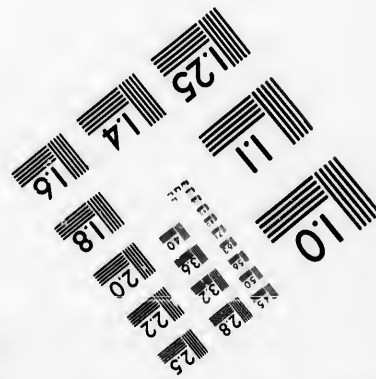
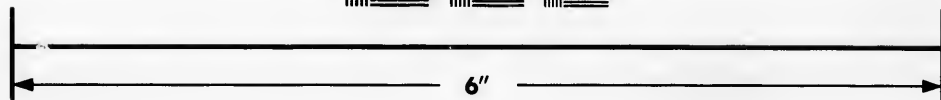
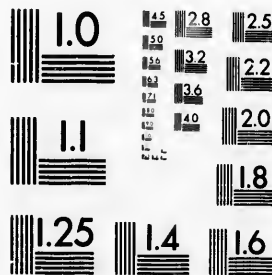


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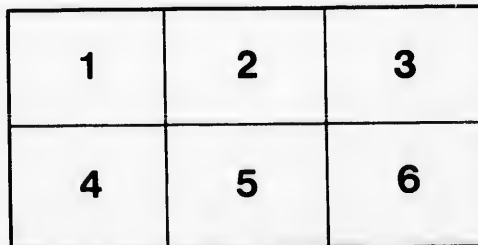
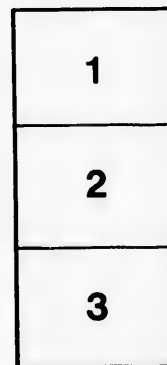
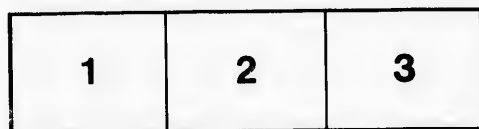
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6.

6

BRITISH AMERICAN
MANUFACTURING COMPANY

INCORPORATED

BY SPECIAL ACT OF PARLIAMENT,

23 VICTORIA, CAP. 119;

AMENDED BY

24 VICTORIA, CAP. 103.



CAPITAL STOCK PAID UP \$200,000,
WITH POWER TO INCREASE TO
\$1,000,000.



MONTREAL:
PRINTED BY PLINGUET & CO.

1861.

DIRECTORS:
ASHLEY HIBBARD, Esq., President,
HON. JAMES BISHOP,
CHRISTOPHER MEYER, ESQ.

AN ACT TO INCORPORATE
THE
BRITISH AMERICAN
MANUFACTURING COMPANY.

[Assented to 19th May, 1860.]

~~~~~

**W**HEREAS Ashley Hibbard, John R. Ford, Preamble.  
James Bishop and Christopher Meyer,  
have petitioned for the incorporation of themselves  
and others as the British American Manufactur-  
ing Company, for the Manufacture of Cotton  
and other goods, and it is expedient to grant their  
Petition: Therefore, Her Majesty, by and with  
the advice and consent of the Legislative Coun-  
cil and Assembly of Canada, enacts as follows:

1. The aforesaid persons and all others who shall become Shareholders in the said Company, and corporate shall be and are hereby constituted a body politic and corporate by the name of *The British American Manufacturing Company*.  
Incorporation and corporate name.
2. The Company may carry on the business of manufacturing goods and fabrics of all descriptions, that are capable of being produced from Cotton, as also such other goods of other  
What business the Company shall carry on.

*British American Manufacturing Company.*

materials and descriptions as they may judge it advisable to manufacture, whether of Wool, India Rubber, Gutta Percha, or any other material or commodity, and to employ all or any part of their capital and available means for the above mentioned purposes, after first paying out of the same all the costs incurred relative to the passing of this Act.

What real property the Company may hold.

**3.** The Company may acquire by purchase, lease or otherwise, and may hold absolutely or conditionally, any lands, tenements, real or immoveable estates, for the convenient conduct and management of their business, including water and other motive powers, not exceeding the yearly value of ten thousand dollars, and may sell, alienate, let, release and dispose of the same from time to time, and may acquire others in their stead not exceeding at any time the value aforesaid.

Capital and shares.

**4.** The capital of the Company shall be the sum of one million of dollars and shall be divided into shares of two hundred dollars each, which shares shall be held to be personal estate.

First Directors and their powers.

**5.** The said Ashley Hibbard, John R. Ford, James Bishop and Christopher Meyer, shall be the Directors of this Company until a choice of Directors, by election of the Shareholders, shall take place in the manner hereinafter prescribed, and they shall have power to open Books for the subscription of Shares, and to make and collect calls thereon, and they shall call a meeting of the subscribers of shares, by notice in the manner hereinafter mentioned.

Opening subscription books and allotting shares.

**6.** The Directors, or any three of them, may take all necessary means for the opening of subscription books, and may receive the subscriptions of persons desirous of becoming shareholders in the Company, and may allot to such persons the number of shares that each or any of them shall have in the capital of the Company.



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7. The shares in the capital of the Company shall be transferable in such manner as may, from time to time, be prescribed by the By-laws; but no share shall be transferable until all calls previously made thereon shall have been paid, or until such share shall have been declared forfeited for non-payment of calls.

Transfer of shares.  
Condition of power to transfer.

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8. The affairs of the Company shall be managed by a board of five Directors, to be elected annually from among the Shareholders at their annual meeting, each of which Directors must be proprietor of twenty-five shares in the capital stock of the Company; and they shall always remain in office, and be Directors, until their successors shall be elected.

Elective Directors; qualification and term of office.

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onal estate.

9. An annual meeting of the Shareholders of the Company, for the transaction of the general business of the Company and the election of Directors, shall be held at such time and place, and under such regulations with regard to notice, as may be determined by the By-laws of the Company; and until it shall be otherwise so determined, the same shall take place on the first Wednesday in May of each year; and previous notice of the time and place of the holding of the first annual meeting shall be given in one or more public newspapers, by three of the Directors; and of subsequent annual meetings, a like notice shall be given under the hand of the Secretary of the Company, unless and until otherwise regulated by the By-laws thereof, and the latter provision, with regard to notice, shall apply also to special general meetings; and in case of a vacancy occurring among the Directors, by death, resignation or otherwise, at any time previous to the annual meeting, the same shall be filled up for the remainder of the unexpired year, in such manner as may be prescribed by the By-laws of the Company.

Annual general meetings of the Company.

Notice.

Vacancies between such meetings.

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*British American Manufacturing Company.*

Each share to give a vote. Proxies, &c. By-laws as to proxies. Majority of votes to decide questions.

**10.** Each share shall entitle the holder thereof to vote at all meetings of the Company, either personally or by proxy, such proxy being also a Shareholder and having a written authority; should the manner and form of voting by proxy be regulated by any of the By-laws of the Company, such By-laws will be required to be conforming to, and every Shareholder shall have a number of votes equal to the number of shares held by him, subject to any provision that may be made in the By-laws, with regard to the registration and payment of calls;—and all questions shall be determined by the majority of votes given in respect thereof.

President.

Secretary and other officers to be appointed.

**11.** The Company shall have a President, who shall be elected by the Directors from among themselves; the Directors shall also appoint a Secretary, and may appoint such other officers as they may from time to time judge expedient, and may require such officers and Secretary to give such security for the faithful performance of their duties as the Directors shall see fit to exact, and may pay and allow such Secretary and officers such salaries as may be agreed upon.

Special general meetings how called.

Notice.

**12.** A special general meeting may at any time be called by the Directors; and they shall call such meeting whenever thereunto required by not less than fifteen of the Shareholders who together shall be proprietors of at least two hundred shares, and at least twenty days notice, of every such meeting shall be given to the Shareholders by sending to each of them, by post or otherwise, a written or printed notice specifying distinctly the purpose or purposes for which such meeting is called; and no matter or business not so specified shall be discussed, concluded upon or settled at such meeting.

Directors to make calls and compel payment, &c.

**13.** The Directors may make such calls upon the respective Shareholders, in respect to the shares subscribed or held by them respectively,

Company.

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*British American Manufacturing Company.*

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as they may, from time to time, deem expedient ; and may require the same to be paid with or without interest, and may impose penalties for failure of payment not exceeding ten per centum at any one time, on the amount of the call or calls made ; and likewise, but not without six weeks' notice, either served personally or published in a public newspaper requiring payment of such calls, may declare forfeited all such shares as may be in arrear in respect of any call or calls, interest or penalty, and such shares shall, upon such declaration, be and become forfeited in favor of the Company, as well as the amounts paid thereon ; and such shares may thereupon be sold and disposed of in such manner as the Directors see fit, and the net proceeds applied in deduction of the claims of the Company against the Shareholders who shall have respectively been in default in regard thereto, and who shall remain liable for and be bound to make good any deficiency in respect of their shares ; or the Directors may, in their discretion, should they see fit, first proceed, by suit or action, for the recovery of any sum or sums due for a call or calls on such shares, with or without interest and penalties, or either, as the case may be, and may afterwards, if not recovered in full, proceed by forfeiture as above directed.

Forfeiture of shares for non-payment.

Directors may proceed by suit.

14. In any action or proceeding which may be brought by the Company against any Shareholder for the recovery of any sum due on any call or calls, or for interest or penalties thereon, it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more in the capital stock of the Company, and is indebted in the sum to which the arrears on the call or calls, made on such share or shares amount (together with interest and penalties, if any,) and it shall only be necessary to prove that the defendant was proprietor of a share or shares, and that a call or calls had been made thereon, and notice

What allegations and evidence shall suffice in any such action.

*British American Manufacturing Company.*

thereof given to the defendant in the manner required by this Act.

Directors to make By-laws for certain purposes.

15. The Directors of the said Company may make By-laws for the determination of the *quorum* of Directors, for the management and disposition of the stock and business affairs of the Company, for the appointment of officers, and for prescribing their powers and duties and those of all artificers and servants, that may be employed for carrying on all kinds of business within the objects of the Company, for making Contracts relating thereto, and for carrying into effect all of the powers vested in the Company by this Act; and may amend or repeal any such By-laws, and make others in their stead; And any copy of such By-laws, or any of them, purporting to be under the hand of the Clerk, Secretary, or other officer of the Company, and having the corporate seal of the Company affixed to it, shall be received as *prima facie* evidence of such By-law or By-laws in all Courts of Law or Equity in this Province.

Proof of By-laws.

May be parties to bills of exchange, &c.

16. The Company may become a party to Promissory Notes and Bills of Exchange for sums of not less than one hundred dollars; and any such Promissory Note made or endorsed, and any such Bill of Exchange drawn, accepted or endorsed by the President or Vice-President of the Company and countersigned by the Secretary-Treasurer or by the Clerk, or Secretary, or Treasurer thereof, under authority of a Quorum of the Directors, shall be binding upon the Company; and every such Promissory Note or Bill of Exchange so made, drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary-Treasurer or by the Clerk or Secretary or Treasurer thereof, shall be presumed to have been properly so made, drawn, accepted or endorsed, as the case may be, unless the contrary be shown; and it shall not be necessary to have the seal of

Seal not necessary.

*British American Manufacturing Company.*

9

the Company affixed to such Promissory Note or Bill of Exchange ; nor shall the officers of the Company, signing or countersigning the same, or such acceptance or endorsement thereof, be thereby subjected individually to any liability whatever, but the Company shall not issue any Note or Bill payable to bearer, or intended to be circulated, or of a character to be circulated, as money, or as the notes of a Bank. Not to issue Bank notes.

17. The business of the Company may be divided into and managed by separate departments, distinguished by the particular nature of the business which may be carried on in each, or otherwise as may be judged most expedient ; and the Company may employ Superintendents, Managers, Agents and Servants for one or more of such Departments, at their pleasure, and may agree to remunerate them, in whole or in part, by a percentage on the net profits of any particular department, towards which such services may be rendered, or generally, as the Directors see fit, without thereby causing such Superintendents, Managers, Agents or Servants to incur any personal liability for the debts of the Company, or being in any manner held to be partners therein. Company may divide their business into departments. May employ managers, &c. May pay them a percentage on net profits, &c.

18. No Shareholder in the Company shall, in any manner, be liable to, or charged with, the payment of any debt or demand due by the Company, beyond the amount of his or her subscribed share or shares in the capital stock of the Company. Liability of Shareholders limited.

19. The Company shall not establish any manufactory whatever, until the whole of the capital stock shall have been *bonâ fide* subscribed for, nor until an amount, equal to twenty per centum on the said sum of one million of dollars, shall have been paid up by the Shareholders, and placed at the disposal of the Directors for the purpose of carrying out the objects contemplated by this Act. Company not to commence business until all the capital is subscribed. and 10 per cent. paid up.

20. This Act shall be deemed a Public Act. Public Act.

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AN ACT TO AMEND THE ACT INCORPORATING THE  
BRITISH AMERICAN  
MANUFACTURING COMPANY.

---

**W**HEREAS the British American Manufacturing Company, and the Directors thereof, interested therein, have petitioned for an amendment to their Act of Incorporation, being the Act twenty-third Victoria, chapter one hundred and nineteen, and it is expedient to grant their Petition: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. The said Act twenty-third Victoria, chapter one hundred and nineteen, and particularly the fourth section thereof, is hereby amended, so that notwithstanding any thing therein contained, the capital of the said Company shall be the sum of two hundred thousand dollars, with power to increase the same from time to time to one million dollars, by sums of not less than fifty thousand dollars at each time; such increase, in every case, to be authorized by a vote of not less than two thirds of the shares of the Company, which may be passed at any meeting of the Shareholders specially convened for the purpose, or at any meeting, in the notice convening which, it shall be stated that it is proposed to increase the capital.

2. The aforesaid Act, and particularly the nineteenth section thereof, is also hereby amended, so that notwithstanding any thing therein contained, the Company shall not establish any manufactory whatever, until the whole capital stock

*British American Manufacturing Company.*

to the extent of the said sum of two hundred thousand dollars, shall have been *bonâ fide* subscribed for, nor until an amount equal to fifty per cent on the said sum of two hundred thousand dollars shall have been paid up by the Shareholders, and placed at the disposal of the Directors, for the purpose of carrying out the objects for which the Company has been incorporated.

**3.** This Act shall be deemed a Public Act.



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BY-LAWS OF THE  
**BRITISH AMERICAN  
MANUFACTURING COMPANY.**

1. The annual Meeting of the Shareholders <sup>Annual Meet-</sup>  
of the Company for the transaction of the general <sup>ings.</sup>  
business thereof, and the election of Directors, shall  
be held at the office of the Company, in the City  
of Montreal, on the second Wednesday of May,  
in each year, whereof twenty days previous notice  
shall be given, under the hand of the Secretary,  
published during that time in at least one city  
newspaper.

2. Special general Meetings shall be regulated <sup>Special Gene-</sup>  
in all respects, as provided for by the Statute <sup>ral Meetings.</sup>  
incorporating the Company.

3. At all Meetings of the Shareholders of the <sup>Meetings of</sup>  
Company, three Shareholders at least must be <sup>Shareholders.</sup>  
present to constitute a quorum for the transaction  
of business,—and for the election of Directors, a  
majority of the Shares must be represented in  
person or by Proxy,—otherwise, such election  
must be postponed.

4. The President, or in his absence one of the <sup>Proceedings</sup>  
Directors, shall preside at all Meetings of Share- <sup>at Meetings.</sup>  
holders, and all votes thereat shall be taken by  
ballot, but need not be taken on any proceeding  
unless demanded by a Shareholder, and when  
a ballot is necessary, the President may name  
two Scrutineers to take the votes.

*British American Manufacturing Company.*

Proxies.

5. Shareholders may vote by Proxy, provided an authority for that purpose be given to another Shareholder in the form following :

## FORM OF PROXY.

I

of

hereby appoint

of

to be

my Proxy, and to vote and act for me as such at all Meetings of the Shareholders of the British American Manufacturing Company, and in my name to do all things whith regard to the business of the said Company which I may by law do, by Proxy.

Witness my hand this \_\_\_\_\_ day  
of \_\_\_\_\_, 18 \_\_\_\_\_

and be dispositied with the Secretary, twenty four hours previous to the Meeting at which such Proxy is to be used.

Of Directors. 6. In case no annual Meeting is held in any year, the Directors, whose, term of office should have expired, shall continue in office. But a special general Meeting may be called to elect Directors in their room, who shall thenceforth be Directors until their successors shall be chosen in due course.

Of Vacancies. 7. In case of vacancies occurring among the Directors, during their term of office, by death, resignation or otherwise, such vacancies may be filled up for the remainder of the unexpired year, by the remaining Directors.

Quorum of Directors. 8. Three Directors shall be a quorum for the transaction of all business.

Notice of Meetings of Directors. 9. Due notice shall be held to be given of Meeting of the Directors, if they be notified personally by the Secretary, or if a notice be deposited in the Montreal Post Office, to the address of such Directors, respectively, at least ten days before such meeting.

10. It shall be the duty of the Directors to <sup>Duty of the Directors.</sup> manage the affairs and business of the Company generally, in conformity with the Charter of the Company, and it will be specially incumbent upon them within ten days after their own election to elect from among themselves a President. It will also be competent for them to fix the rates of salary or remuneration for all officers, or persons employed and paid by the Company, and they may, in their discretion, take security to their satisfaction, from all salaried officers having charge of monies or responsible transactions, on account of the Company ; but in no case shall they accept the security of any officer of the Company for, or on behalf of any other officer.

11. It shall be the duty of the President to exe- <sup>The duties of the President.</sup> cute all bonds, deeds and contracts entered into on behalf of the Company, to sign any certificates of shares and bills, endorse Bills Receivable and generally to superintend the affairs of the Company and the written sanction of two additional Directors will at all times give the President power to perform any act or enter into any engagement in the same manner, as if he were thereunto authorized by resolution of a Meeting of Directors, provided the sanction of the other Directors have been requested by letter to their respective addresses, deposited in the Montreal Post Office at least ten days previous to such act or engagement, and in the case of the absence of the President, the Directors shall name some one of their number to perform the said duties temporarily.

12. The Directors shall, from time to time, <sup>Duties of the Secretary and Treasurer.</sup> appoint a fit and proper person to be Secretary of the Company, whose duty it shall be to see that all the necessary Books and Records of the Company either required by their Charter, their By-laws, or the exigencies of their business, including minutes of the proceedings of the Directors, are regularly and properly kept, to countersign certificates of Shares and promissory notes.

*British American Manufacturing Company.*

They shall in like manner appoint a fit and proper person to be Treasurer of the Company, whose duty it shall be to manage the financial department of the concern generally, and among other things to sign all cheques for money, but the Directors may when they see fit appoint the same person as Secretary and Treasurer in which case the duties of both officers shall be combined.

13. No promissory note of the Company shall be valid unless signed by the President and countersigned by the Secretary.

Certificate of  
Shares.

14. Certificates of shares may be granted in the following form :

FORM OF CERTIFICATE OF SHARES.

No. \_\_\_\_\_ Shares.

This is to certify that \_\_\_\_\_ is the Proprietor of \_\_\_\_\_ Shares in the **BRITISH AMERICAN MANUFACTURING COMPANY**, subject to the provisions of the Act of Incorporation, and the By-laws of the Company, transferable only at their office in Montreal, by the said \_\_\_\_\_ or \_\_\_\_\_ attorney on the surrender of this certificate.

In witness whereof the President and Secretary have hereunto affixed their signatures and the corporate Seal of the said Company, this \_\_\_\_\_ day of \_\_\_\_\_ 18\_\_\_\_ at Montreal.



President,

Secretary.

Countersigned.

15. The Shares of the said Company shall only be transferable in the transfer Book of the Company at their office in Montreal, by the Shareholder or his attorney, on the surrender of the certificate for such Share or Shares, if any certificate had been issued, but no transfer of any Share or Shares shall take place when the holder is indebted to the Company without the consent of the President and Secretary ;—and the transfer may be according to the form following :

**FORM OF TRANSFER OF STOCK.**

I, \_\_\_\_\_ of \_\_\_\_\_ in consideration of the sum of \_\_\_\_\_ dollars paid to me by \_\_\_\_\_ of \_\_\_\_\_ do hereby bargain, sell and transfer to the said \_\_\_\_\_ Share of the stock of the BRITISH AMERICAN MANUFACTURING COMPANY, to hold to him the said \_\_\_\_\_ his heirs, executors, curators, administrators and assigns, subject to the same rules and orders, and on the same conditions that I held the same immediately before the execution hereof,—and I, the said \_\_\_\_\_ do hereby agree and accept of the said \_\_\_\_\_ share subject to the same rules, orders and conditions.

Witness our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_ in the year one thousand eight hundred and sixty \_\_\_\_\_

16. Shareholders may grant powers of attorney for the transfer, purchase or sale of stock receipt of dividends, &c., which shall be in the form following :

*British American Manufacturing Company.***FORM OF POWER OF ATTORNEY.**

Know all men by these presents that I  
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 point  
 of  
 my true and lawful  
 attorney, for me and in my name, and on my  
 behalf, to sell, assign and transfer all or any part  
 interest or Share in the capital or joint Stock of  
 the **BRITISH AMERICAN MANUFACTURING COMPA-  
 NY**, to me belonging or standing in my name, to  
 receive the consideration money and give a re-  
 ceipt or receipts for the same, to accept all trans-  
 fers that now are, or hereafter may be made unto  
 me to receive and give receipts for all dividends  
 that are now due, and that shall hereafter be-  
 come due and payable on the same for the time  
 being, and generally to do all lawful acts requi-  
 site for effecting the premises hereby ratifying  
 and confirming all that my said attorney shall  
 do therein.

In witness whereof I have hereunto set my  
 hand and seal at this  
 day of  
 year of our Lord 18  
 Signed and sealed in  
 the presence of

which form only, and no other for that purpose  
 shall be recognized by the Company, or their  
 officers.

17. No person or persons, whether Share-  
 holders or not, shall be permitted as of right to en-  
 ter into the Factory or premises of the Company  
 except on the production of the written order of  
 the President or one of the Directors.

*British American Manufacturing Company.*

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18. The Seal hereto affixed shall be the seal of the Company and shall not be used without the sanction of a quorum of the Directors.



