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No. 187.

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

(PRIVATE BILL.)

BILL.

An Act to Incorporate the *Ramsay Lead
Mining and Smelling Company.*

Received and read, first time, Tuesday 22nd
March, 1859.

Second reading, Thursday 24th March, 1859.

HON. MR. ROSE.

TORONTO:
PRINTED BY JOHN LOVELL, YONGE STREET.

An Act to Incorporate the *Ramsay Lead Mining and Smelting Company*.

WHEREAS the several persons hereinafter named have by their Petition represented that they have associated themselves together with divers others, for the purpose of exploring for, and working Mines of Lead and other ores, at Ramsay, in the County of Lanark, Canada West, and elsewhere, by Articles of Agreement entered into at the City of Montreal, and have raised by subscription the capital necessary effectually to begin their operations, but that they experience great difficulties in carrying out the objects for which they are associated without an Act incorporating them, with the powers hereinafter mentioned, and have prayed that such Act may be passed; Therefore Her Majesty, &c. enacts as follows:

I. David Torrance, Theodore Hart, Henry Chapman, Thomas Kay, and Edmund W. Parsons, the present Trustees of the Association mentioned in the preamble to this Act, and their successors, and such and so many other persons or parties as have become or shall become Shareholders in the Capital Stock hereinafter mentioned, shall be and they are hereby constituted a Body Politic and Corporate, in fact and in name, by the name of the *Ramsay Lead Mining and Smelting 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 by them be changed or varied at their pleasure.

II. The Capital Stock of the said Corporation shall be fifty thousand pounds, and the same hereby is divided into fifty thousand shares of the value of one pound each.

III. 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 amount of his, her or their subscribed share or shares in the Capital Stock of the said Corporation.

IV. And whereas the instalments already paid or called in upon the Stock already issued are equal to five shillings currency per share;— Therefore, the calls to be hereafter made on the holders of the said stock shall not exceed in the whole sum fifteen shillings per share, and the same shall be paid by instalments when and in such manner as shall be prescribed by the Directors hereinafter mentioned; Provided also, that nothing herein contained shall exonerate, diminish, or relieve any party from existing liability to the said Company, whether the said liability relates to contributions due or to fall due upon Stock already issued, or otherwise, but on the contrary all such liability and contributions shall

and may be enforced in the same way, and the said Corporation shall have the same remedy to enforce the payment of calls already made, and all other debts and sums now due and called for, as is hereinafter prescribed with respect to future calls and liabilities.

Certain property vested in Corporation.

V. All and every the estate and property, real or personal, belonging to the said Association formed under the Articles of Association aforesaid, at the time of the passing of this Act, and all debts or claims due to or possessed by the said Association, shall be and hereby are transferred to and vested in the Corporation hereby established, which shall in like manner be liable to and for all debts due by or claims upon the said Association; and the Trustees of the said Association, at the time of the passing of this Act, shall be Directors of the said Corporation, as if elected under this Act, until their successors shall be elected as hereinafter provided.

Corporation may hold real property to extent of £20,000.

VI. 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, provided the sum invested in real property purchased from private individuals or from the Crown do not at any one time exceed twenty thousand pounds; and it shall be lawful for the said Corporation to sell, lease, or otherwise dispose of the said property and estate as they may see fit.

Business of the Corporation defined.

VII. It shall be lawful for the said Corporation to engage in and follow the occupation and business of carrying on exploration for and of finding and getting lead and other ores, metals, and minerals, and of manufacturing 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 rights of any other parties or with the conditions of any grant or other title under which the said Corporation may hold the lands in which such things are to be done.

Corporation may increase Capital Stock to £200,000 currency.

VIII. If the sum of fifty thousand pounds be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the members of the said Corporation by a vote of not less than two thirds in number of the Shareholders, representing not less than twenty thousand shares, at any General Meeting to be expressly called for that purpose, to increase the Capital Stock of the said Corporation, either by the admission of new members as subscribers to the said undertaking or otherwise to a sum not exceeding in all the sum of two hundred thousand pounds currency, including the said sum of fifty thousand pounds currency hereinbefore authorized to be raised, in such manner and upon such terms and conditions and under such regulations as shall be approved and agreed upon; and the capital so to be raised by the creation of new shares, shall be in all respects part of the Capital Stock of the said Corporation; and every Shareholder of such new Stock shall be a member of the said Corporation, and be entitled to all and every the same powers, privileges and rights as the persons who are now Shareholders, in proportion to the interest or number of shares which he may acquire, and to the amount of calls paid thereon; and shall also be liable and subject to the same obligations and stand interested in all the profits and losses of the said undertaking in proportion to the sum that he shall subscribe and pay thereto, as fully and effectually to all intents and purposes whatsoever as if such other or

Rights and liabilities of holders of new Stock.

further sum had been originally raised as a part of the said first sum of fifty thousand pounds; any thing herein contained to the contrary notwithstanding.

IX. It shall be lawful for the said Corporation from time to time to borrow, either in this Province or elsewhere, all such sum or sums of money not exceeding in all, at any one time, fifty thousand pounds currency, as they may find expedient; and to make the bonds, debentures, or other securities they shall grant for the sums so borrowed, payable either in currency or in sterling with interest, and at such place or places within or without this Province as they may deem advisable, and such bonds, debentures or other securities may be made payable to bearer, or transferable by simple endorsement or otherwise, and may be in such form as the Directors for the time being may see fit: and the said Directors may hypothecate, mortgage or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums and the interest thereon; Provided always, that such Corporation shall not be allowed to borrow any part of such sum of fifty thousand pounds aforesaid until at least one-half of the said Capital Stock of the said Corporation hereinbefore authorized shall be paid up and available for the use of the Corporation.

Corporation may borrow money from time to time.

The same not to be borrowed until half the Capital be paid up.

X. The Stock of the said Corporation shall be deemed personal or moveable estate, notwithstanding the conversion of any portion of the funds constituting the same into lands: and at all meetings of the Shareholders held in pursuance of this Act, whether the same be general or special, every Shareholder shall be entitled to as many votes as he shall have shares in the said stock; and such vote or votes may be given in person or by proxy; and all questions proposed or submitted for the consideration of the said meetings shall be finally determined by the majority of the votes, except in the case or cases otherwise provided for; and provided also, that no person shall be entitled to vote as proxy at any meeting unless he shall be a Shareholder in the said Corporation, and produce written authority as such proxy in the form prescribed by the Schedule A.

Stock to be personal property. Number of votes of Shareholders, &c.

XI. The shares in the Stock of the said Corporation shall be assignable by delivery of the certificates, to be issued to the holders of such shares respectively, and by assignment in the form of the Schedule B, or in any other convenient form to be prescribed by any By-law of the said Corporation; and by such assignment the party accepting such transfer shall thenceforth become in all respects a member of the said Corporation in respect of such share or shares in the place of the party so transferring the same; but no such transfer shall be valid or effectual until all calls or instalments due on the shares purporting to be transferred, and all debts or monies due to the said Corporation thereon, shall be fully paid up and discharged; and a certified copy of such transfer extracted from the proper book of entry, and purporting to be signed by the Clerk, or other officer of the said Company duly authorized thereto, shall be sufficient *prima facie* evidence of every such transfer in all Courts in this Province.

Proviso: Shares of Stock to be assignable by delivery of certificates in form of Schedule B, &c.

XII. The Directors of the said Company shall have power and authority to establish and have a place of business or office in the Cities of London and Liverpool in England, and New York, Boston, Philadelphia

Directors may establish offices in England and the United

States for cer- and Detroit in the United States of America, and to open books of sub-
 tain purposes. scription in all or any of the said Cities for the stock of the said Corpora-
 tion, and to receive there subscriptions for the said stock, transferable
 there, respectively, and to make all such instalments called thereon, and
 dividends declared thereby, payable there, respectively: And the said 5
 Directors shall also have power to name one or more Agent or Agents
 or Commissioners in all or any of the aforesaid Cities, for all or any of
 the purposes aforesaid, and to allow to such Agent or Agents or Com-
 missioners a reasonable remuneration for his or their services, and all 10
 other necessary expenses of the said Office and Offices; and it shall also
 be competent for the said Directors to make all such rules and regula-
 tions, and to prescribe all such forms as to them may seem meet for the
 better and more satisfactorily managing and conducting the affairs and
 business of the said Corporation in all or any of the Cities aforesaid, and
 for facilitating and rendering effectual the subscription for and transfer 15
 of and payments upon the said stock respectively, and for all other pur-
 poses connected therewith and incidental thereto: Provided always, that
 the said Directors may make By-laws prescribing the mode in which any
 shares of the stock in all or any or either of the said Cities may be made
 shares in Canada, or whereby any shares of the stock in Canada may be 20
 made shares in England or in the United States aforesaid.

Five Directors of Corporation to be elected to manage its affairs. XIII. For managing the affairs of the said Corporation, there shall be
 from time to time, elected out of the members of the said Corporation
 five persons, being each a proprietor of not less than fifty shares of the
 said capital stock, to be Directors of the said Corporation, for ordering, 25
 managing, and directing the affairs of the said Corporation; and
 any four Directors shall form a quorum of the Board, and any majority
 of such quorum may exercise all the powers of the Directors:
 Provided always, that unless at a meeting of a majority of the Di-
 rectors no by-law, rule, resolution, or regulation for raising money or 30
 disposing of the real estate of the Corporation, shall be finally passed,
 unless confirmed at the next meeting of the Directors, to take place upon
 due notice given: Provided also, that no Director shall have more than
 one vote at any meeting of Directors, except the President or Chairman
 for the time being, who shall in case of an equal division have the casting 35
 vote although he may have given one vote before; and whenever any
 vacancy shall happen among the Directors by death, resignation, or re-
 moval out of the Province, such vacancy shall be filled up until the next
 general meeting of the shareholders, in such manner as may be prescribed
 by any by-law of the Corporation; and the Directors shall have full 40
 power to dispose of such part of the stock of the said Corporation as may
 remain to be disposed of, or as may from time to time be added to or fall
 into the general mass either by forfeiture or otherwise, on such terms and
 conditions and to such parties as they think most likely to promote the
 interests of the said Corporation; and they shall also have full power to 45
 make such calls for money from the several Shareholders for the time
 being as is hereinbefore provided for, and to sue for, recover and get in
 all such calls, whether already made or hereafter to be made, and to
 cause and declare the said shares to be forfeited to the said Corporation
 in case of non-payment, on such terms and in such way as they shall see 50
 fit to prescribe by any by-law: and in any action to be brought to re-
 cover any money due on any call, it shall not be necessary to set forth
 the special matter in the declaration, but it shall be sufficient to allege
 that the defendant is a holder of one share or more in the said stock

(stating the number of shares) and is indebted to the Corporation in the sum to which the calls in arrear shall amount (stating the number and amount of such calls,) whereby an action hath accrued to the Corporation by virtue of this Act; and it shall be sufficient to maintain such action, to prove by any one witness, that the defendant at the time of making such call was a Shareholder in the number of shares alleged, and that the calls sued for were made and notice thereof given, in conformity with the by-laws of the said Corporation, and it shall not be necessary to prove the appointment of the Directors, nor any other matter whatsoever; the said Directors shall and 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, and any act or deed bearing such seal, and signed by the President (or by any two Directors) and countersigned by the Secretary, shall be held to be the act or deed of the Corporation; they may appoint such and so many agents, officers, and servants of the said Corporation under them as to the said Directors may seem meet, and may fix the salaries and remuneration of such officers, agents and servants; may make 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, mortgage, let, release, and dispose of and exercise all acts of ownership over the lands, tenements, property, and effects of the said Corporation; may institute and defend in the name of the said Corporation all suits at law; may from time to time displace the officers, agents, and servants of the said Corporation, except as hereafter provided; and they shall and may have power to do all things whatsoever which may be necessary or requisite to carry out the objects of the Corporation, and to vest the present property and funds of the said Association in the Corporation hereby erected: they shall declare dividends of the profits of the said Corporation, when and as often as the state of the funds thereof may permit; may appoint when special meetings of the Shareholders shall be held, and determine on the mode of giving notice thereof, and of the manner in which the Shareholders may call or require such special meetings to be called; they shall have power to carry into force and effect all and every the provisions and stipulations contained in the articles of agreement in the first section of this Act referred to, with respect to the appropriation and allotment, whether conditional or otherwise, of the Stock of the said Company, and also with respect to all other matters and things in the said articles of agreement provided for, not inconsistent with this Act; and they shall have power to make By-laws for the government and control of the officers and servants of the said Corporation; they shall also have power to make and frame all other By-laws, rules, and regulations for the management of the business of the said Corporation in all its particulars and details, whether hereinbefore specially enumerated or not, and the same also at any time to alter, change, modify, and repeal; which said By-laws, rules, and regulations shall be submitted for approval, rejection, or alteration by the stockholders at the next general meeting, or at a special meeting to be called by the said Directors; and when, and as so ratified and confirmed, shall be put into writing, and duly recorded in the minutes of the said Corporation, and be binding upon, and observed and taken notice of by all members of the said Corporation; and any copy of the said By-laws, or any of them purporting to be under the hand of the clerk, secretary, or other officer of the said Company, and

Deeds of the Corporation.

May appoint Agents and Officers, &c.

Management of property.

General powers.

Shall declare dividends.

And appoint meetings of Corporation.

May make By-laws.

Proof of By-laws.

having the seal of the Corporation affixed to it, shall be received as *prima facie* evidence of such By-law in all Courts in this Province; Provided always, that the stockholders may, at any general or special meeting, appoint such salary or compensation to the President and Directors respectively as to them shall seem reasonable and proper. 5

When and where the first meeting shall be held. XIV. The first general meeting of the shareholders of the said Corporation shall be held at the office of the said Corporation in the City of Montreal, (at which place the said Corporation shall have its principal place of business,) on the second Tuesday in May, one thousand eight hundred and fifty-nine; and at such time and place, and on the like day 10 in every year thereafter, the said shareholders shall elect five fit and qualified persons to be Directors of the said Company in the place and stead of the five who shall retire: and until such first election, and until they shall respectively retire as aforesaid, the Trustees of the Association aforesaid, to wit: The said David Torrance, Theodore Hart, 15 Thomas Kay, Henry Chapman, and E. H. Parsons, and the survivors or survivor of them shall be, and are hereby declared to be, and constituted Directors of the said Corporation; and the said David Torrance shall, until such day, be the President of the said Corporation: and they shall have and exercise all and every the powers, and shall be subject 20 to all and every the clauses, conditions, liability, and restrictions imposed on the Directors to be chosen under this Act; Provided always, that in all actions or suits, or other legal proceedings to be brought against the said Corporation, it shall be lawful and sufficient for the plaintiff or complainant, or any other party, to cause process to be served at the 25 office of the said Corporation in the City of Montreal, or personally upon the President, or on any one of the Directors, or on the Secretary of the said Corporation, at any other place; and, provided that at the first meeting of the Directors to be elected as aforesaid to be holden after the passing of this Act, the said Directors shall choose and elect from 30 among themselves some one to be President, and also some one to be Vice-President of the said Corporation.

Retirement of Directors. XV. At the first general meeting of the shareholders, and at the annual general meeting in each year thereafter, the Directors thereof shall retire from office, but shall be eligible for re-election: and the 35 Directors, immediately after the election at each annual meeting, shall choose one of their own number to be President.

Failure to hold meeting not to operate dissolution of Corporation. XVI. The failure to hold the said first general meeting, or any other meeting, or to elect such Directors or President, shall not dissolve the said Corporation; but such failure or omission shall and may be sup- 40 plied by and at any special meeting to be called as the Directors, in conformity with the By-laws of the said Corporation, may see fit to appoint; and, until such election of new Directors, those who may be in office for the time being shall be and continue in office, and exercise all the rights and powers thereof until such new election be made, 45 as hereinbefore provided.

Interpretation clause. XVII. The word "Lands" in this Act shall include all lands, tenements, and hereditaments, and real or immovable property whatsoever; and all words importing the singular number or the masculine gender only shall extend to more than one person, party or thing, and to 50 females as well as males, and the word "Shareholders" shall include

the heirs, executors, administrators, curators, legatees or assigns of such Shareholder, or any other party having the legal possession of any share whether in his own name or that of any other, unless the context shall be inconsistent with such construction; and whenever power is by this Act given to do anything, power shall be intended also to do all things which may be necessary to the doing of such thing; and generally all words and clauses herein shall receive such liberal and fair construction as will best ensure the carrying into effect of this Act according to its true intent and spirit.

10 XVIII. It shall not be lawful for the said Corporation to commence or proceed with their operations under this Act, unless they shall have first paid up the sum of ten per cent. on the amount of their capital stock. When the Company may commence business.

15 XIX. Nothing in this Act contained shall in any manner derogate from or affect the rights of Her Majesty, Her Heirs or Successors, or of any person or persons, be it politic or corporate, excepting so far as the same may be specially derogated from or affected by the provisions of this Act. Rights of Her Majesty saved

XX. This Act shall be deemed a Public Act.

Public Act.

SCHEDULE A.

FORM OF PROXY

“ I, A. B., of _____ hereby appoint C. D. of _____ to be my Proxy, Form of Proxy.
 “ and to vote and act for me as such at all Meetings of the Shareholders of the *Ramsay Lead Mining and Smelting Company*, and in my name to do all things with regard to the business of the said Company, which I may, by law, do by Proxy.
 “ Witness, my hand, this _____ day of _____
 eighteen hundred and _____

A. B.”

SCHEDULE B.

FORM OF TRANSFER.

“ I, A. B., for value received, do hereby bargain, sell and transfer to Form of Transfer.
 “ C. D. _____ share (or shares) of the Stock of the *Ramsay Lead Mining and Smelting Company* to hold to him the said C. D., 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, C. D. do hereby agree and accept of the said _____ share (or shares) subject to the same rules, orders and conditions. Witness, our hands and seals, this _____ day of _____
 “ _____
 “ _____ in the year _____

“ A. B.
 “ C. D.”