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No. 90.

1st Session, 8th Parliament, 27 Victoria, 1863.

BILL.

An Act to incorporate the Harvey Hill
Mining and Smelting Company of Leeds,
in the County of Megantic.

PRIVATE BILL.

Received and read, first time, Tuesday, 8th
Sept., 1863.

Second reading, Wednesday, 9th Sept., 1863.

Mr. MORRIS.

QUEBEC:

PRINTED FOR THE CONTRACTORS BY HUNTER,
ROSE & LEMIEUX, ST. URSULE STREET.

An Act to incorporate the Harvey Hill Mining and Smelting Company of Leeds, in the County of Megantic, Canada East.

WHEREAS the persons hereinafter named have, by petition, represented that certain of them have acquired and hold divers valuable properties and mining rights, and have entered into contracts and made arrangements at much cost for prosecuting researches for mineral ores, and locations favorable for mining in the County of Megantic and elsewhere in Lower Canada, and that they are desirous unitedly and with others to prosecute such researches and carry on the business of mining on an extensive scale in Lower Canada, but cannot do so to advantage unless by the aid of an Act of incorporation, and have therefore 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 consent and advice of the Legislative Council and Assembly of Canada, enacts as follows:—

1. James Foley, Peter Clarke, Lester W. Clarke, P. S. Rotch and L. A. Plummer, Esquires, together with all such other persons as shall become shareholders in the Company hereby constituted, shall be, and they are hereby constituted a body corporate and politic, by the name of the "Harvey Hill Mining and Smelting Company of Leeds in the County of Megantic, Canada East."
2. The Company may engage in and follow the business of carrying on explorations for, and of mining for, finding and getting copper, lead and other ores, metals and minerals within the limits aforesaid and of manufacturing, dealing in and disposing of such ores, metals and minerals; and may do all things necessary to such ends, consistently with the rights of other parties, and with the conditions of any title under which the Company may hold the lands in or upon which such things are to be done.
3. The Company may, by any legal title, acquire and hold any land or mining rights in lands in the said County of Megantic necessary or requisite for the carrying on of such business, and construct and maintain such buildings and machinery and other improvements thereon, and sell, and dispose of the same and acquire others in their stead, as the Company may deem for its advantage, not at any time exceeding two thousand acres.
4. The Capital Stock of the Company shall be the sum of one million dollars, divided into two hundred thousand shares of five dollars each, and may be increased as hereinafter provided.
5. All calls of money upon the respective shareholders, in respect of such Stock, shall be paid when, where, and as the Directors of the Company shall from time to time require—in conformity, always, with such rules as to notice or otherwise, as the By-laws of the Company may or

Preamble.

Certain persons incorporated.

Powers.

Real Estate.

Capital Stock.

Calls.

dain, and interest shall accrue and fall due, at the rate of six per centum per annum, upon the amount of every unpaid call, from the day appointed for payment of such call.

Enforcement
of calls.

6. The Company may enforce payment of such calls and interest by action in any competent Court of law, and in such action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more upon one share or more, stating the number of such calls and the amount of each, whereby an action hath accrued to the Company under this Act, and a certificate under their seal, and purporting to be signed by an officer of the Company, to the effect that the defendant is a shareholder, and that such call or calls have been made, and that so much is due by him, and unpaid thereon, shall be received in all Courts of law as *prima facie* evidence to that effect.

Forfeiture.

7. If, after such demand or notice as by By-law of the Company may be prescribed, any call made upon any share or shares be not paid within such time as by such By-law may be limited in that behalf, the Directors in their discretion, by vote to that effect, reciting the facts and duly recorded in their minutes, may 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 by By-law or otherwise they shall ordain.

to personal
estate.

8. The Stock of the Company shall be deemed personal estate, and shall be assignable and transferable in such manner only, and subject to all such conditions and restrictions, as shall be prescribed by the By-laws of the Company.

Transfers.

9. No share shall be transferable until all previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon.

Increase of
capital.

10. If the said amount of Stock be found insufficient, the Company by a vote of not less than two-thirds, at any general meeting called for that purpose, may, from time to time increase the same, either by admission of new shareholders, or otherwise, to a total amount of not more than two million dollars; and in such case, the new Stock shall be paid in upon such conditions, at such times and places, and in such manner, as the Company at such meeting shall have ordained, or (in default of express provision to that end), then upon such conditions, at such times and places, and in such manner as the Directors thereafter, by By-law or otherwise, shall ordain, and such new Stock shall be in all respects part of the Capital Stock of the Company; and upon such increase of their Capital Stock, the Company, for the purposes of their business only, may acquire and hold real estate to a proportionately increased amount, with power always to sell, lease, or otherwise dispose thereof, as they shall see fit.

4 Votes.

11. At all meetings of the Company, every shareholder, not being in arrear in respect of any call, 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 person, or by proxy: Provided always the proxy be held by a Shareholder not in arrear, and be in conformity with such requirements as the By-laws of the Company may prescribe, and not otherwise.

12. The affairs of the Company shall be administered by a Board of ^{Directors.} five 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 three members of such Board present in person 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 ¹⁰ any qualified shareholder thereto.

13. If at any time an election of Directors be not made or do not take effect at the proper time, the corporation hereby constituted shall ^{Failure to elect.} not be held to be thereby dissolved; but such election may take place at any general meeting of the Company duly called for that purpose.

14. Until the first election of such Board, the said James Foley, Peter Clarke, Foster W. Clark, B. S. Rotch and L. A. Plummer, shall be the ^{Provisional Directors.} Provisional Board of Directors of the Company, with power to fill vacancies occurring therein, to open stock-books, to assign stock, to make calls thereon, and grant certificates and receipts therefor, to make ²⁰ provisional by-laws on any matters admitting of regulation under this Act by by-law, such provisional by-laws to have force until the first general meeting of the Company, to convene such meeting, and to do all other acts required to be done in order to the organization of the Company, and the conduct of its affairs: Provided always that notice of all ²⁵ meetings of the Company shall be given in some newspaper published in the District of Bedford, (if any) and also in the *Canada Gazette*, at least fifteen days before the holding of such meeting.

15. The Board of Directors of the Company shall have full power in ^{Powers of Board.} all things to administer the affairs of the Company, and may make, or ³⁰ cause to be made, any description of contract which the Company may by law enter into; and may from time to time make By-laws not contrary to law, to regulate the making of calls on Stock, the payment thereof, the issue and registration of certificates of Stock, the forfeiture of Stock for non-payment, the disposal of forfeited Stock and of the ³⁵ proceeds thereof, the transfer of Stock, the declaration and payment 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 at which and the place where the annual and other meetings ⁴⁰ of the Company shall be held; the call of meetings, general and special, of the Board of Directors and of the Company; the requirements as to proxies, and 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 ⁴⁵ forfeitures admitting of regulation by By-law, and the conduct in all other particulars of the affairs of the Company; and may from time to time repeal, amend, or re-enact the same; but every such By-law, and every repeal, amendment, or re-enactment thereof, unless in the meantime ⁵⁰ confirmed at a special general meeting of the Company, called for that purpose, shall only have force until the next annual meeting of the Company, and shall require to be confirmed thereat, 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 as *prima facie* evidence of such By-law in all Courts of law.

16. In addition to the ordinary place of business within the Province, ^{Agencies.}

the Company may establish and have any place or places of business in Great Britain or in the United States of America; and may, at any one thereof, open books of subscription for their Stock, and may receive there subscriptions for such Stock transferable there respectively, and may make all instalments thereon to be called in, and all dividends thereon to be declared payable there respectively; and may, at any one of such places of business, order, direct, do and transact their affairs and business, or any thereof, in such manner as may be prescribed by the By-laws.

Trusts.

17. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares; and the receipt of the person in whose name the same shall stand in the books of the Company, shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such shares, and 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 upon such receipt.

Responsibility of shareholders.

18. 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 the amount of their shares in the stock thereof.

Contracts, &c., effect of.

19. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn, or endorsed, on behalf of the Company, by any agent, officer, or servant of the Company, in general accordance with his powers as such under the by-laws of the Company, shall be binding upon the Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-law or special vote or order; nor shall the party so acting as agent, officer, or servant of the Company, be thereby subjected individually to any liability whatsoever to any third party therefor; Provided always, that nothing in this Act contained, shall be construed to authorize the Company to issue any note of a character to be circulated as money or as the note of a Bank.

Actions.

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

When Company may commence operations. Proviso.

21. The Company shall not commence operations under this Act until at least ten per centum of the amount of their capital stock shall have been paid in: Provided always, that unless mining operations be *bona fide* commenced under this Act within five years from the passing thereof, this Act of incorporation shall be null and void, saving only to the said Company the power and right to part with any real estate which they may hold, and to make such conveyance as may be necessary for that purpose.

Public Act.

22. This Act shall be deemed a Public Act.