

No. 43.

5th Session, 1st Parliament, 35 Victoria, 1872.

BILL.

An Act to incorporate "The St. Catherines
Board of Trade."

PRIVATE BILL.

Mr. MERRITT.

OTTAWA :

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An Act to incorporate the St. Catherines (Ontario) Board of Trade.

WHEREAS James Taylor, James Norris, James Douglas, ^{Preamble.}
Henry Carlisle, P. B. Owens, H. H. Collier, J. Mills, the
younger, Thomas D. Mahon, J. B. McIntyre, J. C. Graham, Robert
Lawrie, G. P. M. Ball, George Riley, R. McKinley, A. Jeffrey, F.
5 Stinson, Sylvester Neelon, Harper Wilson, Henry Wilson, John
W. Coy, R. Woodruff, John R. Munro, Lauchlin Leitch, J. B.
Gillespie, R. Fitzgerald, Lucius S. Oille, D. Curtiss Haynes,
William H. Brownlee, James Fitzgerald, P. Larkin, L. W. Cham-
bers, J. C. Dawson, James D. Tait, B. C. Fairfield, A. Mitchell,
10 David Couper, T. B. Bate, P. E. W. Moyer, James McLean, Calvin
Brown, George Groves, D. R. Wilkie, J. Riordon, Reuben Wynne,
John E. Cuff, Thomas McCarthy, A. G. Allen, A. Hutchison, and
T. R. Merritt, residents in the Town of St. Catherines, in the
Province of Ontario, have by their petition represented that they
15 have, as a Board of Trade, associated themselves together for the
purpose of providing such measures as they may deem important
towards developing the general trade and commerce of Canada,
and the Town of St. Catherines, Ontario, in particular, and have
further represented that the said Association would be more
20 efficient in its operations should an Act of Incorporation be
granted conferring similar powers on them and their successors
as now exists in Boards of Trade heretofore incorporated under
Acts of the Parliament of Canada; and whereas it is expedient
that the prayer of the said petition should be granted: Therefore,
25 Her Majesty, by and with the advice and consent of the Senate
and House of Commons of Canada, enacts as follows:—

1. The said James Taylor, James Norris, James Douglas, Henry <sup>Incorporation
and general
powers.</sup>
Carlisle, P. B. Owens, H. H. Collier, J. Mills the younger, Thomas
D. Mahon, J. B. McIntyre, J. C. Graham, Robert Lawrie, G. P. M.
30 Ball, George Riley, R. McKinley, A. Jeffrey, F. Stinson, Sylvester
Neelon, Harper Wilson, Henry Wilson, John W. Coy, R. Woodruff,
John R. Munro, Lauchlin Leitch, J. B. Gillespie, R. Fitzgerald,
Lucius S. Oille; D. Curtiss Haynes, William H. Brownlee, James
Fitzgerald, P. Larkin, L. W. Chambers, J. C. Dawson, James D.
35 Tait, B. C. Fairfield, A. Mitchell, David Couper, T. B. Bate, P. E. W.
Moyer, James McLean, Calvin Brown, George Groves, D. R. Wilkie,
J. Riordon, Reuben Wynne, John E. Cuff, Thomas McCarthy, A. G.
Allen, A. Hutchison, and T. R. Merritt, and such other persons resi-
dents in the Town of St. Catherines, in the Province of Ontario, as
40 are or shall be associated with the persons hereinbefore named, for
the purposes of this Act, in the manner hereinafter provided; and
their successors, shall be and are hereby constituted a body politic
and corporate by the name of "The St. Catharines (Ontario) <sup>Corporate
name.</sup>
Board of Trade," for the purposes mentioned in the preamble, and

may, by that name, sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all courts of law and equity, and all other places whatsoever, in all manner of actions, suits, complaints, matters, and causes whatsoever, and by that name they and their successors shall have 5 perpetual succession, and may have a common seal, and the same may make, alter, and change at their will and pleasure; and they and their successors by their corporate name shall have power to purchase, take, receive, hold, and enjoy any estate whatsoever, real or personal, and alienate, sell, convey, lease, or otherwise 10 dispose of the same, or any part thereof, from time to time, and as occasion may require, and other estate real or personal to acquire instead thereof: Provided always, that the clear annual value of the real estate held by the said corporation at one time shall not exceed five thousand dollars; and provided also, that the 15 said corporation shall not have or exercise any corporate powers whatsoever, except such as are expressly conferred on them by this Act, or may be necessary for carrying the same into effect, according to its true intent and meaning.

Proviso as to property.
Proviso :
Corporate powers limited to purposes of Act.

Application of funds of Corporation.

2. The funds and property of the said Corporation shall be 20 used and applied to and for such purposes only as may be calculated to promote and extend the lawful trade and commerce of Canada generally, and of the town of St. Catherines in particular, or as may be necessary to attain the objects for which the said Corporation is constituted, according to the true intent and 25 meaning of this Act.

Domicile.

3. The usual place of meeting of the said Corporation shall be held to be the legal domicile thereof, and service at such place of any notice or process of any kind addressed to the said Corporation shall be held to be sufficient service of such notice or process 30 on the Corporation.

Council of the Corporation.

4. For the management of the affairs and business of the said Corporation, there shall be a council, to be called "The Council of the Board of Trade," which shall, from and after the first election hereinafter mentioned, consist of a President, Vice- 35 President, Treasurer, and nine other members of the said Council, all of whom shall be members of the said Corporation, and shall have the powers and perform the duties hereinafter mentioned and assigned to the said Council: And such Council shall have the power to appoint a Secretary. 40

Presiding officers and members of Council.

5. The said James Taylor shall be President, the said James Norris shall be Vice-President, the said James Douglas the Treasurer, and the said Henry Carlisle, A. Jeffrey, P. B. Owens, R. McKinley, Sylvester Neelon, H. H. Collier, Harper Wilson, J. C. Graham, and John Riordon the other members of the 45 Council until the first election to be had under the provisions of this Act; and the Council hereby appointed shall, until the said election, have all the powers assigned to the Council by this Act.

General Meeting and Elections.

6. The members of the said Corporation shall hold a General 50 Meeting every three months, that is to say, on the first Wednesday in the months of June, September, December and March, at some place within the town of St. Catherines, of which notice, naming the time and place, shall be given by the Secretary of the Council

- for the time being, at least three days previous to such meeting, Notice.
 through one newspaper, or otherwise as may be thought necessary
 by the said Council; and at the General Meeting on the first
 Wednesday in the month of March, the members of the said
 5 Corporation, or a majority of them, shall then and there elect in
 such way as shall be fixed by the by-laws of the Corporation,
 a President, a Vice-President, a Treasurer, and nine other members
 of the Council, who shall form the Council of the said Corpora-
 tion, and shall hold their office until others shall be elected in
 10 their stead at the next General Meeting in the month of March as
 aforesaid, or until they shall be removed from office, or shall
 vacate the same under the provisions of any by-laws of the said
 Corporation; Provided always, that if the said election shall not
 take place on the first Wednesday in the month of March as
 15 aforesaid, the said Corporation shall not thereby be dissolved, but
 such election may be had at any General Meeting of the said
 Corporation, to be called in the manner hereinafter provided, and
 the members of the Council in office shall remain members until
 the election shall be had. Term of office.
- 20 7. If any member of the said Council shall die or resign his
 office, or be absent for six months consecutively from the meetings
 of the said Council, it shall be lawful for the said Council, at any
 meeting thereof, to elect a member of the said Council in the
 place of the member so dying or resigning or being absent, and
 25 such new member shall be so elected by a majority of the
 members of the said Council present at any meeting of the same,
 in case there is a quorum of them present at such meeting, and
 the member so elected shall hold office until the next annual
 election and no longer, unless re-elected. Vacating seats
in certain
cases.
- 30 8. At any Annual or General Meeting of the said Corporation,
 whether for the purpose of electing members of the Council or for
 any other purpose, a majority of members present at such
 meeting shall be competent to do and perform all Acts, which,
 either by this Act or by any by-law of the said Corporation are
 35 or shall be directed to be done at any such General Meeting. New members
and their term
of office.
9. Any member of the said Corporation intending to retire
 therefrom, or resign his membership, may at any time do so, upon
 giving to the Secretary in writing, ten days' notice of such
 intention, and discharging any lawful liability which may be
 40 standing upon the books of the said Corporation against him at
 the time of such notice. Members
resigning.
10. It shall be lawful for the said Corporation, or the majority
 of them, present at any General Meeting, to alter or enact such
 by-laws, rules and regulations for the Government of the said
 45 Corporation, providing for the admission and expulsion or
 retirement of the members and for the management of its
 Council, officers and affairs, and all other by-laws in accord-
 ance with the requirements of this Act, or the laws of
 Canada, as such majority shall deem advisable; and such
 50 by-laws shall be binding on all members of the said Corporation,
 its officers and servants, and all other persons whomsoever,
 lawfully under its control; Provided that no by-law shall be
 made, altered, or enacted by the said Corporation without notice
 in writing thereof having been given by one member and seconded
 55 by another member at a previous General Meeting, and duly Power of
making or
altering by-
laws for cer-
tain purposes;
their effect.
- Provido:
Notice of by-
laws to be
proposed.

entered in the books of the said Corporation as a minute of the said Corporation.

Members of the Corporation, qualification of.

11. Each and every person then resident in the Town of St. Catherines, Ontario, and being or having been a merchant, trader, mechanic, manager of a Bank, accountant, Insurance agent, 5 director, or officer of any financial institution, owner or master of vessels, or master builder, shall be eligible to become a member of the said Corporation; and at any general meeting of the said Corporation it shall be lawful for any member of the said Council or of the said Corporation, to propose any such person as aforesaid 10 as a candidate for becoming a member of the said Corporation and if such proposition shall be carried by a majority of two thirds of the members of the said Corporation then present, he shall thenceforth be a member of the said Corporation, and shall have all the rights and be subject to all the obligations which the other 15 members possess, or are subject to; Provided always, that any person not being a merchant, trader, mechanic, manager of a bank, accountant, insurance agent, director, or officer of any financial institution, owner or master of a vessel, or master builder, shall be eligible to become a member of the said Corporation in manner 20 aforesaid, in case such person shall be recommended by the Council of the Board of Trade at any such meeting.

Proviso: as to others on recommendation of Council.

Special general meetings, how called.

12. It shall be lawful for the said Council, or a majority of them, by a notice inserted in one or more newspapers published in the said town of St. Catherines, one day previous to the said 25 meeting, or by a circular letter signed by the secretary of the said Corporation addressed to each member, and mailed one day previous to the said meeting, to call a general meeting of the said Corporation for any of the purposes of this Act.

Meetings of the Council how called &c.

13. It shall be competent for the said Council, to hold meetings, 30 from time to time, and to adjourn the same when necessary, and at the said meetings to transact such business as may, by this Act or by the By-laws of the Corporation be assigned to them, and such meetings of the Council shall be convened by the secretary at the instance of the President or upon the request of any four 35 members of the said Council, and the said Council shall, in addition to the powers hereby expressly conferred on them have such powers as shall be assigned to them by any By-law of the Corporation, except only the power of enacting or altering any By-law, or admitting any member, which shall be done in the manner 40 provided for by this Act, and in no other; and any seven or more members of the Council lawfully met (and of whom the President or Vice President shall be one, or in case of their absence any seven or more members lawfully met) shall be a quorum, and any 45 majority of such quorum may do all things within the power of the Council; and at all meetings of the said Council, and at all general meetings of the said Corporation, the President, or in his absence the Vice President, or if both be absent any member of the council then present who may be chosen for the occasion, shall 50 preside, and shall in all cases of equality of votes upon any division, have a casting vote.

Quorum.

President, and casting vote.

Council to frame by-laws and submit them to Corporation.

14. It shall be the duty of the said Council, as soon as may be after the passing of this Act, to frame such by-laws, rules and regulations as shall seem to the Council best adapted to promote the welfare of the said corporation and the purposes of this act, 55

and to submit the same for adoption at a general meeting of the said corporation called for that purpose, in the manner hereinbefore provided.

15 **15.** All subscriptions of members due to the said corporation Recovery of
 5 under any by-law, all penalties incurred under any by-law, subscriptions,
 by any person bound thereby, and all other sums of money penalties, &c.
 due to the said corporation, shall be paid to the Treasurer
 thereof, and in default of payment, may be recovered in
 any action brought in the name of the said corporation, and it
 10 shall only be necessary in such action to allege that such person is
 indebted to the said corporation in the sum of money, the amount
 of such arrears, on account of such subscriptions, penalty or other-
 wise, whereby an action hath accrued to the said corporation by
 virtue of this act.

15 **16.** On the trial or hearing of any such action, it shall be Proof in such
 sufficient for the said corporation to prove that the defendant at cases.
 the time of making such demand was or had been a member of the
 said corporation, and that the amount claimed by such corporation
 as subscription, penalty or otherwise, was standing unpaid upon
 20 the books of the said corporation.

17. The meetings of the members of the Council shall be open Meetings of
 to all members of the said corporation who may attend at the same, council to be
 but they shall take no part in any proceedings thereat, and open.
 minutes of the proceedings at all meetings, whether of the said
 25 council or the said corporation, shall be entered in books to be kept
 for that purpose by the Secretary of the said corporation; and the
 entry thereof shall be signed by the President of the said council,
 or such other person who at the time shall preside over any such
 meeting; and such books shall be open at all reasonable hours to
 30 any member of the said corporation, free from any charge. Minutes to be
reported.

18. At the same time and times as are hereby appointed for Board of
 the election of the said council, and, in the same manner, it shall Arbitration.
 be lawful for the members of the said corporation to elect from
 their number twelve persons, who shall form a board, which shall
 35 be called "The Board of Arbitration," and any three of whom shall
 have power to arbitrate upon and make their award in any com-
 mercial case or difference which shall be voluntarily referred to
 them by the parties concerned; and whenever any such parties
 shall agree to bind themselves, by bond or otherwise, to submit the
 40 matter in dispute between them to the decision of the said board
 of arbitrators, such submission shall be understood to be made to
 any three members of the said board, who may, either by the
 especial order of the said board, or by virtue of any general rules
 adopted by them, or under any by-law of the said corporation
 45 touching the consideration of any cases so submitted, be appointed
 to hear, arbitrate and decide upon the case or cases so submitted
 to them, and such decision shall be binding upon the said board
 and the parties making the submission; and any such submission Form of
 shall be according to the form set forth in the schedule to this act, submission.
 50 or in words to the same effect. Powers.

19. The several members of the said Board of Arbitration shall, Members to be
 before they act as such, take and subscribe before the President or sworn.
 Vice-President of the said corporation, an oath that they will
 faithfully, impartially and diligently, perform their duties as

members of the said Board of Arbitration, and this oath shall be kept among the documents of the said corporation.

Members of council may be arbitrators.

20. Any member of the council of the said corporation may at the same time be a member of the said Board of Arbitration.

Powers for hearing cases.

21. The three members appointed to hear any case submitted for arbitration, as aforesaid, or any two of them, shall have full power to examine upon oath (which oath any one of such three members is hereby empowered to administer) any party or witness who, appearing voluntarily before them, shall be willing to be so examined, and shall give their award thereupon in writing, and their decision, or that of any two of them, given in such award, shall bind the parties according to the terms of the submission and the provisions of this act.

Award.

Board of Examiners of Inspectors of articles subject to inspection, their powers and duties.

22. From and after the passing of this Act, it shall be lawful for the Council of the said Corporation to appoint five persons to constitute a Board of Examiners for the Town of St. Catherines, for the year commencing on the first Wednesday in March then next, who shall hold office for one year following, to examine applicants for the office of Inspector of flour and meal, or of any other article subject to inspection, and the said Council may do all such other acts, matters, and things connected with the inspection of flour and meal, or any other article, and shall have as full power, and to be subject to the same conditions as those conferred upon and required of the Council of any Board of Trade, by virtue of any Act respecting the inspection of flour and meal, or of any other article subject to inspection, and the said Examiners and Inspectors shall also be subject to all conditions, requirements, oaths, matters, and things (touching their offices) set forth in the said Acts.

Affirmation allowed instead of oath.

23. Any person who may, by law, in other cases, make a solemn affirmation instead of taking an oath, may make such solemn affirmation, in any case, when by this Act an oath is required; and any person hereby authorized to administer an oath, may, in such cases as aforesaid, administer such solemn affirmation; and any person who shall wilfully swear or affirm falsely in any case in which an oath or solemn affirmation is required or authorized by this Act, shall be guilty of wilful perjury.

Saving of rights of the crown.

24. Nothing in this Act shall affect any rights of Her Majesty, her heirs, or successors, or of any party or person whomsoever, such rights only excepted as are herein expressly mentioned and affected.

SCHEDULE.

Form of a Submission to the Board of Arbitration.

Know all men, that the undersigned _____ and the undersigned (if there be more parties, that is, more separate interests, mention them,) having a difference as to the respective rights of the said parties, in the case hereunto subjoined, have agreed and bound themselves under a penalty of _____ dollars, to perform the award to be made by the Board of Arbitration of

the Board of Trade of the Town of St. Catherines, in the case aforesaid, under the penalty aforesaid, to be paid by the party refusing to perform such award to the party ready and willing to perform the same.

In witness whereof the said parties have hereunto set their hands and affixed their seals at the Town of St. Catherines, on the day of A.D., 18

A.B., [L.S.]
 C.D., [L.S.]
 E.F., [L.S.]

FORM OF OATH.

To be taken by Members of the Board of Arbitration.

I swear that I will faithfully, impartially, and diligently perform my duty as a member of the Board of Arbitration of the Board of Trade of the Town of St. Catherines; and that I will in all cases in which I shall act as arbitrator, give a true and just award according to the best of my judgment and ability, without fear, favor or affection of or for any party or person whomsoever. So help me God.