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No. 285.

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

BILL.

An Act to incorporate the Ottawa Mining
Company of Canada East.

(PRIVATE BILL.)

Received and read 1st time, Friday, 24th
April, 1863.

Second reading, Monday, 27th April, 1863.

Mr. HUNTINGTON.

QUEBEC:

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

An Act to incorporate the Ottawa Mining Company of Canada
East.

WHEREAS it has been represented by petition, that certain parties Preamble.
have acquired, and hold valuable mining rights and properties in
the townships of Canada East, and have expended large sums of money
in acquiring and preparing to prosecute the same, and that they are
5 desirous of making researches, and carrying on the business of mining
on an extensive scale, but cannot do so to advantage, unless 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 their prayer be
granted: Therefore, Her Majesty, by and with the advice and consent
10 of the Legislative Council and Assembly of Canada, enacts as follows:

1. Alfred B. Ely, James S. Whitney, John C. Abbott, John B. Incorporation
Taft, S. S. Bucklin, William B. May, and David C. Rogers, with such
others as shall become Shareholders, are hereby constituted a body
corporate and politic, by the name of the Ottawa Mining Company of Name.
15 Canada East.

2. The Company may follow the business of exploring and mining Business of
for ores, metals, and minerals within the *limits aforesaid*, and of reducing, the Company,
manufacturing and dealing in the same, and may do all things necessary and territorial
thereto, consistently with the rights of other parties, and may by any limits.
20 legal title, acquire and hold, any lands and mining rights needful or
proper for the carrying on of such business; and all leases, rights, and
titles legally acquired, shall be held and enjoyed by the said Company
and its assigns, for and during the terms thereof, and they may sell,
lease, or otherwise dispose of the same as they may see fit: Provided Proviso.
25 the total purchase money paid for lands held at any one time shall not
exceed one-half the whole capital stock of the Company.

3. The capital stock of the Company shall be one million dollars, to Capital and
be divided into shares of not more than five nor less than one dollar shares.
each; the same to be determined by the Directors, and when once de-
3 terminated to remain fixed and uniform.

4. Assessments may be made upon such stock and the shares thereof, Calls on stock
and all calls of money thereon shall be paid when, where, and as the
Directors of the Company shall from time to time require, in conformity
with such rules as the By-Laws of the Company may direct, with inte-
35 rest from the time appointed for the payment of such call; and such pay-
ments, with interest, may be enforced by law.

5. If, after due demand or notice, as the By-Laws may prescribe, Forfeiture for
any call or assessment upon any share or shares be not paid within the non-payment.
time limited by such By-Laws, the Directors may, by vote to that
40 effect duly recorded, summarily forfeit such shares, and the same shall

become the property of the Company, and may be disposed of by auction or otherwise, as the By-Laws may ordain or they by vote may direct.

Stock to be
personally
and transfer-
a

6. The stock shall be deemed personal property, and shall be assignable and transferable only as the By-Laws may prescribe; but no share shall be transferable until all calls or assessments thereon prior thereto have been paid, or until declared forfeited for non-payment of any call thereon. 5

Power to bor-
row money
and issue
bonds, &c.

7. The Company may at any time borrow sums of money equal to the amount of capital stock paid in up to the sum and amount of five hundred thousand dollars, and may make their bonds for such sums, payable at such rates of interest and at such places as they may deem desirable; and such bonds or other securities may be in such form and transferable as the Directors may determine, and for the payment thereof the Company may hypothecate any of their real or personal estate, and the enregistration of such hypothecation shall create such hypothecation for the purposes declared. 10 15

Hypothec.

Votes.

8. At all meetings of the Company every shareholder not in arrears in respect of any call shall be entitled to as many votes (when stock votes are called for) as he holds shares, and all votes may be given in person or by proxy, under the requirements of the By-Laws. 20

Proxy.

Board of
Directors.

9. The affairs of the Company shall be administered by a Board of not less than five, nor more than seven Directors, being severally, holders of at least two hundred shares of stock, who shall be elected at each annual meeting of the Company, to hold office until others are elected to fill their places respectively. A majority of Directors elect shall constitute a quorum, and in case of a vacancy in the Board, the other Directors may fill the vacancy until the next annual meeting of the Company. 25

Quorum.
Vacancies.

Failure of
election pro-
vided against.

10. If at any time an election of Directors be not made, or do not take effect at the proper time, the Corporation shall not be dissolved but such election may take place at any general meeting of the Company duly called for the purpose, and the existing Board shall meantime continue. 30

Provisional
Board of
Directors.

Powers.

11. Until the first election of such Board, the said Alfred B. Ely, James S. Whitney, John C. Abbott, John B. Taft, S. S. Bucklin, William B. May, and David C. Rogers, shall be the provisional Board of Directors of the Company, with power to fill vacancies, to open stock books, issue and assign stock, and make calls and assessments thereon, and grant certificates and receipts therefor; to make provisional By-laws which shall have effect until altered by the Company; to convene the first general meeting of the Company; and to do all things needful and proper to organize the Company and conduct its affairs. 35 40

General
powers of
Directors.
By-Laws.

12. The Board of Directors shall have full power to administer the affairs of the Company, and to make any contract which the Company may legally make; they may make any By-laws, not contrary to law, for the issuing, registration, and transfer of stock, and the certificates thereof,—the making of calls and assessments thereon,—the forfeiture of stock for non-payment of calls or assessments,—the disposal of forfeited stock, and of the proceeds thereof,—the declaration of dividends,—the employment of agents,—the calling of all meetings of the Board and of the Company,—and all such other by-laws, rules, and 45 50

regulations, as may be already needful and proper for the prompt and perfect administration of the affairs of the Company, and the conduct of the business thereof. But all such By-laws shall have force only until confirmed and adopted by a special general meeting called for the purpose, or until the next annual meeting of the Company, but when so confirmed, shall remain the By-laws of the Company; and every copy of any By-law under the seal of the Company, and purporting to be signed by a officer therof, shall be *prima facie* evidence thereof.

13. The Company may establish any place or places of business in Great Britain or in the United States of America, and may open and transfer books at any thereof, and may make calls, assessments, dividends, &c., payable there respectively; and may regulate all the business in relation thereto, as may be found needful and proper by By-laws or otherwise, and may prescribe the mode of assimilating shares of stock, as between such several places and the Canadas: And in case any association already formed for mining purposes, has created stock, received subscriptions, issued certificates, and acquired mining rights and properties in the *Lower Townships* of Canada East, upon the transfer of all the Stock, subscriptions, properties, estates and effects of such association, and the surrender of the certificates of Stock thereof to this Company, it shall be lawful for this Company to receive the same as so much subscribed to its capital stock, and to issue certificates in lieu of the certificates so surrendered as aforesaid, and the stockholders of such association shall to that extent become stockholders of this Company, upon such rules and terms as the Directors may prescribe and to the extent to which such certificates are surrendered.

14. The Company shall not be responsible regarding any trusts in respect of any shares, but transactions between the Company and the shareholders named in the books, whether Trustees or otherwise, shall be valid and final; and the shareholders shall not at any time be responsible for any matter relating to the Company beyond the amount of their shares in the stock thereof respectively.

15. Every agreement or paper writing signed on behalf of the Company by any officer or agent thereof, in general accordance with his authority, shall be binding upon the Company, and need not be under the seal of the Company; and such acting officer or agent shall not be individually liable therefor; such authority to be determined by the By-Laws.

16. Any action may be prosecuted between the Company and any shareholder, and any shareholder may be a witness therein.

17. The President of the Company shall be a Director thereof. The Secretary and Treasurer shall make oath before some magistrate competent, at the place, to administer oaths, faithfully to discharge the duties of their offices, and that being done, their record shall be evidence of the things therein recorded, as also any copy thereof under their hands and the seal of the Company.

18. This Act shall be deemed a Public Act.

Public Act.