of the condition of the company as to assets and liabilities.

This statement shall be submitted to the commissioner or commissioners.

Art. 50. There also shall be made up at the end of each corporate year an inventory showing the real and personal property of the company and all indebtedness due to or by it.

This inventory shall be presented to the stockholders' meeting.
ART. 51. The annual income from the enterprise shall be first applied to the payment of: 1. The share for which the United States of Colombia has stipulated for its own benefit, according to the terms of the concession law. 2. The expenses of maintenance and exploitation; the cost of administration; and all corporate charges in general; interest and sinking funds on loans which may have been contracted. 3. The previous deduction of one-twentieth of the net profits, after payment of all the charges hereinbefore mentioned, for the formation of a legal reserve fund. 4. Five per cent upon the corporate capital, the income of which shall be applied by the stockholders’ meeting, in accordance with the propositions of the council of administration, not only to form the sinking fund to be established in accordance with article 55 hereof, but also to provide dividend on the shares not extinguished.

ART. 52. The excess of annual income after the various deductions provided in the preceding article constitutes the net income or profits of the enterprise. From these profits shall be deducted 5 per cent for the benefit of the council of administration.

The surplus shall belong: To the amount of 40 per cent to the shares issued and to the amount of 60 per cent to the Compagnie Universelle du Canal Interoceânique in liquidation.

ART. 53. The payment of interest and dividends shall be made at the company’s office or at the offices of the representatives designated by the council of administration.

The payment of interest shall be made at two periods: January 1 and July 1 in each year.

Dividends shall be payable on January 1 next after the vote of the annual stockholders’ meeting.

The council may, nevertheless, if it thinks fit, authorize a payment on account of dividends on the preceding 1st of July.

ART. 54. Interest and dividends remaining unclaimed at the expiration of five years from the time when payable shall become the property of the company.

ART. 55. The extinguishment of the shares shall be accomplished in ninety-nine years from the putting of the canal in operation.

Provision shall be made for this extinguishment by means of the deduction hereinbefore provided for in article 51, the amount of which shall be fixed by the stockholders’ meeting, on recommendation of the council of administration.

The shares to be paid off shall be designated by drawing lots, which shall be publicly done at the times and in the manner fixed by the council of administration.

ART. 56. The numbers of the shares drawn for payment shall be posted in the company’s principal office.

ART. 57. Shares drawn for payment shall be paid at the places designated for the payment of dividends and interest.

Holders of extinguished shares have the same rights as holders of shares not extinguished, except as to the dividend which may be paid in accordance with article 51 hereof.

ART. 58. The share of 60 per cent set apart for the Compagnie Universelle du Canal Interoceânique in liquidation, may, if the liquidator so requests, be represented by certificates, to such number as he shall
fix, leaving it to him to make a proper distribution thereof among the parties in interest.

This right to a share in the profits shall not give to any of those who enjoy it any right to take part in any way in the acts or administration of the company.

In all cases the provisions of articles 18 and 19 hereof, concerning shares, are equally applicable to the certificates of interest.

All expenses and formalities connected with these certificates must be borne by the holders.

Before distributing these certificates the liquidator must make arrangements for their being represented in dealings with the new company; these arrangements must be satisfactory to the council of administration of the present company.

Art. 59. The reserve fund is composed of the accumulation of the sums deducted from the annual profits, in accordance with article 51 hereof.

When this reserve fund reaches one-tenth of the capital of the company, its creation may be suspended. It must be resumed when the amount of the reserve has sunk below one-tenth of the capital of the company.

**Title IX.—Modification of the By-laws; Dissolution.**

Art. 60. If experience shall show the desirability of making modifications in or additions to the present statutes, the stockholders' meeting shall proceed to make them in accordance with articles 61 and 62 hereof.

It may especially determine upon a reduction of the capital of the company, a reduction in the duration, the prolongation or the earlier dissolution of the company, its consolidation with other companies.

It may even introduce modifications as to the object of the company without, however, changing its essential character.

Art. 61. Meetings which are to consider the different subjects mentioned in the preceding article will not be regularly constituted nor will their action be valid unless they are composed of a number of shareholders representing at least one-half of the capital of the company; but in such case the council of administration shall have the right, in its calls, to reduce, as far as it shall think desirable, the number of shares which must be held in order to take part in the meeting; and in such case the holder of the minimum number of shares necessary to take part in the meeting shall have 1 vote, the holder of 10 shares shall have 2 votes, the number of votes increasing at the rate of 2 votes for 10 shares; provided, that the total number of votes of any member shall not exceed 200.

Moreover all owners of a number of shares less than that fixed for admission to the meeting may unite to form the requisite number of shares and may cause themselves to be represented by one of their number in accordance with the law of August 1, 1893.

Art. 62. It is here explained that it is in order to conform to the French law now in force that the present statutes require the representation of one-half the capital of the company at the stockholders' meetings called to consider the subjects specified in article 61 hereof, and a representation of one-quarter of the capital in the other meetings; but it is expressly understood that the company may take the benefit of any new laws which may decrease the amount of capital necessarily.

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represented in stockholders' meetings, and that new legislative provisions concerning this question will become applicable to the company hereby created upon a resolution to that effect of a meeting of stockholders called in accordance with the rules laid down in articles 34 and 35 hereof.

Art. 63. In case of dissolution of the company the meeting of stockholders on recommendation of the council of administration shall determine the method to be adopted either for the liquidation or reorganization of the company as a new company; it may appoint one or more liquidators, and may confer upon them the broadest powers.

Art. 64. During liquidation the powers of the meetings of stockholders shall continue as during the existence of the company.

It shall have, especially, the right to approve the accounts of the liquidation and to give acquittance therefor.

The appointment of liquidators shall terminate the powers of the administrators and of all mandatories.

Title X.—Conferring of Jurisdiction; Suits.

Art. 65. In accordance with article 20 of the concession law of May 18, 1878, differences which may arise between the Government of the United States of Colombia and the company shall be submitted to the Federal supreme court (Colombia).

But for all other litigations the company shall have its domicile at Paris.

Art. 66. The company shall be considered commercial in its essence as in its form, and shall, accordingly, be within the jurisdiction of the tribunal of commerce of the Seine.

Art. 67. Suits concerning the general and collective interests of the company can not be brought either against the council of administration or against one of its members, except in the names of shareholders representing one-twentieth of the capital of the company. Actions concerning the rights of members can not be brought by a shareholder, or group of shareholders, representing less than a twentieth of the company's capital.

And no action at law, brought by one or more shareholders against the company, its council of administration, or one of its members can be brought into court until after having been submitted to the examination of a meeting of shareholders, whose opinion shall be submitted to the magistrates at the same time with the complaint itself.

Art. 68. Every shareholder in case of litigation must make election of a domicile at Paris, and all notices and summonses to him may be lawfully served at the domicile by him elected, without regard to the distance of the real domicile.

In default of election of a domicile, he shall be deemed to have elected, for notices judicial and extrajudicial, the office of the attorney of the Republic at the civil tribunal of first instance of the Seine.

The domicile elected, actually or impliedly, as has just been stated, shall carry with it the conferring of jurisdiction on the competent tribunals of the Seine.

Art. 69. In all litigations which may arise between the company and third persons, notice of all judicial or extrajudicial documents must necessarily be given by service of a copy personally upon the president of the council of administration at the principal office of the company.
TITLE XI.—Temporary Provisions.

Art. 70. The subscription of the entire capital of the company, and the payment of at least one-fourth the capital in cash, shall be evidenced by a declaration of the founder acknowledged before a notary.

To this declaration shall be annexed a list of the subscribers and the state of the payments made.

Art. 71. This declaration, with vouchers, shall be submitted to the first stockholders' meeting, which shall verify its accuracy.

The same meeting shall cause the value of the contributions herein-before mentioned, and the consideration for the advantages agreed to be given, to be appraised.

Art. 72. A second meeting shall be called to approve, if proper, the contribution and advantages in question.

The same meeting shall elect the administrators and the commissioners created by article 32.

The minutes of the meeting shall show the acceptance of the administrators and of the commissioners.

The company shall be organized upon their acceptance.

Art. 73. Stockholders' meetings called for the organization of the company shall be composed of all the shareholders, who have each a vote, provided that the holders of several shares shall have one vote for every ten shares; but no person shall have more than ten votes.

The meetings for organization must be composed of a number of shareholders representing half the capital of the company. The capital, one-half of which must be represented for verification of the contribution, shall be composed only of the payments not subject to verification.

If the meeting does not include a number of shareholders representing half the capital, it can act only provisionally; in such case a new meeting shall be called.

Two notices published eight days apart, at least one month in advance, in one of the papers in which legal notices are published in Paris, shall give notice to the shareholders of the provisional action taken by the first meeting, and this action shall become final if approved by a new meeting composed of a number of shareholders representing at least one-fifth of the capital of the company.

Art. 74. All general provisions of Title VI, relative to stockholders' meetings, not inconsistent with those contained in this title, shall be applicable to meetings of stockholders for organization, except that meetings for organization may be called by a notice inserted in a newspaper in which legal notices are published in Paris, as follows: For the first meeting, two days beforehand, and for the second meeting at least ten days beforehand.

Art. 75. When the amounts expended, as well for the work done upon the canal as for the discharge of the burdens resulting from the contribution of M. Gautron, shall reach about one-half of the cash capital of the company at the minimum, a special technical commission, theretofore appointed at a proper time shall pronounce upon the results obtained from the work already done and upon the conclusions to be drawn therefrom as to the remainder of the enterprise.

The commission shall be composed of 2 members, appointed by the council of administration of the present company, and of 2 persons appointed by the liquidation of the old Compagnie Universelle du Canal Intercéanique. These 4 members shall appoint a fifth, who shall be
president of the commission, and if they can not agree, this president shall be appointed by the president of the tribunal of commerce of the department of the Seine.

The council of administration shall be required to make public the opinion of this commission, and to call a special meeting of stockholders in the manner provided in articles 61 and 62 hereof.

This meeting shall consider the ways and means tending to insure the completion of the work and the stipulations contained in article 5, section 4, No. 3 hereof.

**Title XII.—Publications.**

**Art. 76.** Within the month of the organization of the company the administrators shall file in the registry of the tribunal of commerce of the Seine and of the justice of the peace of the ninth arrondissement of Paris, 1, a copy of the articles of association; 2, a copy of the document showing the subscription of the capital and the payment of one-fourth; 3, a copy, or a certified copy, of the action of the stockholders’ meeting, in accordance with articles 71 and 72 hereof; 4, a copy, or a certified copy, of the list of the names of the subscribers.

**Art. 77.** Within the same time an extract from the documents and proceedings specified in the preceding article shall be inserted in one of the newspapers publishing legal notices in Paris, in pursuance of law.

**Art. 78.** Full powers are granted the holders of the documents for the filing and publication in question.

**Art. 79.** Finally, it is noted that all the provisions contained in the two last preceding titles, relative to the organization and publications of the present company, have been dictated only by the requirements of the French law as to joint stock companies now in force.

Express reservation is made of the benefit of all new provisions which the legislature may introduce into the law.

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**EXHIBIT J.**

**Minutes of the Organization Meetings of the New Panama Canal Company.**

On the 22nd of October, one thousand eight hundred and ninety-four, Before Me. Felix Edouard Lefebvre and Me. Louis Antoine Maurice Champetier de Ribes, both notaries at Paris, undersigned, has appeared M. François Gustave Ramet, former President of the Tribunal of Commerce, of Rennes, residing at Paris, Rue Demours, No. 83, acting in the capacity of founder of the Compagnie Nouvelle du Canal de Panama, with a capital of 65,000,000 francs, whose principal office has been provisionally fixed at Rue de la Victorie, No. 63 bis, and whose by-laws have been settled in accordance with a document executed before Me. Lefebvre and Maurice Champetier de Ribes, notaries undersigned, the 26th day of June, 1894, and followed by a declaration of subscription and payment before the same notaries, the 29th of September last, the particulars of which appear above, who, by these presents deposits with Lefebvre, notary undersigned, and has requested him to enter
upon his minutes, under date of this day, in order that all extracts and copies which may be needed may be issued, to-wit:

1. The original, certified by the officers, of the minutes under date of the fourth of October instant, of the first organization meeting of the shareholders of the anonymous company, Compagnie Nouvelle du Canal de Panama

It appears from these minutes:

That the meeting of shareholders after having heard read the by-laws and the declaration of subscription and payment, has declared that it accepts the declaration of subscription and payment, as made in good faith, and has declared that the sum of the payments made by the shareholders had been made in cash, and deposited in caisse des consignations;

And that, after having considered the matter, the meeting had appointed as commissaires:

M. Pierre Edouard Fougeu, former notary, and Vice President of the Committee of Bondholders, of Orleans, residing at Orleans, Boulevard Alexandre Martin, No. 65,

M. Charles Florian Goudchaux, Chief of Division in the Department of Posts and Telegraphs, retired, residing at Paris, Rue Lafayette, No. 119.


Who were directed to appraise the value of the contributions made by M. Gautron, liquidator of the Compagnie Universelle du Canal Interoceánique de Panama, and the benefits provided, as well in consideration of these contributions as for the benefit of the administrators, and generally to fulfill the duties fixed by law and the by-laws;

To these minutes are annexed:

A copy of the newspaper "Les Petites Affiches", issue of Sunday, September 30th last, containing the notice of calling of the first organization meeting of stockholders, said copy recorded and certified;

The attendance sheet, signed by each member upon his arrival, and certified by the officers, with one hundred and eleven proxies, given by different shareholders, and two copies made by Messrs. Lefebvre and Portefin, notaries at Paris, of powers of attorney given by the Credit Lyonnais to M. Rabeau and by the société Générale to M. de Fredaignes;

II. And the original, certified by the officers, of the minutes, under date of the 20th of October instant, of the second organization meeting of shareholders of the said Company.

It appears from these minutes:

That the shareholders' meeting approved, by the unanimous vote of the members present, except only M. Gautron and the Commissioners, who did not vote, the report printed and deposited at the main office on the 13th inst. by Messrs. Fougeu, Goudchaux and Focké, Commissioners appointed by the first organization meeting of shareholders of the fourth of October, instant, adopts the conclusion of this report, and accordingly says that it approves the provisions made and benefits provided in consideration of the contribution of M. Gautron, and for the benefit of the administrators by the by-laws;

That said meeting decided, by unanimous vote of the members present, that the attendance pay of the council of administration should
be fixed at the sum of three thousand francs for each acting adminis-
trator per annum, leaving to the council to divide the total between its
members in conformity with the business to each of them; and at two
thousand francs for each period, the compensation to be allotted to
each of the commissaires of accounts;
That the meeting, after due consideration, decided unanimously,
with the exception of two persons, one having ten votes, and the other
eighteen,
That the council of administration should be fixed for the present at
ten, and appoints to fill these offices for the first period of six years;
M. Theophile Auguste Baillet, merchant, former Judge of Tribu-
nal of Commerce of Orleans, residing at Orleans, rue Dauphine No. 13;
M. Jean Bonnardel, administrator of the Compagnie des chemins
de fer de l'Ouest, residing at Lyons, quai d'Occident, No. 3;
M. Georges Brolemann administrator of the Crédit Lyonnais, resi-
ding at Paris, Boulevard Malesherbes, No. 52;
M. Calixte Carraby, administrator of the Comptoir National d'Es-
compte, residing at Paris, Rue Pigalle, No. 14;
M. Gabriel François Chanove, administrator delegate of the Société
des Forges et Aciéries de Huta Bankowa, residing at Paris, rue de
Prony, No. 95;
M. Gabriel Jules Jonquiere, former Inspector of public lands,
residing at Paris, rue Spontini No. 1;
M. Augustin Aime Le Begue, administrator of the Société Gén-
érale, residing at Paris, Boulevard Malesherbes No. 81;
M. François Gustave Ramet, former President of the Tribunal of
Commerce of Rennes, residing at Paris, rue Demours No. 88;
M. de Saint Quentin Marcel Pierre Acheman, administrator of the
Crédit Industriel et Commercial, residing at Paris, Boulevard des
Baignolles, No. 82;
M. Lucien Souchon, administrator of the Société des Houillères de
Saint Etienne residing at Lyon Place de la Charité;
And that in case M. Saugnier, previously proposed, should not
change his decision, it invited the council to consider at the next share-
holders' meeting, the desire, expressed by it, to see added to the list
of the council an authorized representative of the bondholders of the
old company;
That said meeting recognized the acceptance of said duties of
directors;
That said meeting, after due consideration, appointed unanimously,
with the exception of one shareholder, having ten votes, commissaires
to report to the shareholders' meeting on the accounts of the first cor-
porate fiscal period, and on the situation of the company:
M. Auguste Louis Joseph Barbier, Auditor of the Tribunal of
Commerce of the Seine, residing at Paris, Avenue de la République,
No. 12;
M. Auguste Etienne Lemoine, Associate Agent de change, residing
at Paris, rue de la Pompe, No. 10;
And M. Pierre Edouard Fougeu, former notary, and Vice Presi-
dent of the Committee of Bondholders of Orleans, residing at Orleans,
Boulevard Alexandre Martin, No. 65;
That it recognized the acceptance of said duties by the commissiners
And that the company was declared formally organized, in conformity with the law and the by-laws.

To these minutes are annexed;

A copy of the newspaper "Les Petites Affiches", issue of Tuesday, the 9th of October last, containing the notice of the calling of the second organization meeting of stockholders, said copy recorded and certified;

The attendance sheet, signed by each member on his arrival, and certified by the officers, with two hundred and sixteen stamped memoranda, signed by the proxies of the absent shareholders, and three thousand and ninety-one powers of attorney in support of said memoranda;

A copy of the report of the commissaires, certified by them as true;

A power of attorney, given by the administrators and the commissioneers to M. Ramet, to accept the duties of administrators and of commissaires.

Which minutes have been hereto annexed, after having been certified as true by the party appearing, and that mention above of this annexing was made and signed by the undersigned notaries.

Reference to these presents are allowed wherever necessary.

And for the making of the filing and publication prescribed by law, full power is given to the holder of a copy of this document.

Done and passed at Paris, Rue Tronchet, No. 34, in the office of M. Lefebvre, one of the notaries undersigned.

The day, month and year above mentioned.

And the same having been read, the party appearing has signed with the notaries.

The signatures follow.

On the margin is written:

Recorded at Paris, Fourth Bureau, the 29th of October, one thousand eight hundred and ninety-four, Fol. 82, case 7, 3 francs seventy-five centimes, décimes included.

(Signed) Copin.

APPENDIX.

NEW PANAMA CANAL COMPANY.

Anonymous company with capital of 65,000,000 francs.

Principal office at Paris, rue de la Victoire No. 63 bis.

First meeting of shareholders, for the organization of the company.

In the year one thousand eight hundred and ninety-four, Thursday the fourth of October, at half-past ten o'clock in the forenoon.

The shareholders of the Compagnie Nouvelle du Canal de Panama, an anonymous company, with a capital of sixty-five million francs, whose principal office is at Paris, rue de la Victoire, No. 63 bis.

The said company, formed by M. François Gustave Ramet, former President of the Tribunal of Commerce at Rennes, residing at Paris,
rue Demours, No. 83, according to a document executed before Messrs. Lefebvre and Maurice Champetier, notaries at Paris, the twenty-sixth of June, one thousand eight hundred and ninety-four, Met in first organization meeting of shareholders at Paris, rue de Lanery, No. 10, at the building of the Union Nationale des Chambres Syndicales, on the call, addressed to them by the insertion in the general paper for advertisements, issue of Sunday, the thirtieth of September, one thousand eight hundred and ninety-four, called the "Petites Affiches".

This meeting is for this purpose:
1st. Of verifying the correctness of the declaration of subscription and payment made in accordance with document executed before Messrs. Lefebvre and Maurice Champetier de Ribes, notaries at Paris, the twenty-ninth of September, one thousand eight hundred and ninety-four,
2d. And of appointing one or more commissaires for the purpose of appraising the value of the contributions made by M. Gautron, as liquidator of the Compagnie Universelle du Canal Interocéanique de Panama, and the provisions made and benefits provided, in consideration of said contributions, and for the benefit of the administrators; and of making a report to the second organization meeting of shareholders.

M. Gautron is requested to fill the office of president, which he states that he accepts.

He asks to assist him as scrutators, in default of the acceptance of larger subscribers:

M. Gabriel Chanove, Civil Engineer, residing at Paris, rue de Prony No. 95,
And M. François Gustave Ramet, founder of the company,
Both subscribers for two hundred and fifty shares.
In consequence Messrs. Chanove and Ramet are appointed scrutators, and accept these offices.

The President and scrutators appoint to the office of secretary M. Théophile Auguste Baillet, merchant, former Judge of the Tribunal of Commerce of Orleans, residing at Orleans, rue Dauphine No. 13, who accepts and takes his place at the desk in this capacity.

The officers thus appointed certified the attendance sheet, signed by each member on his arrival.

This sheet shows the presence, personally or by proxy, of shareholders representing three hundred and seventy-two thousand, nine hundred and sixty shares, viz, more than one-half the corporate capital, and giving a right to one thousand and thirty-two votes.

Consequently, the president announces the regularity of the meeting, and declares it open.

The president lays before the meeting:
1st. A copy of the paper for judicial and legal notices, "Les Petites Affiches," issue of twenty-ninth of September one thousand eight hundred and ninety-four, bearing the number two hundred and seventy-three, said copy recorded, containing the notice of the calling together of the subscribers to the shares of the Compagnie Nouvelle du Canal de Panama, in first organization meeting of shareholders.

The president requests M. Lefebvre, Notary of Paris, present at the meeting, to read:
1st: The by-laws of the company, according to document executed
before him and M. Maurice Champetier de Ribes, the twenty-sixth of June, one thousand eight hundred and ninety-four;

2d. And the declaration of subscription and payment of the corporate capital in cash, executed before Messrs. Lefebvre and Maurice Champetier de Ribes, notaries at Paris, twenty-ninth September, one thousand eight hundred and ninety-four.

These two documents are read to the meeting.

This reading being finished, the president states that the meeting is called upon to consider and vote on the following resolutions, which he reads:

FIRST RESOLUTION.

The meeting, after having read the by-laws, prepared by Messrs. Lefebvre and Maurice Champetier de Ribes, notaries of Paris, the twenty-sixth day of June, one thousand eight hundred and ninety-four, and the declaration of subscription and payment, executed before the same notaries the twenty-ninth of September, one thousand eight hundred and ninety-four, declares that it recognizes the correctness of this declaration of subscription and payment, and that it finds that the amount of payments made by the shareholders has been paid in cash, and deposited with the caisse des dépôts et consignations.

This resolution is passed unanimously by show of hands.

Thereupon, the president requests the assembly to appoint three commissaires, whose duty will be to appraise the value of the contributions made to the company by the liquidation of the Compagnie Universelle du Canal Interocéanique de Panama, as well as the provisions made for the benefit of the liquidation, in consideration of the said contributions, as well as the benefits provided by the by-laws, for the benefit of the administrators, and to make to the second organization meeting of shareholders, the report prescribed by law and the by-laws.

And he explains that these contributions and benefits result from Articles five, six, eight and fifty-one and fifty-two of the by-laws, previously read.

The president observes, furthermore, that he cannot personally take part in the voting.

After an exchange of explanations, and the proposal of various names successively put to vote, the president puts to vote the following resolution, which he reads:

SECOND RESOLUTION.

The meeting, after due deliberation, appoints as commissaires:

M. Pierre Édouard Fougé, former notary, and Vice President of the Committee of Bondholders, of Orleans, residing at Orleans, Boulevard Alexandre Martin, No. 65;

M. Charles Florian Goudechaux, Chief of Division in the Department of Posts and Telegraphs, retired, residing at Paris, Rue Lafayette, No. 119;

And M. Jean Baptiste Georges Focké, manager of the newspaper “L’Avenir Industriel et Commercial,” residing at Paris, Rue Caumartin No. 26;

Who are directed to appraise the value of the contributions made by M. Gautron, liquidator of the Compagnie Universelle du Canal
Interocéanique de Panama, and the benefits provided, as well in consideration of these contributions as for the benefit of the administrators, and generally to fulfill the duties fixed by the law and the by-laws.

This resolution, put to vote, is passed by show of hands.

Messrs. Fougeu, Goudchaux and Focké, being present, state that they accept the said offices.

The president requests the commissioners to prepare their report in the shortest possible time, and reminds them that it must be kept for the inspection of the shareholders at the company's office, five days before the second meeting of shareholders.

After which the president declares the meeting adjourned.

There have been annexed to the present minutes:

A copy of the newspaper "Les Petites Affiches," issue of Sunday, the thirtieth of September last, containing notice of the calling of the present meeting, said copy recorded and certified;

The attendance sheet, signed by each member on his arrival, certified by the officers, with one hundred and eleven proxies, given by different shareholders, and two copies, delivered by Messrs. Lefebvre and Portefin, notaries at Paris, of powers of attorney, given by the Crédit Lyonnais to M. Rabeau, and by the Société Générale to M. de Fredaignes.

Of all the matters set forth above, these present minutes have been prepared, which have been signed by the officers of the company.

The President (signed) Gauthron,
A scrutator (signed) Chanove,
A scrutator (signed) Ramet,
The Secretary (signed) Aug. Baillet.
Thereafter is written,
Recorded at Paris.

Fourth Bureau, twenty-ninth October one thousand eight hundred and ninety-four, folio eighty-three, case three, received three francs seventy-five centimes, decimes included.

(Signed) Copin.

NEW PANAMA CANAL COMPANY.

Anonymous company with capital of 65,000,000 francs.

Principal office at Paris, rue de la Victoire No. 63 bis.

Second meeting of shareholders, for the organization of the company.

In the year one thousand eight hundred and ninety-four, Saturday the twentieth of October at half-past two o'clock, in the afternoon,

The shareholders of the Compagnie Nouvelle du Canal de Panama, an anonymous company, with a capital of sixty-five million francs, whose principal office is at Paris, rue de la Victoire, No. 63 bis,

The said company, formed by M. François Gustave Ramet, former president of the Tribunal of Commerce at Rennes, residing at Paris,
rue Demours, No. 83, in accordance with document executed before Messrs. Lefebvre and Maurice Champetier, notaries at Paris, the twenty-sixth of June, one thousand eight hundred and ninety-four,

Met in second organization meeting of shareholders at Paris, in the room of the Société d’Horticulture de France, rue Grenelle, No. 84, on a call which was addressed to them, by insertion in the general paper for advertisements, issue of Tuesday, ninth of October, one thousand eight hundred and ninety-four, called “Petites Affiches.”

The purpose of this meeting is:
To hear read the report of the commissioners appointed by the first organization meeting of shareholders as to the value of the contributions made to the company by M. Gautron, in his capacity of liquidator of the Compagnie Universelle du Canal Interocéanique de Panama, and the provisions and benefits stipulated, as well in consideration of the said contributions, as for the benefit of the administrators, and to take action upon the conclusions of said report;
To appoint administrators of the Company, and to ascertain their acceptance;
To fix the amount of the attendance fee allotted to the administrators, and the remuneration awarded to the commissaires:
And to declare, if such be the case, that the company is formally organized.

M. Georges Lemaquis, mandataire of the Panama bondholders, and member of the meeting, is requested to take the office of president, which he states that he accepts.
He requests to assist him, as tellers, in default of the acceptance of larger subscribers:
And M. Abel Adrien Alexis Couvreux, contractor for public works, residing at Paris, rue d’Anjou No. 78,
Subscribers, the first to eight hundred and twenty-six shares, and the second to six hundred and twenty-five shares.
Accordingly, Messrs. Joyant and Couvreux are appointed tellers, and accept these offices.
The president and the tellers appoint to the office of Secretary M. Theophile Auguste Baillet, merchant, former Judge of Tribunal of Commerce of Orleans, residing at Orleans, rue Dauphine No. 13, who accepts, and takes his place at the desk in this capacity.
The officers thus constituted, certify the attendance sheet signed by each member on arrival.
This sheet shows the presence in person, or by proxy, of shareholders representing five hundred and twenty-three thousand six hundred and forty-eight shares, say more than one-half of the corporate capital, and giving a right to four thousand eight hundred and seventy-six votes.
Accordingly, the president declares the meeting regular, and states the meeting is open.
The commissioners appointed by the first meeting of shareholders, take the floor and read their report.
This report concludes by approving the provisions made in the by-laws in favor of M. Gautron, in consideration of the contributions made by him, as liquidator of the Compagnie Universelle du Canal Interocéanique de Panama, and for the benefit of the administrators.
The president, after having furnished the assembly various additional explanations, and having ascertained that no shareholder asks the floor, puts to vote the following resolutions:

FIRST RESOLUTION.

The meeting, after having informed itself concerning the report printed and filed in the office of the company the thirteenth of October instant, by Messrs. Fougeux, Goudchaux and Focké, commissioners appointed by the first organization meeting of commissioners of October fourth instant, adopts the conclusions of its report, and consequently declares that it approves the provisions and benefits stipulated in consideration of the contribution of M. Gautron, and for the benefit of administrators, by the by-laws.

This resolution is passed unanimously by the members present, with the exception of only M. Gautron and the commissioners, who state that they do not vote.

The president next asks the meeting to fix the value of the attendance tickets to be issued to the administrators and the compensation of the commissioners.

After exchange of explanations, the president puts to vote the following resolution:

SECOND RESOLUTION.

The meeting decides that the attendance fees of the council of administrators shall be fixed at the sum of three thousand francs for each acting administrator per annum, leaving to the council to distribute the total among its members, according to the employment to each of them, and at two thousand francs for each fiscal period the compensation to be allotted to each of the commissioners of accounts.

This resolution is passed unanimously by the members present.

The president next requests the meeting to appoint the administrators of the company for the first period of six years, in conformity with the by-laws, and informs the meeting that a list of eleven persons had been presented to him, which he reads to the meeting.

Mr. Saugnier, former treasurer paymaster general of the Depart- of the Loire, mentioned in this list, states that he declines the duties which are offered him, and refuses to be a candidate.

The president expresses a desire that Mr. Saugnier should re-consid- er his decision.

He then opens the debate as to the choice of administrators.

Mr. Georges Thiebaud, member of the meeting, offers several obser- vations as to the character of the list presented, and the incompatibility which may exist between the duties of administrators of the financial companies, borne by several of the candidates proposed, and the duties of the administrators of the company.

Mr. Focké proposes to the meeting several names which he would desire to see added to the list.

The President explains to the meeting that the list was made up by agreement between the persons who compose it, and forms a homo- geneous whole, which it is difficult to change without the consent of its members.

He reserves, however, to the council, the power of completing itself in conformity with the wishes of the meeting, and with the by-laws.
After further exchange of explanations, in which Mr. Georges Thiebaud takes part, the president puts to vote the following resolution.

THIRD RESOLUTION.

The meeting, after due consideration, in conformity with article twenty-two of the by-laws, decides that the council of administration be fixed for the present at ten, and appoints to fill these offices during the first period of six years.

Mr. Théophile Auguste Baillet, merchant, former Judge of the Tribunal of Commerce of Orleans, residing at Orleans, rue Dauphine No. 13.

Mr. Jean Bonnardel, administrator of the Compagnie des chemins de fer de l'Ouest, residing at Lyons, quai d'Occident, No. 3.

Mr. Georges Brolemann, administrator of the Crédit Lyonnais, residing at Paris, Boulevard Malesherbes, No. 52.

Mr. Calixte Carraby, administrator of the Comptoir National d'Escompte, residing at Paris Rue Pigalle, No. 14.

Mr. Gabriel François Chanove, administrator delegate of the Société des Forges et Aciéries de Huta Bankowa, residing at Paris, rue de Prony, No. 95.

Mr. Gabriel Jules Jonquiére, former Inspector of public lands, residing at Paris, rue Spontini No. 1.

Mr. Augustin Aimé Le Bégue, administrator of the Sociétée Générale, residing at Paris, Boulevard Malesherbes No. 81.

Mr. François Gustave Ramet, former President of the Tribunal of Commerce of Rennes, residing at Paris, rue Demours No. 83.

Mr. Marcel Pierre Acheman de Saint Quentin, administrator of the Crédit Industriel et Commercial, residing at Paris, Boulevard des Batignolles, No. 82.

Mr. Lucien Souchon, administrator of the Sociétée des Houillères de Saint Etienne, residing at Lyon, Place de la Charité.

And in case Mr. Saugnier, heretofore suggested, should not reconsider his decision, the meeting requests the Council to consider at the time of the next shareholders' meeting the desire expressed by it, of seeing added to the list of the Council an authorized representative of the security holders of the old company.

This resolution is passed, unanimously with the exception of two persons, who, upon being questioned, state that one possesses ten votes and the other eighteen.

Mr. Ramet, as well in his own name personally as in the name of the administrators elected, states that they accept the offices which are conferred upon them.

The president requests the meeting to appoint the commissioners to verify the accounts for the first fiscal period, and suggests to the meeting a list of three names, which is proposed.

He puts to vote the following resolution.

FOURTH RESOLUTION.

The meeting, after due consideration, appoints Mr. Auguste Louis Joseph Barbier, auditor of the Tribunal of Commerce of the Seine, residing at Paris, Avenue de la République, No. 12.