



No. 232.

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2nd Session, 5th Parliament, 19 Victoria, 1856.

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(PRIVATE BILL.)

**BILL.**

An Act to incorporate certain persons therein named under the style and title of the Millers' Association of Canada West.

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Received and read, first time, Monday, 27th  
April, 1856.

Second reading, Thursday, 1st May, 1856.

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MR. GAMBLE.

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TORONTO:

PRINTED BY JOHN LOVELL, YONGE STREET.

An Act to incorporate "The Millers' Association of Canada West."

**W**HEREAS William Gamble, William P. Howland, John Brunskill, George P. Dickson, W. R. Wadsworth, J. B. Warren, Abraham Reesor, David McDougall, John W. Gamble, Ebenezer Perry, John Proudfoot, Gooderham and Worts, Thomas R. Merritt, Thomas N. Gibbs, George Wright, G. McKay, Thomas Short, A. Farewell, H. Daniels, John L. Ranney, John C. Hyde, Donald Sutherland, Daniel Way, William Helliwell, and others, have by their Petition represented, that they have subscribed together and have formed an Association for the purpose of aiding and assisting each other in and for the purpose of building a Corn Exchange in the City of Toronto, and facilitating generally the purchase of wheat and other grain, and the manufacture of flour and other articles of export, and that such objects cannot at all or but imperfectly be attained unless they are incorporated, and subject to such rules and regulations as the nature of such an undertaking may require; and have therefore prayed that for promoting the objects of such Association, they the said subscribers and others who may become subscribers thereto may be incorporated: Therefore Her Majesty, &c., enacts as follows:

I. The said several persons hereinbefore named, subscribers to the said undertaking, together with all such other persons as now are or shall hereafter become members of the said Association, their heirs, executors, administrators and assigns, shall be and are hereby ordained, constituted, declared and appointed to be a body politic and corporate by the name of "The Millers' Association of Canada West:" and by that name they and their successors shall and may for ever hereafter have perpetual succession, and shall and may by the same name be capable in law to sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all Courts and places whatsoever, and of what nature and kind soever; and they and their successors may have a common seal and may change and alter the same at their pleasure; and also they and their successors by the name of "The Millers' Association of Canada West," shall be at law capable of purchasing, holding and conveying any estate, real or personal, for the use of the said Corporation, and may lease, contract for, erect or build a convenient building, erection, messuage or premises for the proper attainment of their object, and may sell, alienate or lease the same real or personal property or building, messuage or premises, or any part thereof, respectively, as they may deem expedient or advantageous; Provided the real estate at any one time held by the said Corporation for the purposes aforesaid, exclusive of the buildings thereon, shall not exceed the sum of five thousand pounds of lawful money of Canada.

Preamble.

Incorporation and Corporate name and powers.

Proviso.

II. The capital of the said Corporation shall be twenty-five thousand pounds of lawful money aforesaid, divided into five thousand shares £25,000.

May be increased to £50,000.

Division of profits.

Transfer of debts and rights of Association to Corporation.

of five pounds of like money, each, with power from time to time to increase the said capital stock to fifty thousand pounds or ten thousand shares of five pounds each, and such shares as aforesaid shall be, and the same are hereby vested in the shareholders and their respective heirs, executors, administrators and assigns, to their proper use and behoof, proportionally to the sums subscribed and paid by each of the said shareholders respectively, and according to the same proportion, each of the said shareholders, respectively, shall be entitled to have, receive and take their proportion respectively in the net profits and income that may arise or accrue to the said Corporation; and the said shareholders respectively may sell, transfer, lease, give or alienate the shares held by them respectively whenever they respectively consider fit, subject however, always to the By-laws of the said Corporation to be made as hereinafter provided, and the provisions of this Act; and such shares shall be deemed personal estate notwithstanding the conversion of any portion of the capital stock into land; and no shareholder shall be liable for any payment of any debt or obligation due by the said Corporation beyond the unpaid amount of the shares held by him in the same; and all and singular the goods, chattels, rights, and credits which at the time of the commencement of this Act, belonged and appertained to the said Association in the recital hereof mentioned, shall be and are hereby vested in the said Corporation, and the said Corporation shall pay and satisfy all claims, debts, dues and demands which, at the time aforesaid, lawfully and of right were and remained against the said Association, and which but for the passing of this Act might have been proved and recovered against the said Association or the members thereof; and the said Corporation shall and may sue for and collect all debts or subscriptions or causes of action belonging or due to the said Association before this Act came into force; and such subscribers to the said Corporation as shall or may have paid any sum or sums on account of, or for shares in such Association prior to the passing of this Act, shall be considered and deemed to have paid such sum or sums as on account of and for shares in the said Corporation, and shall be entitled to such shares therein, or to an interest in such shares proportionately to such payments.

Votes.

III. At all meetings of the said Corporation, each shareholder of stock may vote if personally present, and shall be entitled to one vote for each share held by him in his own name, or in the name or names of the person or persons of whom he may be the heir-at-law or the proper legal executor, administrator or legatee, for at least one calendar month previous to the day of meeting; and all questions proposed or submitted for the consideration of the said meeting shall be finally determined by the majority of such votes.

Majority to determine all questions.

First and Annual General Meetings.

IV. The first annual general meeting of the shareholders of the said Corporation shall be held in such place in the City of Toronto, at such hour as the Board of Directors hereinafter mentioned may appoint, on the first Wednesday in the month of next after the passing of this Act, and a like annual general meeting shall be held at such place and hour aforesaid, at the said City of Toronto, on the first Wednesday in the month of April in every year afterwards; And if shall be the duty of the said Board of Directors to cause public notice to be given of such said meeting, and of the said place and hour, by notice inserted twice or oftener, at least twenty days previous to each said meeting, in some two or more newspapers published in the said City of Toronto.

Notice.

First Election of Directors.

V. At the first Annual General Meeting of the said Shareholders hereinafter directed, the said Shareholders or the majority of them then person-

ally present, by vote according to the said number of shares, shall choose five persons, then being Shareholders in the said Corporation, to be a Board of Directors, and shall then nominate and appoint from such persons the President and Vice-President of the said Corporation, which Board of Directors so chosen, shall manage, direct and carry on the affairs, business and concerns of the said Corporation for one next year following such first Annual Meeting, or until another Board of Directors shall be appointed; and the said Shareholders shall, at every subsequent Annual General Meeting, choose five persons being Shareholders to become the members of the said Board for the year then next following, and shall then also elect from the members of the said Board to be the President and Vice-President of the said Corporation for the current year; and the said Board shall be invested and endowed with full powers for the management of the said Corporation as aforesaid, and particularly with reference to such matters and things as are by this Act directed and authorized to be done by such Board, and as shall, from time to time, be ordered by such Annual or other General Meetings of the said Shareholders, and shall have power to name and appoint, from the members of the said Board, a managing Director, with such salary as the said Board may deem reasonable; and at any meetings of the said Board duly held, any three members thereof shall be a quorum, and may exercise the powers of the said Board: Provided always, that such Board shall, from time to time, make Reports of their proceedings to and be subject to the examination and control of the General Meetings of the Shareholders, and shall pay obedience to all such orders and directions in and about the premises as shall, from time to time, be ordered and directed by the said Shareholders at any such General Meetings, such orders and directions not being contrary to the provisions of this Act or to the laws of this Province: Provided also, further, that the said Directors may be paid for their attendance upon the meetings of the said Board, as may be prescribed, ordered and directed by any By-law to be passed for that purpose, and to be confirmed as hereinafter provided: Provided also, that the Board of Directors and the officers thereof, which were chosen by the members of the said Association before the passing of this Act, and at the time thereof in office, shall be a Board of Directors for the purposes aforesaid, until the said first Annual General Meeting of the said Corporation, or until a new general election of the Board of Directors as herein provided, and shall have and be invested with the like powers, and exercise all or any of the powers vested by this Act in the Board of Directors to be chosen at such first or other General Annual Meeting; and such President and Vice-President, ex-officers, and three other subscribers to the said Association, to be elected at each annual meeting hereinbefore appointed, in the same manner as the said Board, shall constitute and form an Arbitration Committee, to be called "The Flour and Grain Arbitration Committee," to whom may be referred all disputes in relation to the purchase and sale of Flour, Wheat and produce generally, and the Report and decision of the said Committee upon any such matter submitted to the same, shall be final and conclusive between the parties, in relation thereto and in respect thereof: Provided, however, that no member of the said Committee shall act thereon, when any question in which he is a party interested shall be before them, but his place shall be supplied by the Board of Directors electing a member of the Association in his place for the time being: Provided also, further, that should any member of the said Association be declared by the said Committee to have been wilfully guilty of violating any contract which shall have been submitted to their considera-

President and Vice-President.

Powers of Board.

Quorum.

To be subject to General Meetings.

Payment of Directors.

Present Board continued until the first Election.

Flour and Grain arbitration Committee.

Proviso.

Proviso.

tion, such member, on the Report of the said Committee being confirmed by the Board, shall thenceforth forfeit all and singular the rights and privileges of membership in the said Association.

Who shall preside at meetings.

VI. At all meetings of the Shareholders and of the said Board of Directors the President shall preside, and in addition to his own vote shall have in case of an equal division of votes a casting vote at any such meeting; and in the absence of the President, the Vice-President shall preside with the like privilege, and in the case of the absence of both President and Vice-President, it shall be in the power of the members present at such meeting of the said Shareholders or of such Board respectively, to elect from among themselves respectively a Chairman for the time being, with the like privilege as the said President or Vice-President would have had if present: And in the event of the death, resignation or continued absence, incapacity or disqualification of any member of the said Board, or of such President or Vice-President, the other members of the said Board shall choose a Shareholder instead and in place of such member, and shall from the members of such Board appoint such President or Vice-President, and such Shareholder so chosen, or such President or Vice-President so appointed respectively, shall form part of the said Board or exercise such office respectively, until the then next annual Election.

Casual vacancies how filled

Special General meetings how convened, &c.

VII. The said Board of Directors shall and may call and convene special and general meetings of the Shareholders, whenever it shall be necessary, or so often as shall be required, upon the requisition of at least five Shareholders, and shall give the public notice hereinbefore mentioned of such meeting, and of the objects thereof; and at every such Special Meeting only such business shall be transacted or discussed for which the said meeting shall have been specially called, and notice thereof given as aforesaid, and shall at each annual or at any special meeting to be called for the purpose, submit to the Shareholders a clear and detailed statement of the affairs and accounts of the said Corporation, whereupon at such meeting the same shall be examined and audited, and if any dividend upon the Capital Stock is thereupon to be made, the same shall be, at the Annual General Meeting or at a semi-annual Meeting to be had for that purpose, thereby declared.

Dividends.

Failure of election not to dissolve the Corporation, &c.

VIII. The failure to hold the first Annual General Meeting or any other meeting, or to elect such Board of Directors and the said officers of the Corporation, shall not dissolve the said Corporation, but such failure or omission shall and may be supplied by and at any special meeting to be called for that purpose by the said Board or upon the requisition hereinbefore provided: And until such election of a new Board of such officers those who may be in office for the time being, shall be and continue in office, and exercise all the rights and powers thereof, until such new election be made as hereinbefore provided.

Of whom only the Association shall consist, and what its business shall be.

IX. The members of the said Association shall consist only of Mill-owners and Mill-holders and Operative Millers, and the business and transactions of the said Association shall be confined to the establishment of a Corn Exchange in the City of Toronto and the conducting and transacting of an Agency business in flour, grain and other produce, for and on the behalf of the members being Shareholders of the said Association, and in negotiating sales for and obtaining advances upon flour, grain and other produce for and on behalf of such members, and in obtaining information for the benefit of the said members, and generally in the facilitating and assisting Millers and Produce Dealers in the transaction of their business.

X. The said Board of Directors shall have and be invested with full power and authority to conduct, manage and oversee, and transact all and singular the concerns, affairs, and business of the said Association, and all matters and things whatever in anywise relating to or concerning the same; and, amongst other things,— Powers of Directors.

*Firstly*,—To appoint and employ and remove all such agent or agents, servant or servants of the said Association as from time to time they may find expedient or necessary, and to regulate the duties and fix the salaries and wages of such agents and servants and all the necessary expenditure for the management and working of the said Association. Agents, servants, &c.

*Secondly*,—To regulate the form of Certificates of shares, and all matters and restrictions relating to their transfer. Shares.

*Thirdly*,—To choose and acquire the requisite offices, rooms, apartments, buildings or premises for the purposes of the Association, and generally to have the entire management and disposition thereof. Officers and buildings.

*Fourthly*,—To order the payment of any sum of money they may deem necessary for the purposes of this Act. Payments.

*Fifthly*,—To contract a loan or loans for or in the name of the said Association at any rate of interest equal to, greater or less than eight per centum per annum as may be agreed upon; and to bind, pledge or mortgage the real and personal property and effects of the said Association for the payment of any such loan and interest. Loans.  
Interest.

*Sixthly*,—To make such calls of money from the several Shareholders for the time being of the said Association upon the shares subscribed for by them respectively, as the said Board find necessary, and, in the name of the said Association, to sue for, recover and receive, and get in all such calls, or to cause and declare such shares to be forfeited, to the said Association, in case of non-payment of any such call; and an action of debt may be brought to recover any money due on any such call, and it shall not be necessary to set forth the special matter in the declaration, but it shall be sufficient to allege that the defendant is the holder of one share or more (as the case may be) in the capital stock of the said Association, and is indebted for calls upon such share or shares to the said Association, in the sum to which the call or calls amount (as the case may be, stating the number and amount of such calls), whereby an action hath accrued to the said Association to recover the same from such defendant by virtue of this Act; and it shall be sufficient to maintain such action to prove by any one witness (a Shareholder being competent) that the defendant, at the time of making any such call, was a Shareholder in the number of shares alleged, and to produce the order or resolution of such Board making and prescribing such call, and to prove notice thereof, given in conformity with such order or resolution; and it shall not be necessary to prove the appointment of the said Board or any other matter whatsoever. Calls on shares.  
Suite for calls.  
Evidence.

*Seventhly*,—To make the necessary By-laws for the government and management of the said Association, subject always to the provisions of this Act and of the laws of this Province, with power to the said Board to vary, alter, repeal or revise any of the said By-laws; and to provide By-laws for the imposition and collection of fines from the said Share- Making by-laws.  
Fines.

Proviso : By-laws must be approved.

holders for any breach, non-observance or non-performance of the said By-laws, or any of them, and a similar action for the recovery of the said fines and impositions as for calls as hereinbefore provided, may be brought, which shall be maintainable upon similar evidence without requiring any further evidence or proof: Provided always, nevertheless that no such By-laws nor any such variation, alteration or repeal thereof, shall have any force or effect, until the same respectively shall have been sanctioned and confirmed by some general or special meeting of the Shareholders held in manner hereinbefore directed. 5

Public Act.

XI. This Act shall be deemed a public Act.

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