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No. 20.

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

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BILL.

An Act to incorporate the Toronto Corn  
Exchange Association.

PRIVATE BILL.

Mr. BEATY.

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OTTAWA:

Printed by J. B. TAYLOR, 29, 31 & 33, Rideau Street.

1872.

An Act to Incorporate The Toronto Corn Exchange Association.

**W**HEREAS the persons hereinafter mentioned have petitioned Preamble.  
for the incorporation of themselves and others as the  
Toronto Corn Exchange Association, and to be invested with cer-  
tain powers hereinafter mentioned, and it is expedient to grant  
5 their prayer; Therefore Her Majesty by and with the advice and  
consent of the Senate, and House of Commons of Canada, enacts  
as follows:—

1. Wm. H. Howland, W. D. Matthews, J. E. Kirkpatrick, B. R. Certain persons incorporated.  
Clarkson, Robert Spratt, J. T. Culverwell, Thomas Flynn, Douglas  
10 Laidlaw, Wm. Galbraith, Thorne Brothers, H. N. Baird, Gooderham  
and Worts, Thomas Duncan, James Brunskill, J. Harris, R.  
Bradford, Geo. A. Chapman, Thomas Ashover, S. W. Farrell,  
Thomas Drysdale, Thos. C. Chisholm, James Young, William  
Gooderham, Junr., Winans, Butler & Co., H. S. Howland, John  
15 Stewart, W. H. Knowlton, P. Howland, A. W. Godson, J. H.  
McNairn, K. Chisholm & Co., Joseph Gibson, A. M. Cannon,  
Mellville Fair & Co., S. A. Oliver, H. J. Boulton, D. Clark, James  
Braden, James Coleman, W. Ryan, S. P. Irwin, W. & J. Spink,  
W. R. Wadsworth, Simon Plewes, J. S. Rutherford, Gibson Cook,  
20 Isaac Wareup, Wm. Lukes, Laidlaw & Nicol, and A. V. De Laporte  
& Co., and others already associated with them, and all those who  
may hereafter become associated with them, shall be, and they are  
hereby constituted a body politic and corporate, by the name of Corporate name and powers.  
the "Toronto Corn Exchange Association," and may, by that  
25 name sue and be sued, implead and be impleaded, answer and be  
answered, defend and be defended, in all courts of law and equity,  
and by that name, they and their successors shall have perpetual  
succession, and may have a common seal, and may change and alter  
the same at pleasure; may acquire for themselves and their succes-  
30 sors, under any title whatsoever, property real and personal; may  
alienate, sell, convey, lease, or otherwise dispose of the same or any  
part thereof, from time to time as occasion may require, for such  
price or prices, and on such terms or conditions as they may see  
fit; and may, should they see fit, acquire other real and personal  
35 estate for the purposes of this Act; may borrow money on the  
hypothecary security of the immovable property of the Corpora-  
tion for such time, and on such terms, and at such rates of interest  
as they may see fit; provided, always, the clear value of the real  
and personal estate together held by the said Corporation at any  
40 one time, shall not exceed One Hundred Thousand Dollars; and  
provided also, that the said Corporation shall not have or exercise  
any corporate powers whatsoever, except such as are expressly  
conferred by this Act, or which are necessary for carrying the same  
into effect.

Objects of the Association.

2. The objects of the Association are hereby declared to be;—

(1) To compile, record, and publish statistics, and acquire and distribute information respecting the Produce and Provision Trade of the various Provinces of the Dominion of Canada, to make connections in each of the said Provinces with a view to accomplish the said object in the most efficient manner, by the formation of Branch Associations or otherwise, and to promote the establishment and maintenance of uniformity in the business customs and regulations among the persons engaged in the said trades throughout the Dominion. (2). To provide and regulate a suitable building or room for a Corn Exchange and offices in the City of Toronto, and to encourage the centralization of the produce and the provision trades of the city thereat; to promote the establishment and maintenance of uniformity in business of its members and those dealing with them; to compile, record, and publish statistics respecting the same; to promote the observance of such regulations and requirements as may be by by-law established, not being contrary to law; and to adjust, settle, and determine controversies and misunderstandings between persons engaged in the said trades, or which may be submitted to arbitration as hereinafter provided; to which ends the corporation is hereby empowered by vote of the majority at any annual, quarterly, or special meeting of the Association, to make all proper and needful by-laws for its government, for the maintenance and due regulation of the Corn Exchange Offices and property thereof, for the raising of capital, not exceeding in amount the aforesaid sum of one hundred thousand dollars, by the issue of transferable shares or otherwise, for the appointing of the conditions under which shares may be transferred or forfeited, for the employment of a secretary and such clerks and other officers and servants as may be necessary, for regulating the mode of voting at any ordinary or general meeting, and to determine whether the Presiding Officer shall or shall not vote, or shall or shall not have a double or casting vote in case of a tie, and for all and any other purposes, within the powers conferred by this Act, and for the administration of their affairs generally; provided, always, such by-laws are not contrary to law; and further, to amend and repeal such by-laws from time to time in manner provided by such by-laws, and generally shall have all needful corporate powers for the purposes of this Act.

Powers.

By whom affairs shall be managed.

3. The affairs, business, and concerns of the Corporation hereby created, shall be managed by a President, Vice-President, Secretary, Treasurer, and seven or such other number of managers as may be provided by the by-laws, all of whom shall be members of the Association, and shall together constitute and be called the Committee of Management, and be elected annually at such time and place as may be provided by the by-laws; all vacancies which may occur in the said Committee by death or otherwise, shall be filled by the said Committee, and a majority of the number of the said Committee shall constitute a quorum for the transaction of business.

Provisional Board of Management.

4. The said W. H. Howland, W. D. Matthews, J. E. Kirkpatrick, B. R. Clarkson, Wm. Gooderham, junior, H. N. Baird, W. R. Wadsworth, S. W. Farrell, Thomas Flynn, and Henry J. Boulton, shall be the Committee of Management, until others under the provisions of this Act shall be elected in their place, and the Committee hereby appointed shall, until the said election, have all the powers assigned to the Committee of Management of

the said Corporation by this Act, and shall have power to open Stock Books, receive Subscription of Stock or Shares, and to do all matters and things necessary for the full organization and working of the Association.

- 5 **5.** No Member, Office Holder, or Shareholder, shall in any manner be liable to, or charged with the payment of any debt or demand due by the Association, beyond the amount of his unpaid subscribed Share or Shares in the Capital Stock of the Corporation. Liability limited.
- 10 **6.** An Annual Meeting shall be held for the election of the Committee of Management (and for such other business as may be brought before such meeting) at such time and place, and under such regulations and notices as the By-laws of the Corporation shall determine, and may be adjourned as decided at such meeting; but in case of any accident, failure, or neglect to hold such general election, the Corporation shall not thereby lapse or terminate, but shall continue and exist, and the old officers shall hold office until the next general election, or until such other period as may be provided for in the By-laws. Annual meeting.
- 15 **7.** The Corporation may admit as Members such persons, residents of Canada, as they see fit, and may expel any Member for such reasons and in such manner as may be by By-law appointed. Who may be admitted as members.
- 20 **8.** It shall be the duty of the Harbor Master at Toronto, the Collectors of Customs at all lake ports on Lake Ontario, the Inspectors of Flour, Grain, Produce, and Provisions in Toronto, and Railway Companies having termini in the City of Toronto, and their Officers and Servants, to furnish to the Association such statistical and other information relating to Trade and Commerce, and such samples, as may, from time to time, be required by Resolution of the Committee of Management. Certain persons to furnish information, &c.
- 25 **9.** The Corporation shall have power to provide by By-Law for the election or appointment by nomination of Arbitrators, Members of the Association, to hear and decide controversies, disputes, or misunderstandings relating to any commercial matter which may arise between Members of the Association, or any persons whatsoever claiming, by, through, or under them, which may be voluntarily submitted for Arbitration by the parties in dispute; but nothing shall prevent the parties in any case from naming Members of the Association, other than Members of the Committee of Management, as the Arbitrators to whom the matter shall be submitted. Corporation may appoint arbitrators.
- 30 **10.** The Corporation shall have the power to provide by By-Law for the annual election of a Board of Review; and, in case no such provision is made by By-Law, such Board shall consist of the Members of the Committee of Management, and shall include in each case submitted to the Board of Review, any Member of the Association, who may have acted as Arbitrator on such case. Election of Board of Review.
- 35 **11.** Members and persons assenting to an Arbitration by an instrument in writing, signed by them according to the form in the Schedule to this Act, shall be understood to have submitted to the decision of the majority of the Arbitrators, who, under any Majority of arbitrators to decide.
- 40

By-Law, or by nomination by the parties, or the submission, may be appointed to hear the case, and to decide upon the same.

Arbitrators to be sworn.

**12.** The Elected Arbitrators shall, after their election, and before they act as Arbitrators, take and subscribe an oath before any Justice of the Peace, or any Commissioner appointed to receive affidavits in the Superior Courts (who are hereby empowered to administer such oaths) that they will faithfully, diligently, and impartially perform their duties as Arbitrators, and will, in all cases to be submitted, give a true and just award according to the best of their judgment and ability, without fear, favor, or affection, of or for any party or person whomsoever; and Arbitrators nominated by the parties shall, in each case before they act, take and subscribe a similar oath, in manner aforesaid; and the Members of the said Board of Review shall take a like oath to that provided for the said Arbitrators on the assumption of office; and all such oaths shall be deposited with the Secretary of the Association, and such oath may be according to the form in Schedule " B " of this Act.

Procedure before arbitrators, fees, &c., how regulated.

**13.** The Corporation shall have power to make all By-Laws necessary to regulate the forms and modes of procedure to be observed in cases of Arbitration; to regulate the taxation of witnesses' fees, and all fees, costs, and expenses; fees to be paid to the Arbitrators, Secretary, or to any of the servants of the Association, and to require payment thereof before delivery of the award; to regulate fines to be paid by any Arbitrator declining to act as Arbitrator when duly appointed (which fines may be collected as a debt before any Civil Court having jurisdiction to the amount) and to amend and repeal such By-Laws, from time to time, as well as the other By-Laws of the Association, and in the mode thereby provided.

Powers of arbitrators.

**14.** The Arbitrators shall have power to appoint a time and place for hearing and deciding upon any matter or thing so submitted to them, and to adjourn their meetings from time to time as may be necessary, but not beyond the time fixed in the submission for rendering their award, if the time is so fixed, except by the consent of the parties; and shall have power severally, at any meeting, to administer oaths to the parties and their witnesses, and to examine them either orally or in writing; relative to the matters submitted and under consideration, to allow to witnesses just and equitable fees, and to assess the fees, costs and expenses of such arbitration according to such rules and scales as may be fixed by By-Law; and a certificate under the hand of the Secretary of the Association, of the amount allowed to any witness, or of any such fees, costs or expenses, or of the fine imposed upon the Arbitrator so refusing to act, or of any other matter, act or thing done by the Association or by any such Arbitrators, and recorded by the Secretary in the books of the Association, shall be sufficient *prima facie* evidence of such amount, and of the contents of the said certificate.

Costs and fees.

Awards to be in writing.

**15.** All awards shall be made in writing, and signed by the Arbitrators rendering the same, and shall be handed to the Secretary, who shall, upon payment of all costs, fees and expenses, record the same in a book to be kept by him for that purpose, and when so recorded he shall promptly furnish the parties interested with copies thereof when requested; and no notification of an award to the parties shall be necessary.

16. Either party to such submission on filing with the Secretary within five days from the date of the recording of such award, but not afterwards, a declaration signed by him that he is desirous of having such award reviewed, shall be entitled to have the said award, and all questions arising out of such submission referred to the decision of the said Board of Review; and the said Board of Review shall have the power without delay, and on written notice to the parties and as may be determined by the majority of the Board, or by any By-Law, to proceed to examine into the merits of the matters submitted, and of the award, either by hearing the parties and their witnesses and proofs *de novo*, or to determine and finally decide upon the written notes of evidence, if any were taken, and on the proceedings and documents to be produced by the Secretary and all the powers by this Act vested in the said Arbitrators shall be and are hereby vested in the said Board of Review; and the decision or award of such Board of Review or of a majority thereof, confirming, reversing, modifying, or altering the award of the said Arbitrators shall be final and conclusive, and be binding upon the parties to the said submission, and shall be filed, recorded and judgment entered thereon, and shall have the like effect and be enforced in all further proceedings had thereon as in the case of an award of the said arbitrators, and as provided by this Act.

Appeal to  
Board of  
Review.

17. It shall be the duty of the Secretary of the Association, at the request of any party to the submission and after the expiry of five days from the date of the according of the award, if no review is had, or after the expiry of five days from the date of the recording of the award rendered by the Board of Review, to deposit the original award or awards, together with the submission and a certificate in detail of the fees, cost and expenses incurred (in case costs are awarded) with the clerk of the county court at Toronto, or with the clerk of the Crown and Pleas in the Court of Queen's Bench, or with the Clerk of the Crown and Pleas in the Court of Common Pleas, in Toronto, or the Clerk of the Crown in Toronto, according as the sum awarded, as finally settled by the award, may fall within the jurisdiction of the said courts respectively to be filed and recorded in such Court, and an oath by the said Secretary, or by any competent witness, made before such Clerk, of the signatures to the said award of the arbitrators in the case, or of the Board of Review, or both as the case may be, and as to the amount of the costs (if costs are awarded) of the said award or awards, affidavit and certificate shall be filed and recorded in such Court; and the award of the said arbitrators if no review is had, or the award of the Board of Review, when rendered respectively, shall thereupon be held and considered to all intents and purposes whatever as having, and shall respectively have the same force and effect as a judgment lawfully rendered in the premises by the Superior or County Court, and shall be a final and conclusive judgment and the same shall not, nor shall the award upon which it is rendered be liable to be enquired into, altered, amended, set aside or appealed from, by any proceeding whatever, and no writ of certiorari shall lie from such award for any cause whatsoever; Provided always, that after such award is filed and before the same shall have force and effect, as a judgment, a rule or notice of motion shall be first taken or given, calling on the party against whom such award is sought to be enforced to shew cause why the same should not become a judgment of the Court, and the proceedings on such notice or rule, shall be summary,

Secretary to  
deposit award,  
&c., with  
proper officer.

Effect of such  
deposit.

Proviso: rule  
to be first  
taken.

and may be begun, and carried on before a Judge in Chambers or in Court, and such award shall be made a judgment of the Court, unless it be shewn that the arbitrators have manifestly exceeded their powers, or that there has been fraud or collusion on their part or that of the Board of Review or some of them. 5

After fifteen days writ of execution to issue.

18. After the expiration of fifteen days from the return day of such rule or notice if no cause be shown, or after the expiration of fifteen days from the judgment thereon, a Writ of Execution shall and may issue out of the said Court, to enforce the said 10 award, and to collect the sum thereby awarded, with the costs and expenses as certified by the Secretary, in the same manner, and for the same fees, as are by law entitled to be charged in such Courts, and all further proceedings of every kind and description in respect of such award, judgment and execution 15 shall be had as may now be had on a judgment lawfully rendered in such Court.

Association substituted as to certain powers for Board of Trade.

19. All the rights, duties, powers and privileges delegated or belonging to, or enjoyed by the Board of Trade of the City of Toronto, or the Council, or any of the officers thereof under or by 20 virtue of the Act of the Consolidated Statutes of Canada, chapter 47, intituled "An Act respecting the Inspection of Flour and Meal," and the Act 26 Victoria, chap. 3, entitled "An Act respecting the Inspection of Wheat and other Grain," in respect of or in any way relating to the office or duties of Inspectors of Flour and 25 Meal or Wheat and other Grain, shall hereafter belong to and be solely exercised by the Association hereby created, in the place and stead of the said Board of Trade, and the Committee of Management and officers of the said Association in the place and stead of the Council and officers of the said Board of Trade. 30

Corporation to furnish Returns.

20. The Corporation shall at all times, when thereunto required by the Governor or by either branch of the Legislature, make a full return of its property, real and personal, and of its receipts and expenditure for such periods, and with such details and other information as the Governor or either branch of the Legislature 35 may require.

Branch Association.

21. Whenever the Merchants engaged in the Produce or Provision Trades in any city, town or village in Canada, desire to form a Branch Association in their respective cities, towns or villages, in connection with the Head Association hereby incorporated, they 40 may notify the Secretary of the Head Association thereof, and of the names of their members and proposed officers, and so soon as they shall have obtained a certificate as hereinafter mentioned, they shall become entitled to the powers and privileges and subject to the regulations hereinafter contained in respect of Branch 45 Associations.

Form of certificate for Branch Association. Proviso.

22. The Certificate of the Secretary of the Head Association that a Branch has become affiliated therewith may be in the form of Schedule D. to this Act, and may only be issued by order of the Committee of Management: Provided always, that no certifi- 50 cate shall be issued to any Branch Association unless and until the terms of payment for mutually furnishing trade statistics and information between the Head Association and such Branch Association, shall be agreed upon for at least one year ensuing affilia- tion, and until the mode of settling and fixing the said terms of 55



payment for the future shall be also agreed upon, and such terms of payment shall be settled with reference in all cases to the actual cost of collecting and transmitting such information, and not with a view to such payments being a source of profit to the Association receiving them.

23. Any certificate of affiliation may be at any time revoked and cancelled by the Head Association by resolution passed at a General Annual Meeting, and thereupon the Branch Association whose certificate is so cancelled, shall cease to have any of the 10 privileges by this Act conferred upon Branch Associations: Provided always, that the Committee of Management shall have given notice in writing of the intention to bring forward such resolution to the Secretary of the Branch Association at least three months before such annual meeting. Certificate may be revoked.  
Proviso.

15 24. Each Branch Association shall elect annually from among those of its members, who are ordinary members in good standing of the Head Association, a President, and each person so holding the office of President of a Branch Association shall be ex officio an Honorary Vice-President of the Head Association. The other 20 officers and members of Branch Associations shall be elected and admitted as may be provided by their by-laws. Representation of Branches.

25. Every Branch Association shall have the right to collect the subscriptions of members thereof, and to apply the same to the renting of necessary rooms for meeting, to the payment of a 25 Secretary, to the collection and distribution of trade statistics and information, and to any other legal purpose for the promotion of the interests of the Produce and Provision Trades in the places where such Branch Associations may be established. Powers of Branches.

30 26. All disputes or misunderstandings relating to any commercial matters which may arise between Members of any of the Branch Associations, or between Members of any Branch Association and Members of the Head Association, may be referred for settlement by a voluntary submission to Arbitrators appointed under this Act, and the provisions of this Act shall be binding 35 upon the parties to such submission. Disputes between members, how settled.

40 27. It shall be the duty of the Head Association to furnish to each of the Branch Associations and it shall be the duty of each Branch Association to furnish to the Head Association, respectively, regular Market Reports and other information relating to the Produce and Provision Trades upon terms of payment to be settled as hereinbefore provided. Mutual information to be furnished.

45 28. The Secretary of each Branch Association shall transmit annually, immediately after the Annual Meeting of such Branch Association, to the Secretary of the Head Association a Statement over his signature shewing the Office Holders and the Members for the current year. Statements from Branches.

50 29. In all respects not provided for by this Act the said Branch Association shall have full power to make all proper and needful By-laws not contrary to law for their own government and the regulation of their affairs, and shall have power to amend and repeal all such by-laws from time to time. By-laws.

Affiliation of  
Boards of  
Trade.

30. In all cities, towns and villages of the Dominion where there are no Branch Associations under this Act and where Boards of Trade exist, it shall be lawful for any such Board of Trade to pass a resolution, at a Special General Meeting called for the purpose, declaring the desire of such Board to become affiliated with the Head Association hereby incorporated, and after such resolution shall have been communicated to the Secretary of the Head Association then such Board of Trade shall become entitled to the powers and privileges and subject to the regulations hereinbefore contained in respect of Branch Associations. 5 10

## SCHEDULE A.

### TERMS OF SUBMISSION.

Know all men that we  
and of  
of  
having a difference as to our rights in a case touching  
have agreed and bound ourselves  
to abide by and perform the award to be made under the Act incorporating "The Toronto Corn Exchange Association," and we hereby agree to submit our said differences and all matters connected therewith;

To the Arbitrators appointed under the authority of the said Act or  
To named by  
the said and to  
named by the said with power to  
the said Arbitrators to name a third.

And we agree that the said award of the said Arbitrators, or of a majority of them, or the award of a Board of Review under the said Act; shall be final and conclusive to all intents and purposes between us; and we agree to pay such costs, fees and expenses as may be directed by such award.

In witness whereof we have hereto set our hands and seals, at Toronto, this day of 18

Signed, sealed and delivered in presence of

## SCHEDULE, B.

### FORM OF OATH.—ARBITRATORS.

I, solemnly swear that I will faithfully, diligently, and impartially perform my duty as arbitrator, and I will [in all cases] or [in the case between and now submitted] to me, 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.

## SCHEDULE C.

## FORM OF OATH,—WITNESSES.

I solemnly swear, that I will  
 true answer make to all such questions as shall be asked of me as  
 a witness under examination in this case, between  
 and and therein I will to  
 the best of my knowledge, information, and belief, speak the truth  
 the whole truth, and nothing but the truth,  
 So help me God.

## SCHEDULE D.

## FORM OF CERTIFICATE OF APPLICATION FOR BRANCH ASSOCIATION.

This is to certify that the Branch Corn Exchange Association,  
 of the of in the Province  
 of has complied with the requirements for  
 affiliation with the Toronto Corn Exchange Association, and is  
 now entitled to all the privileges and subject to all the conditions  
 of a Branch Association under the Act of Incorporation.

In witness whereof the said Toronto Corn Exchange Association,  
 has hereunto caused to be affixed their Corporate Seal at Toronto,  
 this day of A.D., 18

(Signed) A. B. (L. S.)  
 President.

(Signed) C. D.  
 Secretary.