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No. 161.

2nd Session, 7th Parliament, 26 Victoria, 1863.

BILL.

An Act to incorporate the Sutton Mining
Company.

PRIVATE BILL.

Received and read first time, Friday, 13th
March, 1863.

Second reading, Monday, 16th March, 1863.

Mr. KNIGHT.

QUEBEC:

PRINTED FOR THE CONTRACTORS BY
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An Act to incorporate the Sutton Mining Company.

WHEREAS, the persons hereinafter named have by petition represented, that they desire to, engage in the business of exploring, mining, manufacturing and disposing of copper and other ores, in the township of Sutton, in the county of Brome, in the District of Bedford, and Province of Canada, and that they can do so to better advantage by the aid of a Charter of Incorporation, and have prayed for the passing of an Act to that end; and whereas it is expedient that such prayer be granted: Therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

I. Aaron A. Adams, Albert Knight, Lester M. Clark, William F. Matchett, George R. Carter, Esquires, together with all such other persons as shall become shareholders in the Company hereby constituted, shall be, and they are hereby made, a body corporate and politic, by the name of "The Sutton Mining Company."

Preamble.

Incorporation

Corporate name.

II. The company may carry on the business of exploring for, mining, smelting, manufacturing and selling, copper and other ores and metals, and for this purpose, may acquire and hold by purchase, lease, or other legal title, such lands in the county aforesaid, and construct and maintain such buildings, and machinery and other improvements, within the said district, or elsewhere, and sell and dispose of the same, as the company may deem to be for its advantage.

Business of the Company.

Real property.

III. The capital stock of the Company shall be the sum of Two hundred and fifty thousand dollars, divided into One hundred thousand shares, of two dollars and fifty cents each, and may be from time to time increased, as the wants of the Company require, by vote of the stockholders at a meeting of the company called for the purpose, to an amount not exceeding one million dollars on the whole.

Capital Stock.

Shares.

Increase.

IV. The capital stock shall be paid by the subscribers therefor, when, where, and as, the Directors of the Company shall require, or as the By-laws may provide, and if not paid at the day required, interest at the rate of six per centum, per annum, shall be payable after the said day, upon the amount due and unpaid; and in case any instalment or instalments shall not be paid as required by the Directors, with the interest thereon, after such demand or notice as the By-laws prescribe, and within the time limited by such notice, the Directors may, by vote, reciting the facts and duly recorded in their records, summarily forfeit any shares whereon such payment is not made, and the same shall thereupon become the property of the company, and may be disposed of as the by-laws or votes of the Company may provide.

Calls on stock.

Forfeiture of stock for non-payment.

V. The stock of the Company shall be deemed personal estate and be assignable in such manner only, and subject to such conditions and restrictions, as the by-laws prescribe, but no share shall be assignable until all instalments called for thereon have been paid; unless it has been declared forfeited for non-payment.

Stock to be personalty; how assignable.

Votes. VI. At all meetings of the Company every shareholder, not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the company; and no shareholder being in arrear, shall be entitled to vote; and all votes may be given in person or by proxy; Provided, always, the proxy is held by a shareholder not in arrear, and is in conformity with the by-laws. 5

Directors. Election. VII. The affairs of the company shall be administered by a Board of not less than five, and not more than seven Directors, being severally holders of at least two hundred shares of stock, who shall be elected at the first general meeting, and thereafter, at each annual meeting of the company, to hold office until their successors are elected, and who, (if otherwise qualified) may always be re-elected; and four members of such Board, until otherwise provided by the by-laws, shall be a quorum thereof, and in case of the death, resignation, removal or disqualification of any director, such Board, if they see fit, may fill the vacancy until the next annual meeting of the company, by appointing any qualified shareholder thereto; but a failure to elect directors, or any failure of directors, shall not dissolve the corporation; and an election may be had at any general meeting of the company called for the purpose. 10 15 20

Powers of Directors. VIII. The Board of Directors shall have full power in all things to administer the affairs of the company, and make or cause to be made any purchase and any description of contract which the company may by law make, to adopt a common seal; to make from time to time, any and all by-laws (not contrary to law or to the votes of the company) regulating the calling in of instalments on stock and payment thereof; the issue and registration of certificates of stock; the forfeiture of stock for non-payment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payments of dividends; the appointment, functions, duties, and removal of all agents, officers, and servants of the company; the security to be given by them to the company; their remuneration, and that (if any) of the directors; the time and place for holding the annual and other meetings of the company; the calling of meetings of the company and of the board of directors, the quorum, the requirements as to proxies, the procedure in all things at such meetings; the site of their chief place of business, and of any other offices which they may require to have; the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct, in all other particulars, of the affairs of the company; but every such by-law, and every repeal, amendment, and re-enactment thereof, shall have force only until the next annual meeting of the company, unless confirmed at some general meeting of the company; and every copy of any by-law, under the seal of the company, and purporting to be signed by any officer of the company, shall be received in all courts of law as prima facie evidence of such by-law. 25 30 35 40 45

By-Laws must be confirmed by stockholders. Proof of by-laws. IX. Until the first election of such board, the said Aaron A. Adams, Albert Knight, Lester M. Clark, William F. Matchett and George R. Carter, shall be a Provisional Board of Directors of the company, with power to fill vacancies, to open stock-books, assign stock, make and collect instalments, issue certificates and receipts, convene the first general meeting of the company at such time and place within this Province, or elsewhere, as they shall determine; and to do other acts necessary or proper to be done to organize the company and conduct its affairs. 50

Provisional Directors. Their powers. X. The company may establish and have any place or places of business in this Province, in Great Britain, or in the United States of America, and may, at any one thereof, order, direct, do, and transact 55

Places of business in the Province or elsewhere.

their affairs and business, or any thereof, in as ample manner as they can do within this Province, but the said company shall at all times, after the organization of the company, have some director, officer, or agent residing in this Province, authorized to take service of all legal 5 and other process against the company, relating to its business or property, whose authority by vote or power, shall be filed with the Registrar of Deeds for the said county of Brome.

To have an agent in the Province.

XI. The company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, in respect of any shares, 10 and the receipt of the person in whose name the same shall stand in the books of the company shall be a discharge to the company, for any dividend or money payable in respect of such shares, whether or not notice of such trust shall have been given to the company; and the company shall not be bound to see to the application of the money paid 15 upon such receipt.

Company not bound to see to trusts on stock.

XII. The shareholders of the company shall not, as such, be held responsible for any act, default or liability, whatsoever of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the company, beyond 20 their shares in stock thereof.

Liability of shareholders limited.

XIII. All contracts, promissory notes, bills of exchange, and engagements made on behalf of the company, by the directors, officers, agents or servants of the company, in accordance with their powers under the by-laws, or by vote of the company, shall be binding upon the Company, 25 and in no case need the seal of said company be affixed thereto, nor shall such directors, officers, agents or servants, thereby become individually liable to any third party therefor; but said company shall issue no Bank Note, or Note to circulate as money.

How Company may become parties to contracts, notes, &c.

Proviso.

XIV. Any description of action may be prosecuted and maintained 30 between the company and any shareholder thereof, and no stockholder, not being himself personally a party to such action, shall be incompetent as a witness therein.

Suits between Company and Stockholders.

XV. The company shall not commence operations under this Act, until at least ten per centum of the amount of their capital stock shall 35 have been paid in.

When to commence business.

XVI. This Act shall be deemed a public Act.

Public Act.