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No. 175.

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2nd Session, 6th Parliament, 22 Victoria, 1859.

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(PRIVATE BILL.)

**BILL.**

An Act to incorporate "The Canada Slate  
Slate Company."

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Received and read, first time, Monday, 21st  
March, 1859.

Second reading, Wednesday, 23rd March, 1859.

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HON. MR. DRUMMOND.

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TORONTO:

PRINTED BY JOHN LOVELL, YONGE STREET.

An Act to incorporate "The Canada Slate Company."

**W**HEREAS it is desirable to encourage the manufacture of Slate in this Province, and the several persons hereinafter named have by their petition represented that they have formed an Association for the purpose of working Slate Quarries, in the Townships of Kingsey and Shipton, in Lower Canada, but that they are unable effectually to carry out their operations for that purpose without an Act incorporating them with the powers hereinafter mentioned, and have prayed that such an Act be passed: Therefore Her Majesty, &c., enacts as follows:

I. Charles J. Dunlop, James H. Springle, Alexander Francis Dunlop, George Bowie, Charles Dunlop, Angus McIntosh, and such others as have or may become stockholders in the capital stock hereinafter mentioned, shall be and are hereby constituted a body corporate and politic, in fact and in name, by the name of "The Canada Slate Company," and by that name shall and may sue and be sued, implead and be impleaded, answer and be answered unto, in all Courts of Law or Equity whatsoever, and shall have uninterrupted succession with a common seal, which may be by them changed and varied at their pleasure.

Preamble.  
Certain persons &c., incorporated.

Corporate name and general powers.

II. The capital stock of the said Company shall be *fifty thousand dollars*, divided into five hundred shares of *one hundred dollars* each: Provided always, that the said capital stock may be increased to *one hundred thousand dollars* as hereinafter provided.

Capital.

III. No shareholder in the said Corporation shall be individually liable for or charged with the payment of any debt or demand due by the said Corporation, beyond the unpaid amount of his, her or their subscribed share or shares in the capital stock of the said Corporation.

Liability of shareholders limited.

IV. It shall be lawful for the said Corporation to have and hold such lands and immoveable or real property as may be necessary for carrying on the business of the said Corporation, the same to be acquired by purchase by the said Corporation; and it shall be lawful for the said Corporation at any time to sell, lease and otherwise dispose of the said property and estate as they see fit.

Real property of the Company.

V. It shall be lawful for the said Corporation to engage in and follow on such lands and property as they may now hold or may hereafter acquire in the Townships of Kingsey and Shipton, in Lower Canada, the occupation and business of quarrying and manufacturing slate, and disposing of the same for the benefit of the said Corporation, and to do all things necessary for the purposes aforesaid, not inconsistent with the

Business of the Company.

- Proviso. rights of other parties : Provided always that nothing in this Act shall be construed to give the said Company the right to enter into or take or use in any way the lands of any person except with the consent of such person.
- Provision for increasing the capital. VI. If the said capital sum of *fifty thousand dollars* be found insufficient for the purposes of this Act, then, in such case it shall be lawful for the members of the said Corporation, by a vote of two-thirds in number of the shareholders, representing not less than one half of the stock therein, to increase the said capital to *one hundred thousand dollars* in the whole; and the subscribers to the said increased capital stock shall be liable to all the obligations, and shall be participants in all the privileges of the original stockholders, as if the same had formed part or portion of the original capital of the said Corporation. 5 10
- Shares to be personalty &c. VII. The shares shall be personal property, and may be sold and transferred in such way as the Directors shall from time to time direct. 15
- Directors. VIII. The business of the said Corporation shall be conducted and its powers exercised by five Directors, who shall be severally stockholders therein to the amount of *one thousand dollars* of the said stock, and who shall be elected by the shareholders in manner hereinafter described
- First election of Directors. IX. The first election of Directors shall take place within three months after the passing of this Act, at a meeting to be called by the petitioners, at the office of the Corporation, in the City of Montreal, after public notice, ten days before the said day of meeting, in any newspaper published in the City of Montreal; and the election shall then and there be made by a majority of the shares voted upon, and the Directors so chosen shall continue in office until the next annual meeting succeeding their election, and in case of any vacancy among them occurring in the interval *before the first* general meeting or between two succeeding annual meetings, the same shall be filled by the other Directors, by appointing a qualified stockholder. 20 25 30
- Vacancies among the Directors.
- Annual general meetings. X. The annual general meeting of the stockholders for the election of Directors, and for the transaction of such other business as may then be brought before them, shall be held on the second Monday of January in each year, at the office of the Company in Montreal.
- Failure of meeting provided against. XI. On failure to hold annual meeting on the day appointed, or to elect Directors thereat on the said day, the meeting may be held and Directors elected at any other day not later than thirty days from the regular day of meeting, and until the election of new Directors the old Directors shall remain in office. 35
- Special meetings. By-laws. XII. The Directors may call special meetings at any time, in the manner to be provided for by the by-laws of the said Corporation, and may make and repeal all needful by-laws, rules, and regulations for the well ordering of the Company, the management of and disposal of its stock, property, estate and effects, and of its affairs and business generally, and may do all things whatever that may be requisite or necessary to carry out the objects of the Corporation in the exercise of the powers incident to the said Corporation by virtue of this Act. 40 45
- General powers.

- XIII. A copy of the by-laws or of any one or more of them, sealed with the seal of the Corporation and signed by the Secretary, or by one or more of the Directors, shall be *prima facie* evidence in all Courts of such by-laws, and that the same were duly made and are in force; and in any action or proceeding between the Corporation and any shareholders or any other person, it shall not be necessary to prove the seal; and all documents purporting to be sealed with the said seal, shall be held and taken to have been duly sealed.
- Copies of By-laws.  
Proof of corporate seal not required.
- XIV. Each stockholder shall be entitled to a number of votes equal to the number of his shares, at all times of voting.
- One vote for each share.
- XV. Except as herein otherwise provided for, all matters at any general, special or other meeting of the Company, or at any meeting of the Directors, shall be determined by the majority of the votes of the shareholders or the Directors, as the case may be, present at such meeting, either in person or by proxy; and in case of an equality of votes the chairman of such meeting shall have a casting vote; and a majority of the whole number of Directors shall form a quorum for the transaction of business, and a majority of such quorum shall decide.
- Majority to decide.  
Casting vote.  
Quorum of Directors.
- XVI. Each stockholder of the said Corporation shall be severally and individually liable to the creditors thereof, to an amount equal to the amount of stock held by him, for all debts and contracts made by such Corporation, until the whole amount of the stock held by such stockholder be paid in.
- Liability of shareholders until their shares are paid up.
- XVII. The privileges conferred by this Act shall not be acquired by the said Corporation until at least 10 per cent. of the capital stock has been actually paid into the hands of the Treasurer of the Company.
- Ten per cent of the capital to be paid up before the Company can avail itself of this Act.  
Public Act.
- XVIII. This Act shall be deemed a public Act.