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No. 101.

1st Session, 4th Parliament, 16 Victoria, 1852.

BILL.

An Act to Incorporate the "*Montreal
Manufacturing Company.*"

Received and Read a first time, Wednesday, 22nd
September, 1852.

Second Reading, Monday, 27th September, 1852.

HON. MR. BADGLEY.

QUEBEC.

PRINTED BY JOHN LOVELL, MOUNTAIN STREET.

BILL.

An Act to Incorporate the "*Montreal Manufacturing Company.*"

5 **W**HEREAS the several persons hereinafter named have, by Prerogative
their humble petition, represented that they are desirous of
being formed into an Incorporated Joint Stock Company, in the
City of Montreal, in the District of Montreal, in this Province, to
be called the "*Montreal Manufacturing Company,*" with power
10 to raise the capital, and to do such other acts as are necessary
for accomplishing that purpose, and for the other purposes hereinafter
mentioned: And whereas it is expedient to grant the prayer
of the said petition; Be it therefore enacted, &c.

That William Sullivan Childs, Champion Brown, Ashley Hibbard, Certain persons incorporated.
15 George N. Davis, Alfred M. Farley, and all and every such other
person and persons, body and bodies politic or corporate, as shall,
under the authority of this Act, be associated with them, and their
several and respective successors, executors, administrators and
assigns, shall be a body politic and corporate, by the name of the
20 "*Montreal Manufacturing Company,*" and by that name shall and Corporate name.
may have perpetual succession and a common seal, with power to
break and alter the same, and by that name shall and may sue and
be sued, implead and be impleaded in all courts of law or equity,
in this Province.

25 **II.** And be it enacted, That the said Corporation shall be, and
they are hereby authorized, to lay out and invest their capital, or
any part thereof, in carrying on the manufacture of all or any fab- Empowered to invest capital in carrying on the manufacture of articles in India Rubber.
rics or articles of what nature or kind soever, in the composition
of which India Rubber or Caoutchouc is used, or of which India
30 Rubber or Caoutchouc forms a component part, and in the doing,
purchasing or providing whatsoever shall be requisite or expedient
for the interests of the said Company, in carrying on such manu-
factures, and for no other purpose whatsoever.

III. And be it enacted, That it shall be lawful for the said Cor- Empowered to acquire and hold real property.
35 poration to acquire by purchase, lease, or otherwise, and to hold
absolutely or conditionally, any lands, tenements, real or immove-

able estate, for the convenient conduct and managing of the busi- 5
ness of the said Corporation, not exceeding the yearly value of one
thousand pounds, currency; and to sell, alienate, let, release and
dispose of the same and others to acquire in their stead, not exceed-
ing the value aforesaid.

Capital. IV. And be it enacted, That the capital of the said Corporation 10
shall not exceed the sum of one hundred thousand pounds, cur-
rency, and shall be divided into shares of two hundred and fifty
pounds, currency each, which shares shall be held to be personal
estate and property.

*Parties entit-
ed to hold
Shares.* V. And be it enacted, That all and every person and persons, 15
body and bodies politic and corporate, by or from whom any
subscription or payment shall have been or shall be made or ac-
cepted towards the raising of the Capital of the said Corporation
and their several and respective successors, executors, adminis-
trators and assigns (no such subscription being for less than two 20
hundred and fifty pounds currency) shall have and be entitled to
a share or shares of, and in the capital of the said Corporation, in
proportion to the sums they shall have so subscribed, and shall
have and be entitled to a proportionate share of the profits, and
advantages attending the business and undertakings of the said 25
Corporation, and shall be Proprietors of and in the same.

*Corporation
to keep a Re-
gister Book.* VI. And be it enacted, That the said Corporation shall keep
a book in duplicate, to be called the Register Book of Share-
holders; and in such book shall be fairly and distinctly entered
the names of the several Corporators, and the names and additions 30
of the several persons being Shareholders of the said Corporation,
the number of shares to which such Shareholders shall be respec-
tively entitled or which shall have been by them sold and trans-
ferred, and the amount of subscriptions paid on such shares respec-
tively; and such book shall be authenticated by the common 35
seal of the said Corporation being affixed thereto, and shall be
numbered and authenticated by the initials of any President of
the said Corporation, for the time being, on each and every page
or leaf.

*Shareholder
may demand
from Corpora-
tion a certi-
ficate of pro-
prietorship in
form of She-
dule A.* VII. And be it enacted, That on demand of the holder of any 40
share, the said Corporation shall cause a certificate of the Pro-
prietorship of such share to be delivered to such Shareholder, and
such certificate shall have the common seal of the said Corpora-
tion and the signatures of the President or acting President, and
Secretary of the Company affixed thereto, and shall specify the 45

5 number of shares to which such Shareholder is entitled, at the time of delivering such certificate and shall be in the form of the Schedule, A, to this Act annexed, or to the like effect.

VIII. And be it enacted, That with the consent in writing of the majority in value of the Shareholders of the said Company any Shareholder may sell and transfer his, her or their share or shares, by a written assignment thereof, under his hand in the form of the Schedule B, or by a Notarial Deed, which Assignment or Deed or a duplicate or Notarial copy thereof and a duplicate of such consent in writing shall be delivered to the Secretary of the Corporation, who shall retain the same and shall enter a note thereof in the Register Book of Shareholders, and without such consent in writing first had and obtained any sale or transfer of any share in the said Company shall be to all intents and purposes absolutely null and void, in regard to and with reference to the said Corporation.

IX. And be it enacted, That from time to time the said Corporation may make such calls of money upon the respective Shareholders, in respect to the amount of capital respectively subscribed or owing by them, as they shall think fit, provided that notice be given of each call by mailing letters containing such notices in the Montreal Post Office addressed to each Shareholder in the said Company at least thirty days before the day on which such call shall become due, and the several Shareholders shall be liable to pay the amount of the call so made in respect of the shares so held by them respectively, to the persons and at the times and places from time to time appointed by the said Corporation.

X. And be it enacted, That if, upon or before the day appointed for the payment thereof, any Shareholder do not pay the amount of any call to which he, she or they may be liable, then such Shareholder shall be liable to pay legal interest upon the same from the day so appointed to the time of actual payment, and may be sued both for the amount of the said call and of the interest thereon, in any court of law or equity having competent jurisdiction: Provided always, that in any such suit or action to be brought by the said Corporation against any Shareholder, it shall not be necessary to set forth the special matter, but it shall be sufficient for the said Corporation to declare, that the defendant is a holder of one share or more in the said Corporation, and is indebted for arrears of payment, due on such share or shares to the said Corporation, in the sum of money to which the call or calls in arrear, (with interest, if

Shareholders may transfer shares, only by consent of the Company.

How calls to be made and notice thereof given.

Interest to be paid after day appointed for payment of call.

Proviso.

any,) shall amount, nor shall it be necessary to prove the appointment of the President or of the Directors of the said Corporation who made such call or calls, or those in office at the time of instituting such suit or action. 5

Shares of holders neglecting to pay calls, forfeited.

XI. And be it enacted, That if the holder of any share or shares shall fail to pay any call payable in respect thereof, together with the interest, if any, as aforesaid, the Directors may, at any time after the expiration of thirty days from the day appointed for payment of such calls, declare such share or shares forfeited, whether the amount of such call and interest have been sued for or not, and may, by a resolution of the Directors of the said Company without any notice whatever, assume and take possession of such share or shares, upon paying and accounting to such Shareholder of such share or shares for all sums that shall have been paid to the said Company for any previous call or calls; and such share or shares, shall, *ipso facto*, upon the passing of such resolution, be the property of the said Company, and shall or may be retained, sold or otherwise disposed of, as the Directors of the said Company may think proper. 15 20

Proceedings on forfeiture.

XII. And be it enacted, That a declaration in writing, made and signed by the President or acting President of the said Corporation, before the Mayor or Recorder of the said City of Montreal, or either of them, or the person acting as Chief Magistrate of said City, (to the making of which declaration such Mayor, Recorder or Justice shall certify) that the call in respect of a share was made, and notice thereof given, and that default in payment of the call, (and interest, if any) was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore prescribed, and that such share was assumed by the said Company, shall be sufficient evidence in any court of law or equity of the facts therein stated, without any proof or evidence of any of the signatures, or of any seal thereto; and any declaration made in like manner, certified as aforesaid, shall be received in any court in this Province as evidence of any call, and of notice thereof, in any action for the amount due by any Shareholder, on any call or calls. 25 30 35

No holder liable beyond extent of his share in the capital not paid up.

XIII. And be it enacted, That no Shareholder in the said Corporation shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Corporation, beyond the extent of his, her or their share in the capital of the said Corporation not paid up. 40

Power to establish By-laws, &c.

XIV. And be it enacted, That it shall be lawful for the Shareholders in the said Corporation from time to time, at any general 45

5 meeting to be held for that purpose, in manner hereinafter provided, by a majority of votes, to ordain, establish, and put in execution such By-laws, Rules and Regulations, not being repugnant to the laws of this Province, nor inconsistent with the true intent and meaning of this Act, as may be expedient for the management
 10 of the said Corporation its business and affairs, and may from time to time alter and repeal the same or any of them, and also may alter and repeal any Bye-laws, Rules and Regulations that may be ordained and established by the Directors of the said Corporation, as hereinafter provided; and may elect from among the
 15 Stockholders not more than five Directors of the said Corporation, one of whom shall be, by the said Directors named President of the said Corporation, and also may remove the said Directors, or any of them, and elect others in their stead, and may fill up any vacancies that may occur among the said Directors from whatever
 20 cause arising; provided that the said five persons named in the first section of this Act shall be the first Directors and the person of them first named shall be the first President for the organization of the said Corporation, and until other Directors and another President shall be elected and appointed under the provisions of
 25 this Act: and further, provided always that the Directors, originally selected under the provisions of this Act, or subsequently elected in their stead, or elected for the purpose of filling any vacancies as aforesaid, and forming at any time the Board of Directors of the said Corporation, shall each be possessed of at least one share in
 30 the stock of the said Corporation.

To alter and
repeal the
same.

XV. And be it enacted, That it shall be lawful for the holder or holders of any shares at any time, by writing under his, her or their hands, to require the Directors of the said Corporation to call a general meeting of the Shareholders, expressing at the same
 35 time the object of the meeting so to be called, and it shall be incumbent on the said Directors forthwith to convene such general meeting for the object set forth, giving at least fifteen days public notice thereof, in the manner hereinbefore provided for notices of calls, and if after the expiration of fifteen days the Directors shall
 40 fail so to convene such general meeting, or if there be no Directors chosen or in office at that time, then the said Shareholders shall convene such general meeting after notice as aforesaid.

General Meetings
summoned.

XVI. And be it enacted, That at all general meetings of the Shareholders, any shareholder may be chosen to preside and each
 45 Shareholder shall be entitled to vote either in person or by proxy (such proxy being also a Shareholder and having written authority to that effect) and each shareholder shall have as many votes, as

Votes of
Shareholders.

he shall, at the time of such meeting, have full shares in the said Corporation.

Duties and powers of Directors.

XVII. And be it enacted, That the Directors of the said Corporation shall have the management and superintendence of its affairs, and may lawfully exercise all its powers except such as are directed by this Act to be exercised by General Meetings of the Shareholders, and also may use and affix, or cause to be used and affixed the common seal of the said Corporation to any documents, which in their judgment may require the same; may fix the salaries and remuneration of the officers, agents and servants of the said Corporation, except as hereafter provided; may appoint stated times of holding general meetings; may take any payments and enter into any contracts for the execution of the purposes of the said Corporation, and for all other matters necessary for the transaction of its affairs; may generally deal with, treat, purchase, lease sell, let, release and dispose of and exercise all acts of ownership over the lands, tenements, property and effect of the said Corporation; may institute and defend in the name of the said Corporation all suits of law; may from time to time, purchase any real estate of their debtors either by Sheriff's sale or private bargain in payment of actual debts due to the said Corporation, which said real estate shall not be retained or held by the said Corporation unrealized for a longer period than twelve months from the acquisition thereof; may from time to time appoint and displace, the officers, agents and servants of the said Corporation, except as hereafter provided; and may make Bye-laws, Rules and Regulations for the management of the affairs of the said Corporation in all its particulars and details; Provided always, that all the powers conferred shall be subject to the control of any general meeting of Shareholders in the said Company, and shall not be in contravention of any Bye-law, Rule or Regulation ordained at any such general meeting of Shareholders (but not so as to render invalid any Act done by the said Directors prior to the ordaining of such Bye-law, Rule or Regulation having reference thereto at such general meeting) and shall not be exercised in any way contrary to the provisions of this Act; And provided further, that the choice and removal of the Directors of the said Company, and the fixing of their remuneration shall not be comprised within the powers conferred upon the said Directors, but shall be exercised only by general meetings of the Shareholders: and be it enacted, That no Act or Deed of the said Corporation shall be valid or of binding effect upon the said Corporation unless or until the same shall be sealed with the Corporate seal and be signed by the President or by any two Directors; or by

Proviso: that powers conferred shall be subject to control of Shareholders.

Proviso: as to choice of Directors and their remuneration.

5 any Agent of the said Corporation to that effect appointed by a resolution of the Directors thereof.

XVIII. And be it enacted, That it shall be incumbent upon the said Corporation, annually to make up a statement or account of the affairs generally—assets and liabilities of the said Corporation, mentioning especially the sum or amount paid up and in the hands and at the disposal of the said Corporation; the number of Shareholders, and the number of their respective shares, together with their residence, and lay copies of the same before the Legislature within the first fifteen days of each Session.

Yearly Statement of affairs to be laid before the Legislature.

15 XIX. And be it enacted, That in any action, suit, demand, or proceeding against the said Corporation, in any competent court of law or equity, service of the summons, writs or process or court issuing in any such action, suit or demand, at the ordinary office or counting house of the said Corporation, or upon the President or Secretary thereof, personally, shall be a sufficient service thereof on the said Corporation to hold the said Corporation to appear and plead to such action, suit or demand, or for such other purpose as to law may appertain.

What shall constitute a legal service.

25 XX. And be it enacted, That the Directors of the said Corporation shall and may hold meetings at such times and places as they shall appoint for the purpose, and may meet and adjourn as they shall think proper; and at any time the President or any two of the said Directors may require a general meeting of the Shareholders to be called, and in order to constitute a meeting of Directors there shall be present at least three of their number, and all questions shall be determined by a majority of votes, and the President shall have the casting vote, in addition to his vote as a Director.

Meetings of Directors how held.

Quorum.

35 XXI. And be it enacted, That no act done by any general meeting of the Shareholders of the said Corporation, or by the Directors thereof, shall be invalidated by any defect or irregularity in the qualification or election of any Shareholder or Director concerned therein.

Acts of General Meetings not invalidated by defect in qualification of Shareholders, &c.

40 XXII. And be it enacted, That for fourteen years next after the passing of this Act, the said Corporation shall have the sole and exclusive right within this Province of manufacturing all fabrics or articles of what nature or kind soever composed of India Rubber or Caoutchouc, or of which India Rubber or Caoutchouc shall form a component part: and all or any Corporation, firm, person or persons whatever, who shall after the passing of this Act, with-

Exclusive right of manufacture for 14 years granted.

in the same period, manufacture within this Province such fabrics or articles, without the express consent in writing of the said Corporation, shall forfeit and pay to the said Corporation all damages which shall be proved to have been sustained by the said Corporation by reason of such manufacturing, as the case may be; and such damages shall be sued for, assessed and recovered by such proceedings, and before such courts, as are used and in practice in that part of this Province in which the action therefor shall be brought, in the same manner as any other action of damages for personal wrongs: Provided always, that the said Corporation shall have established a manufactory of such fabrics and articles within the Parish of Montreal, and shall have commenced the manufacture of some of such fabrics, within one year from the date of the passing of this Act.

Proviso: manufactory to be established within a year.

Interpretation Act.

XXIII. And be it enacted, That the Interpretation Act shall apply to this Act. 20

Public Act.

XXIV. And be it enacted, That this Act shall be a public Act, and as such shall be judicially taken notice of by all courts of justice whatever, without being specially pleaded.

SCHEDULE A.

Montreal Manufacturing Company.

This is to certify that A. B., of C., Yeoman, is at this day a proprietor of share in the "*Montreal Manufacturing Company*" of two hundred and fifty pounds currency, (each) and that the said A. B., his successors, executors, administrators and assigns is and are entitled to the profits and advantages thereof.

Given under our Hands, and the common Seal of the said Corporation, at this day of in the year of our Lord, 185

D. E., *President.*
F. G., *Secretary.* [L. S.]

SCHEDULE B.

Montreal Manufacturing Company.

For value received I hereby assign to A. B., of M., shares in the stock of the "*Montreal Manufacturing Company*" subject to the By-Laws, Rules and Regulations of the said Corporation.

Witness my Hand, this day of 185

A. B.

I hereby accept the assignment of the shares above mentioned, subject to the Bye-laws, Rules and Regulations aforesaid.

Witness my Hand, this day of 185

C. D.