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No. 95.

1st Session, 2nd Parliament, 36 Victoria, 1873.

BILL.

An Act to incorporate the Dominion Dock
and Warehousing Company.

PRIVATE BILL.

MR. CURRIER.

OTTAWA :

Printed by I. B. Taylor, 29, 31 and 33 Rideau Street.

1873.

An Act to incorporate the Dominion Dock and Warehousing Company.

WHEREAS it is desirable that additional facilities be afforded Preamble.
 at the city of Ottawa, in the province of Ontario, for the
 warehousing of produce and other effects and merchandize; and
 whereas the persons hereinafter mentioned and others have, by
 5 petition, prayed to be incorporated for the purpose of creating such
 additional accommodation, and for other purposes hereinafter men-
 tioned: and it is expedient to grant the prayer of the said petition;
 Therefore Her Majesty, by and with the advice and
 consent of the Senate and House of Commons of Canada, enacts as
 10 follows:

1. Joseph Merrill Currier, Benjamin Batson, Henry Newell Corporate
 Bate, and Charles Thornton Bate, all of Ottawa, aforesaid, Esquires, name and
 and every such person or persons, body and bodies politic and corporate, powers.
 as shall under the authority of this Act be associated with them, and
 15 their several and respective successors, executors, administrators
 and assigns, as stockholders in the corporation hereby created,
 shall be a body politic and corporate by the name of the "Dom-
 inion Dock and Warehousing Company," and by that name shall and
 may have perpetual succession, and a common seal, with power to
 20 break and alter the same, and by that name shall and may sue and
 be sued, implead and be impleaded, in all courts of law or equity
 in this Dominion; and the said corporation shall have their prin-
 cipal place of business at Ottawa, aforesaid, but may open such Agencies.
 office or offices, at such places, either in this Dominion or elsewhere,
 25 as may be found necessary or convenient for the purpose of their
 business.

2. The said company is hereby authorized and empowered, at its Business of the
 own cost and charges, to erect and build, hire and lease, sheds, company.
 stores, warehouses, wharves, slips, piers, cranes, tramways and all
 30 other buildings, machinery and appurtenances which may be neces-
 sary or convenient to conduct the business of the said company, in
 any place in the Dominion of Canada, for the reception and storage
 of goods, wares and merchandize, free of duty or in bond, or other-
 wise, together with such tramways, elevators and other construc-
 35 tions and erections whatsoever as may be requisite or useful for
 the reception, safe-keeping and shipment of merchandize, produce
 and other effects.

3. The said company may, from time to time, purchase, hire, Real property.
 lease and hold such immovable property as may be necessary for
 40 carrying on the business of the said company, not exceeding
 twenty-five thousand dollars in annual value in any one county or
 district, and may sell, lease or otherwise dispose of such property
 from time to time as they may see fit.

Warehouse receipts may be issued.

4. The company may issue certificates of goods received, or warehouse receipts therefor, on the production of which by the holder thereof, and on compliance by him with the terms thereof, the said company shall be compellable to deliver such goods, and such warehouse receipts shall be transferable by endorsement, 5 either special or in blank; and such endorsement shall transfer all right of property and possession of such goods to the endorsee or holder of such warehouse receipts, as fully and completely as if a sale and delivery of the goods mentioned therein had been made in the ordinary way; and on delivery of such goods by the said 10 company in good faith, to a person in possession of such warehouse receipts, the said company shall be free from all further liability in respect thereof: provided always, that the said company shall be subject in respect of such goods, and in respect of such warehouse receipts, to all the obligations and duties imposed upon 15 warehousemen, either by the statute law or by the common law of such part of Canada where they may be carrying on business.

Proviso.

Advances may be made on goods stored.

5. The company may, from time to time, make advances on goods stored in or on the wharves, stores, or warehouses of the said company; and may charge a commission on such advances, not 20 exceeding two and a half per centum on the amount thereof; for which advances and commissions the said company shall have a lien upon such goods; but no lien shall attach in favor of the company on any goods, wares and merchandise for which it may issue a receipt, the extent and nature of which lien shall not be clearly 25 expressed upon the face of, and be evidenced by such receipt itself; Provided that in the event of the non-payment of such advances when due, the company may sell the goods whereon such advances have been made, and retain the proceeds, or so much thereof, as shall be equal to the amount due to the Company upon such ad- 30 vances, with any interest and costs, returning the surplus, if any, to the owner thereof; but no sale of any goods shall take place under this Act until, or unless ten days' notice of the time and place of such sale has been given, by registered letter transmitted through the post-office, to the owner of such goods prior to the 35 sale thereof.

Proviso, in case of non-payment hereof.

Such advances may be made by promissory notes.

6. All the rights, powers and privileges belonging to the said company for moneys advanced, upon goods and effects in its possession, to the owners of such goods and effects, shall also avail to their benefit for advances made by means of promissory notes 40 of the company, payable to the order of such owners, or obtained by means of the endorsement by the company of any negotiable paper, and the negotiation of such paper by or for the owners or holders of such goods and effects.

Charges for storage, &c.

7. The company may charge on all property placed with them, 45 or in their custody, a fair remuneration, or such sums as may be agreed upon, for the storage, warehousing, wharfage either at top or side, dockage, slippage, cranage, craulage, gauging, testing, cooperage, or other care or labor in and about such property on the part of the said company, or which such property may have 50 received while in its care or custody.

Capital stock.

8. The capital stock of the company shall be one hundred thousand dollars current money of this Dominion, in shares of one hundred dollars each, and such shares shall be transferable upon the books of the said company in such manner, and subject to such 55

restrictions as shall be fixed by the by-laws of the said company. Provided always, that no person to whom shall be allotted any stock in the said company shall be exempted from liability to the creditors thereof, or from payment of any calls thereon, by reason of any transfer which he may make of such stock, until the whole amount of the stock so allotted to him be paid in full by the holder thereof, or unless the transfer thereof be consented to by the said company; and such stock shall be called in and paid, in such instalments and upon such notice as shall be fixed by the Directors; provided always, that the said company shall not commence operations until one-half of the said capital shall be subscribed in good faith, and ten per centum thereon paid in.

Provide
Commence-
ment of busi-
ness.

9. The directors may, from time to time, make such calls upon the members, in respect of all moneys unpaid upon their respective shares, as they shall think fit, provided that twenty-one days at the least before the day appointed for each call, notice thereof shall be served on each member liable to pay the same, by posting such notice to his address on the stock books of the company; but no call shall exceed the amount of ten per cent. per share, and a period of three months at least shall intervene between two successive calls.

Calls on stock

10 Each member shall be liable to pay the amount of any call so made upon him, to such person and at such time and place as the directors shall appoint.

Mode of
payment.

11. A call shall be deemed to have been made at the time when the resolution of the directors authorising such call was passed, and if a shareholder shall fail to pay any call due from him before or on the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of ten per cent. per annum or at such other less rate as the directors shall determine, from the day appointed for payment to the time of actual payment thereof.

Calls in arrear
to bear inter-
est.

12. If any member fail to pay any call on the day appointed for the payment thereof, the directors may at any time thereafter during such time as the call may remain unpaid, serve a notice on him, requiring him to pay such call, together with any interest that may have accrued due thereon by reason of such non-payment; and such notice shall name a day (not being less than twenty-one days from the date of such notice) and a place on and at which such call and interest, and any expenses that may have incurred by reason of every such non-payment, are to be paid; and such notice shall also state, that in the event of non-payment at or before the time and at the place so appointed as aforesaid, the shares in respect of which such call was made will be liable to be forfeited.

Notice of
proceedings
for enforcing
payment.

13. If the requisitions of any such notice are not complied with, any share in respect of which such notice has been given, may, at any time thereafter, before payment of all calls, interest and expenses, due in respect thereof, be forfeited by a resolution of the directors to that effect.

Forfeitures to
non-payment.

14. Every share which shall be so forfeited shall be deemed to be the property of the company, and may be sold, re-allotted, or otherwise disposed of.

Disposal of
forfeited
shares.

or otherwise disposed of, upon such terms, in such manner, and to such person or persons, as the company shall think fit.

Liability of owners.

15. Any member whose shares shall have been forfeited, shall, notwithstanding such forfeiture, be liable to pay to the company all calls, interest and expenses owing upon such shares at the time of forfeiture. 5

Evidence of forfeiture.

16. A declaration in writing by the secretary or other thereto duly authorized officer of the company, that a call was made and notice thereof duly served, and that default in payment of the call was made in respect of any share, and that the forfeiture of 10 such share was made by a resolution of the directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share, and such declaration and the receipt of the company for such price of such share shall constitute a good title to such share, and the purchaser shall thereupon be 15 deemed the holder of such share discharged from all calls due prior to such purchase, and shall be entered into the registers of members in respect thereof; and he shall not be bound to enquire or see to the application of the purchase money, nor shall his title to such share be impeached or affected by any irregularity 20 in the proceedings of such sale.

Real estate may be paid for in stock.

17. The directors shall have power to issue paid up stock in the said company, in payment of the price of real estate which it may require for the purposes of this Act; and such paid-up stock shall be free from all calls whatsoever, and from all claims 25 and demands on the part of the said company, or of the creditors thereof, to the same extent as if the amount of the same had been regularly called in by the said company, and paid by the holder thereof in full.

Promissory notes of Company.

18. The said company may from time to time, for the purposes 30 of its business as it may require so to do, make and become parties to, sign, endorse and accept cheques, promissory notes, and bills of exchange, for any sum not less than one hundred dollars; Provided always that no such cheque, promissory note, or bill of exchange, shall be made payable to the bearer thereof, or be circulated or 35 intended to be circulated as money; provided always that to bind the said company as a party to any such cheque, promissory note or bill of exchange, the signatures of the president, or in his absence of the vice-president, and of another director shall be necessary; provided always that the directors of the said company 40 shall have the power by by-law specially to authorize any one officer of the company to make, sign and endorse bills, cheques and notes in his own name alone as such officer.

Proviso.

Proviso.

Proviso.

Acts of agents or officers to be binding.

19. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and 45 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 on the company; and in no case shall it be necessary to have the seal of the 50 company affixed to any such 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 order or vote;

nor shall the party so acting as agent, officer or servant, of the company, be thereby subjected individually whatsoever to any third party therefor; provided always that nothing in this section shall be construed to authorize the company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a bank.

20. At all meetings of the stockholders held in pursuance of this Act, whether the same be annual or special, every stockholder shall be entitled to as many votes as he has shares in the said stock, and such vote or votes may be given in person or by proxy; and all questions proposed or submitted for the consideration of the said meetings, shall be finally determined by the majority of the votes of the stockholders present, in person or by proxy, except in any case or cases otherwise provided for by this Act; and provided also, that no person shall be entitled to vote as proxy at any meeting unless he shall be a stockholder in the said company, and produce written authority as such proxy.

Votes on stock.
Proviso.

21. If, at any future period, the said sum of one hundred thousand dollars shall be found insufficient for the purposes of this Act, it shall be lawful for the said company to increase their capital stock by a further sum not exceeding two hundred thousand dollars currency, subscribed either among themselves or by the admission of new stockholders, such new stock being divided into shares of one hundred dollars each; provided always, that such increase be decided upon and ordered by a majority of all the stockholders in value of the said company, present in person or by proxy, at a meeting held for the purpose.

Increase of capital.

22. Until the election of directors as hereinafter mentioned, the said Joseph Merrill Currier, Benjamin Batson, Henry Newell Bate, and Charles Thornton Bate, Esquires, shall be the provisional directors of the said company, with power to open books for the subscription of stock therein, and generally to exercise the usual functions of provisional directors until such first election; and such first election of directors shall be made at a general meeting of the stockholders of the said company, to be held for that purpose at the city of Ottawa, so soon as one-half of the capital stock of the said company shall have been subscribed for, and after such notice thereof shall have been given, as is hereinafter required for special general meetings of stockholders in the said company; and at such meeting, five directors shall be elected to hold office until the first Wednesday in the month of January then next; and after such first election the stock, real estate, property, affairs and concerns of the said company shall be managed and conducted by five directors, to be annually elected by the stockholders at a meeting of stockholders to be held for that purpose on the first Wednesday in the month of January, in each year; notice of which annual meeting shall be given in the manner hereinafter mentioned; and no person shall be a director of the said company, unless he be the proprietor of at least ten shares of stock therein.

Provisional directors.
First election
Annual meeting.

23. Such meeting shall be held and such election made by such of the stockholders of the said company as shall attend for that purpose, in their own proper persons or by proxy; and all elections for such directors shall be by ballot, and the five persons who shall have the greatest number of votes, at any

Election of directors.

such election, shall be directors; and if it shall happen at any such election that two or more persons shall have an equal number of votes, in such manner that a greater number of persons than five shall, by a majority of votes, appear to be chosen directors, then the said stockholders hereinbefore authorized to hold such election, shall proceed to ascertain by ballot which of the said persons, so having an equal number of votes, shall be a director or directors, to complete the whole number of five; and if any vacancy shall at any time happen among the directors, by death, resignation or otherwise, such vacancy shall be filled for the remainder of the year in which it may happen, and until the next annual meeting for the election of directors, by a person to be elected by the stockholders in manner aforesaid, at a special general meeting thereof duly called for that purpose.

vacancies,
how filled.

Failure of
election not to
dissolve com-
pany.

24. In case it shall at any time happen that an election of directors shall not be made on any day when, pursuant to this Act, it ought to have been made, the said company shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any subsequent day to make and hold an election of directors at the place for holding the annual meetings of the company, after notice of such meeting shall have been given for at least two weeks in two of the newspapers of Ottawa aforesaid, and in such manner as shall have been regulated by the by-laws of the said company; and the previous directors shall, in every case, hold office until the election of their successors.

Special
general
meetings.

25. Special general meetings of the stockholders may be convened on the requisition of any three directors, or of a stockholder or stockholders possessing fifty shares of the stock of the said company, and notice of such meeting and of the annual meetings of the said company shall be held to be validly given, if inserted four times as an advertisement in any two newspapers published in the city of Ottawa, the first of which insertions shall be at least ten days previous to the day fixed for such meeting.

Powers of
directors.

26. The directors for the time being shall have full power in all things to administer the affairs of the company, and may make or cause to be made for the company any description of contract which the company may by law enter into, and may, from time to time, make, alter, and repeal, such by-laws, rules and regulations as to them shall appear needful and proper for the purposes of this Act, and among others for the following, to wit:

By-laws.

1 For the direction, conduct and government of the said company and of its property, real and personal, and its improvement and regulation throughout the year;

2. For the appointment, regulation and removal of the officers, clerks and servants of the said company, and the election and remuneration of the directors thereof;

3. For regulating the mode in which all contracts to be entered into by the said company, of whatever nature, may be entered into and executed on behalf of the said corporation;

4. To regulate the allotment of stock, the making of calls thereon, the payment 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;

5. And finally, for the doing of everything necessary to carry out the provisions of this Act according to their intent and spirit; provided always that such by-laws shall have force and effect only until the next annual meeting of the company after the passing of the same, when they shall be submitted to such meeting, and in default of confirmation thereof, shall at and from the time of such meeting cease to have force, until sanctioned by a majority of stockholders present in person or by proxy at any annual or other general meeting.

Provido; by-laws to be confirmed.

President, &c.

10 27. The directors may elect from among their members a president and vice-president of the said company.

28. Any director of the said company may vote by proxy upon all questions arising at any meeting of directors at which he is unable to attend by reason of absence or sickness, upon a written power given to any other director to represent such absentee, and such power need not be for any particular vote, but may be general for the whole time of absence of such absent director.

Proxies of directors.

29. The said company shall have power to collect and receive all charges subject to which goods or commodities may come into their possession; and on payment of such back charges, and without any formal transfer, shall have the same lien for the amount thereof upon such goods or commodities, as the persons to whom such charges were originally due had upon such goods or commodities, while in their possession, and shall be subrogated by such payment in all the rights and remedies of such persons for such charges.

Back charges on goods.

30. The said company is hereby authorized to make contract of insurance against all loss, damage or injury of the goods and effects entrusted to its safe keeping, or upon which it may have made advances to the full amount of the value of such goods and effects, and may obtain policies in the name of the company, evidencing such insurances, and shall have a right to recover from the insurers the full amount of damages or loss caused by any accident or casualty against which it shall have been insured, notwithstanding that it may not be interested in such goods and effects to the extent of such loss or damage, and notwithstanding that at the time of such insurance, and at the time of such accident or casualty, it was only bailee of such goods and effects, and it may sue for and recover the amount of such loss and damage, as owner of such goods and effects, and shall be deemed for the purpose of such recovery, to be owner of such goods and effects, any law, usage or custom to the contrary notwithstanding.

Insurance on goods.

31. The said company may also transfer, to the owners or pledgors of such goods and effects, its claim against the insurers under any such policy of insurance, to the extent of any amount agreed upon between the company and such owners or pledgors; and such transfer may be made by means of a certificate, signed by the company, purporting that the effects held by the company and mentioned in such certificate are insured under the policy (describing it) to the amount agreed upon and set forth in the certificate, the loss upon which effects (if any) may be made payable to the holder or endorsee of such certificate; Provided that such holder or endorsee be also at the same time the holder of the warehouse receipt representing such effects; and thereafter

Transfer of Policy.

the right of action of the company, under the policy, shall be reduced by the amount mentioned in the certificate, and the holders of the certificate shall be entitled to recover from the insurers, who issued the policy, such amount of loss or damage as the goods purporting to be insured may have suffered, and as may be recoverable under the policy.

32. It shall be the duty of the directors to make annual dividends of so much of the profits of the said company as to them, or a majority of them, shall seem advisable; and once in each year an exact and particular statement shall be rendered by them of the state of the affairs, debts, credits, profits and losses of the said company, and such statements shall appear on the books, and be open for the persual of any stock holder upon request, at least one month before the annual meeting of the said company.

Dividends and annual statements.

33. No stockholder in the said company shall be in any manner whatsoever liable for, or charged with the payment of any debt or demand due by the said company, beyond the amount remaining unpaid of his, her or their subscribed share or shares in the capital stock of the said company.

34. The eighty-eighth, eighty-ninth, ninetieth and ninety-first sections of the statute thirty-second and thirty-third Victoria, chapter twenty-one, being *An Act respecting Larceny and other similar offences*, shall be applicable and shall be applied to all false warehouse, and other receipts referred to in this Act; and any person or persons knowingly giving, accepting, transmitting and using the same, shall be subject to all the pains and penalties imposed by the said eighty-eighth, and eighty-ninth, ninetieth and ninety-first section of that Act, or by any of them, in respect of the receipts therein specified.

Liability of stockholders.

Punishment of false warehouse receipts.

35. The right of the company to any lien shall in no way affect, nor be construed to affect, impair or lessen, any pre-existing pledge, lien or sale of any goods in respect of which a privilege may be claimed by the said company; this section shall not be so construed as to give to any person holding a mortgage or lien upon goods and effects, or to any purchaser or pledgee of goods and effects upon which the company claims any privilege, any greater, further, or better right as pledgee, mortgagee or purchaser, than such person purchaser or pledgee would have against any individual holding the privilege claimed by the company; the true intent and meaning of this section being, that the respective rights of the Company and of any such mortgagee, pledgee or purchaser, shall stand in the same position towards each other as they would be in the case of individuals holding similar conflicting claims according to the laws of such province of this Dominion in which the transactions upon which such rights may be based shall have taken place.

Liens on goods.

36. The powers hereby given, and any rights hereby granted shall be subject to any future legislation passed regulating the business of warehousemen.

Subject to future legislation.