



No. 82.

1st Session, 1st Parliament, 31 Victoria, 1868.

BILL.

An Act to incorporate "The Merchants'  
Express Company of the Dominion of  
Canada."

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(PRIVATE BILL.)

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Mr. ANGUS MORRISON

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OTTAWA,  
PRINTED BY HUNTER, ROSE & COMPANY.

An Act to incorporate "The Merchants' Express Company of the Dominion of Canada."

**WHEREAS**, the several parties hereinafter named have, by their Preamble.  
 Petition, represented that they have associated themselves together, with divers others, for the purpose of the transport and carriage and conveyance of money, of packages, of goods, chattels, 5 wares, and merchandise, and of every description of property that may be intrusted to their care, for transport, carriage and delivery to and from any part or portion of the country, being within the Dominion of Canada. And the more effectually to carry out this enterprise, they have prayed that an Act be passed incorporating 15 them with powers hereinafter mentioned: Therefore Her Majesty, by and with the consent of the Senate and House of Commons of the Dominion of Canada, enacts as follows :

1. Joseph Woodruff, of the town of St. Catharines, in the Province of Ontario, Esquire ; John C. Rykert, of the same place, 10 Esquire ; Gilbert McMickin, of the town of Windsor, in the said Province, Esquire ; Samuel Smith Macdonell, of the same place, Esquire ; Francis Smith, of the city of Toronto, in the said Province, Merchant ; Robert Gilmor, of the same place, Esquire ; F. W. Cumberland, of the same place, Esquire ; John Walker, of the city 15 of London, in the said Province, Esquire ; George Macbeth, of the same place, Esquire ; Edward Griffin, of the city of Ottawa, in the said Province, Esquire ; John Ferguson, of Glencoe, in the said Province, Esquire ; and such others as may be associated with them, and their successors, and such and so many of other persons or 20 parties who have become or may become shareholders in the Capital Stock hereinafter mentioned, shall be, and they are hereby constituted a Body politic and corporate, in fact and in name, and by the title of "The Merchants' Express Company of the Dominion of Canada," with power to acquire and hold real estate and 25 Personal Estate for the use of the said Corporation, and may sell and alienate the same as they may deem convenient.

Company in-  
corporated.

May hold real  
estate.

2. The Capital Stock of the said Corporation shall be one hundred thousand dollars, divided into one thousand shares of the value of one hundred dollars each. Capital Stock

3. No shareholder in the said Corporation shall be in any manner liable or charged with the payment of any debt or demand due by the said Corporation beyond the amount of his, her or their subscribed share or shares in the Capital Stock of the said Corporation. Liability limited.

4. And it shall and may be lawful for the said Company—  
 1. To enter into treaties and make contracts with Railway Companies, Steamboat Companies or owners, Stage or Wagon Proprietors and others, for the carriage and transport of any goods, chattels, merchandise, money, packages or parcels that may be entrusted to them for conveyance from one place to another within the Dominion of Canada. Business to be transacted by Company. "

2. To enter into treaties and make contracts with British and

foreign Express Companies, and other parties for co-operating with and transacting business in connection with the said Company.

3. To acquire, construct, charter and maintain boats, vessels, vehicles and other conveyances for the carriage and transport of any goods or chattels whatsoever for the Company.

4. To purchase or lease and hold such lands and real immovable property as may be necessary for carrying on their business in any places within the Dominion of Canada.

5. To make by-laws for the following purposes:—

(i.) For establishing main routes by which goods and merchandise are to be conveyed, as well as side, by, or off routes or lines connected therewith;

(ii.) And for the establishment of Company Offices in any of the cities, towns, villages, stations or places within the Dominion of 15 Canada;

(iii.) And for the appointment of officers, agents, and servants of the Company, and prescribing their duties, and fixing their remuneration;

(iv.) And for establishing a tariff or rates of charges for the conveyance of goods and merchandise of the Company.

Railways to transport goods for the Company.

5. All Railway Companies within the Dominion of Canada shall transport the goods, chattels and merchandise that may be consigned to them by the said Company upon as favorable terms and rates, and with the same facilities as they may grant to any other Express Company or Association.

Transfer of shares.

6. The shares of the Stock of the said Corporation shall be assignable by the delivery of the certificate to be issued to the holder of such shares respectively, and by assignment to be made in some convenient form and on conditions to be prescribed by any By-law of the said Corporation, and by such assignment the party accepting such transfer shall thenceforward become in all respects a member of the said Corporation in respect of such share or shares in the place of the party so transferring the same, and a certified copy of such transfer extracted from the proper book of entry, and purporting to be signed by the officer of the Company duly authorized thereto, shall be sufficient *prima facie* evidence of every such transfer in all the Courts of the said Dominion of Canada.

Shares to be personal estate.

7. The Stock of said Corporation shall be deemed personal estate, notwithstanding the conversion of any portion of the funds constituting the same into lands. And at all meetings of the shareholders held in pursuance of this Act, whether the same be general or special, every shareholder shall be entitled to as many votes as he, she or they shall have shares in the said Stock, and such votes shall be given in person or by proxy, and all questions proposed or submitted for the consideration of the said meeting, shall be determined by the majority of votes: Provided that no person shall be entitled to vote as proxy at any meeting unless he shall be a shareholder in the said Corporation, and produce written authority as such proxy in the form to be prescribed by any by-law of the said Corporation.

Voting on shares.

Election of Directors.

8. For the managing of the affairs of the said Corporation, there shall, from time to time, be elected out of the members of the said Corporation, five persons, being each a proprietor of not less than ten shares of the said Capital Stock, to be Directors of the said Corporation; and any three Directors shall form a quorum of the Board, and may exercise all the powers of the Directors.

Sale of real estate.

9. No by-law, rule or resolution for the raising of money or disposing of the real estate of the Corporation shall be finally passed

until confirmed by the shareholder at a meeting specially called for that purpose.

2. And whenever any vacancy shall happen among the Directors, by death or resignation, such vacancy shall be filled up until the next General Meeting of shareholders, by the appointment of some one of the shareholders to the vacancy so occurring by death or resignation as aforesaid. And the majority of the Directors, for the time being, shall have power and authority to elect or appoint the person to fill or supply the vacancy made in the Board of Directors by either of the causes aforesaid. And the Directors shall have power and authority to make such calls for money from the several shareholders, for the time being, as may be provided for by any by-law, rule or regulation of the said Corporation. And they may sue for and get in all calls, whether already made or hereafter to be made, or to cause and declare the said shares to be forfeited to the said Corporation in case of non-payment, on such terms and in such ways as shall be prescribed by some by-law of the said Corporation. And in order to maintain an action for the recovery of calls due, it shall be sufficient to prove by any one witness that the defendant, at the time of making such call, was a stockholder in the number of shares alleged, and that the calls sued for were made and notice thereof given in conformity with the by-laws of the said Corporation. And it shall not be necessary to prove the appointment of Directors or any other matter whatsoever.

10. The first General Meeting of the Shareholders of the said Corporation shall be holden at the Office of the said Corporation in the City of Toronto, at which place the said Corporation shall have its principal place of business, on the fifteenth day of April, in the year of our Lord one thousand eight hundred and sixty nine, and at such time and place and upon the like day in each and every year thereafter, until otherwise provided by By-law. The said Shareholders shall elect five qualified persons to be Directors of the said Corporation, which said Directors so elected shall elect a President. And until such first election, the Directors of the said Corporation are hereby declared to be and they or the successor or successors of them shall be and are constituted to be Directors of the said Corporation and shall have and exercise all and every the powers, and shall be subject to all and every the clauses, conditions and restrictions imposed upon the Directors to be chosen under the Act; Provided, that at the first meeting of the Directors to be chosen after the passing of this Act, the said Directors shall choose and elect from among themselves some one to be President.

11. The failure to hold the said first General Meeting, or any other meeting, to elect Directors or President, 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 by the Directors in conformity with the By-laws of the said Corporation, and until the election of Directors by Shareholders as aforesaid 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 election so to be made by the Shareholders, as hereinbefore proved.

12. It shall not be lawful for the said Corporation to proceed with their operations under this Act, unless they shall have paid up the sum of ten per centum on the amount of their Capital Stock.

13. It shall and may be lawful for the said Company at any time upon a vote of the Stockholders or a majority of them at a

meeting to be specially called for the purpose, to increase the Capital Stock of the Company as they may find or deem their business to require, to any amount not exceeding \$1,000,000 (one million of dollars). Provided always, that upon such increase of Capital, there shall be at the time of subscribing the same, at least ten per centum thereof paid in, and such order made for the calling in of the remainder as the Directors by By-law may direct. 5