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BYE-LAWS

OF THE

Adventurers of England

TRADING INTO

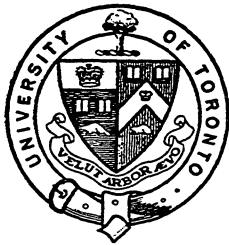
HUDSON'S BAY.



LONDON:

PRINTERS: SIR JOSEPH CAUSTON AND SONS
47, EASTCHEAP, E.C., AND SOUTHWARK ST., S.E.

—
1884.



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Bye-Laws
OF THE
ADVENTURERS OF ENGLAND

TRADING INTO HUDSON'S BAY.

It is Ordained that the following be the Bye-Laws of the Hudson's Bay Company.

1. In the following Bye-Laws, unless there is something in the subject or context inconsistent therewith:—

Interpreta-
tion.

“The Company” means The Hudson's Bay Company.

“Charter” includes the original and any supplemental Charter.

“Capital” means the Capital for the time being of the Company.

“Shares” means Shares in the Capital.

“Board” means the Governor, Deputy-Governor and Committee assembled at a Board.

“Office of the Company” means the principal Office of the Company in the City of London.

“Month” means calendar month.

“In writing” means written or printed, or partially written and partially printed.

REGISTERS.

Register of
Members.

2. The Company shall cause to be kept, in one or more books, a Register of its Members, and there shall be entered therein the following particulars :—

1. The names and addresses of the Members of the Company and a statement of the Shares held by each Member, distinguishing each Share by a number.
2. The date at which the name of any person was entered in the Register as a Member.

3. The date at which any person ceased to be a Member.

3. There shall be kept at the Office of the Company a book in which the Secretary of the Company shall make a memorandum of the date and date of production of the Probate of the Will or Letters of Administration of the effects of deceased Members, and the names of the Executors and Administrators thereunder, and such entries shall be made without any charge.

Register of Wills to be kept.

CERTIFICATES.

4. Certificates of Shares shall be issued and signed by the Secretary or some other person appointed by the Board.

Issue of Certificates.

TRANSFERS.

5. Shares shall be transferable by an instrument in writing, executed both by transferor and transferee, and the transferor shall be deemed to

Transfer and Transmission of Shares.

remain the holder of such Shares until the name of the transferee is entered on the Register in respect thereof.

Transfer
and Certifi-
cate to be
left at Office

6. Every transfer shall be left at the Office for registration accompanied by the Certificates of the Shares to be transferred, and such other evidence as may be required to prove the title of the transferor or his right to transfer the Shares.

Fee on
Transfer.

7. A fee not exceeding Two shillings and sixpence may be charged for each Transfer, and shall, if required by the Board, be paid before the registration thereof.

Closing of
Transfer
Books.

8. The transfer books may be closed during such time as the Board think fit, not exceeding twenty-one days in respect of each General Court.

Trans-
mission of
Shares.

9. The executors or administrators of a deceased Member being the sole owner of Shares, shall be the only persons recognised by the Company as having any title to such Shares.

JOINT HOLDERS.

11. In case of the death of any one or more of the joint holders of any Shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such Shares; and such one of such joint holders as they shall in manner from time to time required by the Board in that behalf appoint, or in default of such appointment the first-named of such joint holders or surviving joint holders in the Register shall alone be entitled to receive Notices, and to attend and vote at Meetings of Members in respect of such Shares.

Rights of
Joint
Holders.

GENERAL MEETINGS.

12. In addition to the Annual General Court of the Company directed to be held by the Charter, a General Court of the Company may be held at such place in the City of London, and on such day in June or July, as the Board shall from time to time appoint; and at such Court the annual accounts of the Company shall be submitted.

General
Meetings.

Extra-ordinary
General
Court.

13. The Board may whenever they think fit, and shall upon a requisition in writing by any number not less than 25 Members entitled to vote, and holding in the aggregate not less than 500 Shares, call an Extraordinary General Court of the Company.

When
requisition-
ists may
call Meeting

14. If the Board omit for the space of 21 days after the receipt of such requisition to issue notices calling a Meeting for a date not more than 21 days from the issue of such Notices, the requisitionists may call the Meeting.

Requisition
of Share-
holders to
specify
object.

15. Any requisition so made by Members shall specify the object of the General Court required and shall be deposited at the Office of the Company.

Notice of
General
Court

16. Not less than fourteen days' Notice, specifying the place, day and hour of a General Court, or of an Extraordinary General Court, and the purpose for which it is to be held, shall be given both by advertisement and by Notice sent by post or otherwise served as hereinafter provided.

17. The accidental omission to give any such Notice to any Member shall not invalidate any resolution passed at any such General Court.

Want of
Notice not
to invalidate
Court.

NOTICES.

18. A Notice may be served by the Company upon any Member having a registered place of address in the United Kingdom, either personally, or by leaving the same, or sending it through the post in a prepaid letter, addressed to such Member at such place of address.

Notice to
Share-
holders in
United
Kingdom.

19. Every Member having a registered place of address out of the United Kingdom shall from time to time notify in writing to the Company some place in the United Kingdom to be called his address for service, and any Notice may be served upon such Member by sending it through the post in a prepaid letter, addressed to him at his address for service; until such notification shall have been given,

Out of the
United
Kingdom.

a Member shall not be entitled to receive any Notice otherwise than by advertisement.

Advertisement.

20. Any Notice required to be or which may be given by advertisement shall be advertised in two or more of the London papers.

When Notice by post deemed to be served.

21. Notices by post shall be deemed to be served at the time when the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and that it was put into the Post.

ACCOUNTS AND AUDITS.

Accounts to be made up.

22. The Accounts of the Company shall be made up, stated and balanced, and audited to the 31st day of May, or such other date each year as may be found convenient, and printed copies of the Statement of Accounts and Balance-Sheet shall be sent to the Members at least seven days previous to the Annual General Court in the following June or July.

23. An Auditor shall be appointed by the Auditors.
Members at a General Court of the Company.

24. The Auditor may be a Member, but no Qualifi-
cation of
Auditors.
Member of the Board or other Officer of the Com-
pany shall be eligible during his continuance in
Office or within One Year after his retirement from
Office.

25. Every Account when audited and approved Accounts
binding on
Company
when ap-
proved,
unless error
discovered
within three
months.
by a General Court shall be conclusive, except as
regards any error discovered therein within three
months next after the approval thereof. Whenever
any such error is discovered within that period, the
Account shall forthwith be corrected, and thence-
forth shall be conclusive.

26. No Member of the Company, not being Inspection
a Member of the Board, or Auditor, nor anyone
claiming, or to claim by, through, under, or in trust,
for any such Member shall be entitled to inspect
any of the books, accounts, documents, or writings
of the Company.

DIVIDENDS AND PAYMENTS ON ACCOUNT OF CAPITAL.

Declaration
of Dividend,
&c.

27. The Company at a General Court may declare a Dividend, or an Interim Dividend to be paid to the Members out of the profits arising from the business of the Company, and they may order the payment to the Members of any sums out of the proceeds of the sales of land or other Capital funds belonging to the Company.

28. The Warrants for Dividends may be sent through the post in a prepaid letter to the registered address of any Member, and in the event of any such Warrant being lost or destroyed, upon proof to the satisfaction of the Board of such loss or destruction, and upon such indemnity as the Board may deem adequate being given, a fresh Warrant may be given.

PROXIES.

Deposit of
Instrument
of Proxy.

29. The instrument appointing a proxy shall be deposited at the Office of the Company not less than 48 hours before the time for holding the General Court at which the proxy proposes to vote.

BOARD.

30. The qualification of every Member of the Board shall be the holding in his own right of not less than 60 Shares. Qualification.

31. There shall be yearly allowed out of the funds of the Company to the Governor the sum of £1,000, to the Deputy-Governor the sum of £500, and to the Members of the Committee the sum of £2,000 (all free of income tax) for their trouble and attendance on the affairs of the Company. Remuneration.

ELECTIONS.

32. Every Election to the office of Governor, Deputy-Governor, or Committee, shall be conducted in the same manner, and with the same forms, as the other business of the General Court is usually conducted. Form of Election.

33. Notices in writing, signed by at least one Member, shall be given at the office of the Company, of the name of every candidate for the office of Notice of Candidate for Office of Member of the Board.

Governor, Deputy-Governor, or Committee, at least seven days before the day of election.

34. The Notices convening the Annual General Court, shall contain the names of the candidates for any office who offer themselves for re-election, or who are recommended by the Board for election, or notice of whose candidature has already been received by the Board, and also of the persons, if any, who have been elected to fill any casual vacancy, subject to confirmation by the General Court.

SEAL.

How Seal to
be kept.

35. The Common Seal of the Company shall be kept at the Office of the Company under two locks with different wards, the two keys whereof shall be kept, one by a member of the Board, and the other by the Secretary of the Company, or by some other Officer appointed for that purpose by the Board. The said Seal shall not be affixed to any document except when authorised by a General Court or by the Board. The affixing of the Seal shall be always

attested by the Secretary of the Company or other Officer appointed for that purpose by the Board.

SECURITIES.

36. The Securities of the Company from time to time shall be carefully kept under two locks with different wards (the two keys whereof shall be kept, one by a Member of the Board, and the other by the Secretary of the Company or by some other Officer appointed for that purpose by the Board), except such part thereof as the Board shall think proper to let remain in the custody of the Secretary or other Officer of the Company for the immediate current service of the Company.

BYE-LAWS.

37. None of the present Bye-Laws shall be altered, repealed, or suspended, without the consent and approbation of a General Court to be called for that purpose.

Bye-Laws
how to be
altered.