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BILL.

**An Act to incorporate the Bothwell Land
and Petroleum Company.**

Received and read, first time, Friday, 25th
August, 1865.

Second reading, Monday, 28th August,
1865.

Hon. Mr. CARLING.

QUEBEC:

**PRINTED BY HUNTER, ROSE & CO., ST.
URSULE STREET.**

An Act to incorporate "The Bothwell Land and Petroleum Company."

WHEREAS, Alexander McEwan, of Glasgow, in the County of Lan- Preamble.
ark, in that part of the United Kingdom called Scotland; John
Walker, lately of Glasgow, but now residing at Bothwell, in the Pro-
vince of Canada; George Wilson and Richard Chambers, also of Both-
well, have, by their petition, represented that they have, with others,
5 formed themselves into a company under articles of association (under
the Companies' Act of one thousand eight hundred and sixty-two) in
Great Britain, under the name of "The Bothwell, C.W., Land and
Petroleum Company (Limited)," for the purpose, among others, of
10 acquiring, by purchase, lease, license or otherwise, lands bearing or pro-
ducing oil or petroleum, ores, mines or minerals, and of working the
same: and that, under their articles of association, they have acquired
a large extent of land in Western Canada, and have expended large sums
of money in establishing works thereon, and that they are now carrying
15 on their operations under the said articles of association, but can do so
to greater advantage by the aid of a Charter of Incorporation, and have
prayed for the passing of an Act to that end, and it is expedient that
such prayer be granted; Therefore, Her Majesty, by and with the
advice and consent of the Legislative Council and Assembly of Canada,
20 enacts as follows:

1. That the said petitioners and others, the subscribers to the said Incorporation
memorandum of association, and all such other persons as shall become
shareholders in the company hereby constituted, shall be and they are
hereby made a body corporate and politic by the name of "The Both-
25 well, C.W., Land and Petroleum Company (Limited)," and all and Corporate
name.
every the lands and other property so purchased and acquired by or for
the said association, and all debts and claims now due to or possessed
by them shall, upon the passing of this Act, vest in the company here-
by created, who shall, in like manner, be liable to and for all debts due
30 by or claims upon the said association.

2. The company hereby established may carry on the business of ex- Business of
Company.
ploring, searching for, working, extracting, manufacturing, converting
or otherwise obtaining, in Canada, oil, petroleum, ores, mines or mine-
rals; in the sinking of wells, shafts, pits, and the purchasing, erecting
35 and constructing of works, machinery, plant and other things necessary
for the above purposes, and the clearing, cultivating, farming and work-
ing the said lands, hereditaments and other property which may be
acquired by the company, the erection and working of wool and other
factories thereon; the making and entering into contracts, agreements,
40 engagements or dealings with any company or person for the sale, lease,
license, working or otherwise disposing of the whole or any part of the
said lands, tenements and hereditaments, and the produce derived there-
from, and the oil, petroleum, ores, mines and minerals, under or obtain-
able from the said lands or otherwise acquired, and whether raw or

crude or manufactured or converted or refined, and the executing and finally completing and carrying into full force all such contracts, engagements and agreements; the purchasing or chartering or hiring of ships, vessels or other craft, and using all other means for the transmission, exportation or conveyance of any of the said produce; the effect- 5
 ing loans on the company's property whenever it may be deemed necessary for the purposes thereof to do so; the purchase of the whole or any part of the business of any other company or person, or the amalgamation of the said company with any other company or companies of a similar nature, and the acquiring by purchase, lease, license or 10
 otherwise, any other lands producing or supposed to be capable of producing oil, petroleum or minerals, and generally, the doing of such acts or things as are, directly or indirectly, incidental to the business or calculated or conducive to the attainment of the above objects or any of them and the promotion of the interests of the company. 15

- Capital stock and shares.** 3. The capital stock of the company shall be the sum of one hundred thousand pounds sterling, divided into ten thousand shares of ten pounds sterling each.
- Calls on shares.** 4. The capital stock shall be paid by the subscribers therefor, when where, and as the directors of the company shall require, or as the by-laws may provide, and if not paid at the day required, interest at the rate of six per centum per annum shall be payable after the said day upon the amount due and unpaid, and in case any instalment or instalments shall not be paid as required by the directors, with the interest thereon, after such demand or notice as the by-laws prescribe and with- 25
 in the time limited by such notice, the directors may, by vote, reciting the fact and duly recorded in their records, summarily forfeit any shares whereon such payment is not made, and the same shall thereupon become the property of the company, and may be disposed of as the by-laws or votes of the company may provide. 30
- Interest thereon.**
- Forfeiture for non-payment.**
- Stock to be personal estate.** 5. The stock of the company shall be deemed personal estate, and be assignable in such manner only, and subject to such conditions and restrictions, as the by-laws prescribe, but no share shall be assignable until all instalments called for thereon have been paid, unless it has been declared forfeited for non-payment. 35
- Scale of votes** 6. At all meetings of the company every shareholder, not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the company, and no shareholder being in arrear shall be entitled to vote, and all votes may be given in person or by proxy; Provided always, that the proxy is 40
 held by a shareholder not in arrear, and is in conformity with the by-laws.
- Proviso.**
- Election of directors.** 7. The affairs of the company shall be administered by a Board of not less than seven nor more than nine Directors being severally holders of at least fifty shares of stock; and the office of a director upon his 45
 ceasing to hold that number of shares, shall immediately cease and be vacated, such directors shall be elected at the first general meeting and thereafter at each annual meeting of the company, to hold office until their successors are elected, and who, if otherwise qualified, may always be re-elected; and three members of such board, present in person, 50
 shall be a quorum thereof; and in case of the death, resignation, removal or disqualification of any director, such board, if they see fit, may fill the vacancy until the next annual meeting of the company, by appointing any qualified shareholder thereto; but a failure to elect directors

or any failure of directors, shall not dissolve the corporation, and an election may be had at any general meeting of the company called for the purpose; Provided, that voting by proxy shall not be allowed at any meeting of the Board of Directors.

5 **8.** The Board of Directors shall have full power in all things to ad- Powers of
 10 minister the affairs of the company and to make or cause to be made Board of di-
 any purchase and any description of contract which the company may rectors; may
 by law; make to adopt a common seal; to make from time to time any and make by-laws
 all by-laws (not contrary to law or to the votes of the company) regu-
 15 lating the calling in of instalments on stock and payment thereof; the By-laws to be
 issue and registration of certificates of stock; the forfeiture of stock for confirmed by
 non-payment; the disposal of forfeited stock and the proceeds thereof; shareholders.
 the transfer of stock; the declaration and payment of dividends; the By-laws to be
 appointment, functions, duties and removal of all agents, officers and confirmed by
 20 servants of the company; the security to be given by them to the com- shareholders.
 pany; their remuneration and that (if any) of the directors; the time By-laws to be
 and place for holding the annual and other meetings of the company, confirmed by
 within the province or elsewhere; the calling of meetings of the Com- shareholders.
 25 pany and of the Board of Directors; the quorum; the requirements as By-laws to be
 to proxies; the procedure in all things at such meetings; the site of confirmed by
 their chief place of business, and of any offices which they may shareholders.
 require to have; the imposition and recovery of all penalties and By-laws to be
 30 forfeitures admitting of regulation by by-law; and the conduct in confirmed by
 all other particulars of the affairs of the company; but every shareholders.
 such by-law and every repeal, amendment, and re-enactment there-
 of, shall have force only until the next annual meeting of the com-
 35 pany, unless confirmed at some general meeting of the company;
 and every copy of any by-law, under the seal of the company, and pur-
 porting to be signed by any officer of the company, shall be received in
 40 all Courts of Law as *prima facie* evidence of such by-law.

9. Until the first election of such board, David Law, Phoenix Iron Provisional
 Works, Glasgow; William Colvin, Athole Place, Glasgow; James Pope directors.
 Kitchen, Old Broad-street, London; Robert Bryson, Junior, West
 35 George-street, Glasgow; and the said Richard Chambers, George Wil-
 son, and Alexander McEwen, shall be a provisional Board of Directors
 for the said Company, with full power to fill vacancies, to open stock Their powers.
 books, assign stock, make calls for and collect instalments, issue certi-
 ficates and receipts, convene the first general meeting of the company,
 at such time and place within this Province or elsewhere, as they shall
 40 determine, and to do other acts necessary or proper to be done to organ-
 ize the company and conduct its affairs.

10. The principal office and place of business of the company shall Places of bus-
 be in the first instance in Glasgow, in that part of the United King- iness.
 45 dom of Great Britain and Ireland called Scotland, and in addition
 thereto the company may establish and have any place or places of
 business in this Province, in Great Britain, or in the United States of
 America, and may at any one thereof order, direct, do and transact
 their affairs and business, or any thereof, in such manner as may be
 prescribed by their by-laws.

50 **11.** The company shall not be bound to see to the execution of any Company not
 trust, whether express implied or constructive, in respect of any shares; bound to see
 and the receipt of the person in whose name the same shall stand in the to trusts on
 books of the company, or their personal representatives, shall be a dis- stock.
 charge to the company for any dividend or money payable in respect of
 such shares, whether or not notice of such trust shall have been given

to the company, and the company shall not be bound to see to the application of the money paid upon such receipt.

Liability of shareholders limited.

12. The shareholders of the company shall not, as such, be held responsible for any act, default or liability whatsoever of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever relating to or connected with the company, beyond the amount unpaid upon their shares in the stock thereof.

Contracts &c.

13. All contracts, promissory notes, bills of exchange and engagements made on behalf of the company by the directors, officers, agents or servants of the company, in accordance with their powers under the by-laws or by vote of the company, shall be binding upon the company, and in no case need the seal of the company be affixed thereto, nor shall such directors, officers, agents or servants thereby become individually liable to any third party therefor, but the company shall issue no bank note or note to circulate as money.

Company may appoint persons to act as their attorneys in Canada.

14. It shall be lawful for the said company by warrant or letter of attorney, under their corporate seal, to constitute and appoint two or more persons living in Upper Canada to execute all such conveyances, deeds, leases or other instruments as may be found or deemed to be necessary, in the name of and on behalf of the company, to any person or persons of any part of the lands, tenements or hereditaments or other property of the company, and it shall be lawful also for the said company to commit to the custody of such attorney or attorneys, for the time being, a seal for the purpose of executing such deeds or other instruments, and such seal, from time to time, to break, alter or renew, as to them may seem meet, and every conveyance, deed or other instrument so made and executed and countersigned by the secretary of the company, shall be valid and effectual in law to all intents and purposes whatsoever, and no person dealing with such attorneys, or taking such conveyances or other instruments shall be bound to enquire into the authority of such attorneys to make such conveyances or other instruments; but the affixing of such seal by parties acting or professing to act as such attorneys when confirmed by the signature of the secretary, shall be conclusive evidence of the validity of the same as against the company and shall be receivable in evidence as *prima facie* proof in any court of justice or legal or equitable proceeding, or before any tribunal, that such deed, conveyance or other instrument had been duly executed by the said company without any proof of the said corporate seal or of the signature or appointment or of the official character of the person or persons appearing to have signed the same.

Seal of company to any deed to be sufficient evidence for registry.

15. The seal so affixed to any conveyance, deed or instrument in writing, or to any memorial thereof, for the purpose of registration of the said deed, conveyance or other instrument in writing, in the proper office for registering the same in Upper Canada, shall of itself be sufficient evidence of the due execution of such conveyance, deed or other instrument and the memorial thereof, by the said company, for all purposes respecting the said registration, and no further evidence or verification of the persons who shall sign or attest such deed, conveyance or other instrument in writing, or the memorial thereof, shall be required for the purpose of registry, in any county in Upper Canada, any law, usage or custom to the contrary notwithstanding; and the Registrar of such county shall register the same without any further proof of such corporate seal or any other proof whatever.

16. No person holding stock in the company as an executor, administrator, tutor, curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such person shall be liable in like manner and to the same extent as the testator or intestate, or the minor, ward or interdicted person, or the person interested in such trust fund, would be if living and competent to act, and holding such stock in his own name; and no person holding such stock as collateral security shall be personally subject to such liability; but the person pledging such stock shall be considered as holding the same, and shall be liable as a shareholder accordingly.

Trustees, &c.
not personally
liable as
shareholders.

17. Every such executor, administrator, tutor, curator, guardian or trustee, shall represent the stock in his hands at all meetings of the company, and may vote accordingly as a shareholder, and every person who pledges his stock may nevertheless represent the same at all such meetings, and may vote accordingly as a shareholder.

Trustees, &c.,
entitled to
represent
stock.

18. If the directors of the company declare and pay any dividend when the company is insolvent, or any dividend the payment of which renders the company insolvent or diminishes the capital stock thereof, they shall be jointly and severally liable as well to the company as to the individual shareholders and creditors thereof, for all the debts of the company then existing, and for all thereafter contracted during their continuance in office respectively; but if any director present when such dividend is declared do forthwith, or if any director then absent do within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minutes of the Board of Directors, his protest against the same, and do, within eight days thereafter, publish such protest in at least one newspaper published at, or as near as may be possible to, the office or chief place of business of the company, such director may thereby, and not otherwise, exonerate himself from such liability.

Liability of
directors de-
claring frau-
dulent divi-
dend.

19. No loan shall be made by the company to any shareholder, and if such be made, all directors and other officers of the company making the same, or in any wise assenting thereto, shall be jointly and severally liable to the company for the amount of such loan—and also to third parties to the extent of such loan with legal interest—for all debts of the company contracted from the time of making such loan to that of the re-payment thereof.

Company
may not lend
money to any
shareholder.

20. This Act shall be deemed a Public Act.