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No. 266. /41

2nd Session, 6th Parliament, 22 Victoria, 1859.

(PRIVATE BILL.)

BILL.

An Act to incorporate certain persons under the name of "The Whitehall Forwarding Company."

Received and read first time, ~~Wednesday, 28th July, 1858.~~ *Thursday 10th March 1859*

Second reading, ~~Thursday, 29th July, 1858.~~

Mr. Ross.

TORONTO:

PRINTED BY JOHN LOVELL, YONGE STREET,

An Act to incorporate certain persons under the name of "The Whitehall Forwarding Company."

WHEREAS Charles L. Armstrong, Robert H. Kittson, Daniel McCarthy, John McCarthy, Thomas McCarthy, Timothy H. Dunn, Abraham Joseph, and Jacob Henry Joseph, have, by their humble petition represented that an association was formed by them at the city of Quebec in the year one thousand eight hundred and fifty-four, under the name and style of "The Whitehall Forwarding Company," in and to which they had become subscribers, with the view and for the purpose of carrying on a forwarding business on the Upper Lakes, Lake Champlain, and the River St. Lawrence; that such an association properly conducted tends to promote trade and to facilitate commerce and the inland navigation of the Province; that the capital of the said Company is limited to the sum of seven thousand pounds, to be divided into two hundred and eighty shares of twenty-five pounds currency each; And whereas the object of the said Company is to promote trade and facilitate the inland navigation of the Province, and to enable them to avoid certain inconveniences: Therefore Her Majesty, &c., enacts as follows:

1. Charles L. Armstrong, Robert H. Kittson, Daniel McCarthy, John McCarthy, Thomas McCarthy, Timothy H. Dunn, Abraham Joseph, and Jacob Henry Joseph, and all other persons who may hereafter become subscribers or stockholders in the said Company, and all or any other person or persons, bodies politic and corporate, who, as executors, administrators, successors, or assigns, or by any other lawful title, may hold any part, share, or interest in the capital stock of the said Company, and their executors, administrators, successors, and assigns, shall be and they are hereby constituted a body politic and corporate, for the purposes mentioned in the preamble of this Act, under the name and style of "The Whitehall Forwarding Company," and shall by that name have perpetual succession and a common seal, and by the same name be capable of suing and being sued in all Courts of Justice in this Province; The said Company may make, establish, and put into execution, alter or repeal, all such by-laws, rules, ordinances, and regulations, the same not being contrary to the laws of this Province, nor to the provisions of this Act, as may appear to them necessary or expedient for the management of the business of the said Company: All the moveable property, rights, and actions belonging to the said "The Whitehall Forwarding Company," shall be and they are hereby transferred to the said corporation, and from and after the passing of this Act, the said corporation shall be the proprietor thereof and of all other moveable property and effects which the said corporation may hereafter acquire, and all the debts and obligations of the said "The Whitehall Forwarding Company" shall be acquitted and performed by the said corporation: Provided always, that no by-law, ordinance, rule or regulation shall be in force until the same

Preamble.

Company incorporated.

Corporate name and general powers.

Transfer of property and liabilities.

Proviso.

shall have been approved of by a majority of the directors hereinafter mentioned, or their successors, authorized to that effect at the annual general meeting of the stockholders of the said Company.

Capital and shares.

II. The capital of the said Company is hereby limited to the sum of seven thousand pounds, divided into two hundred and eighty shares of twenty-five pounds currency each, and the said Company shall not avail itself of this Act until the capital subscribed and paid for shall amount to at least five thousand pounds. 5

Election of Directors.

III. The superintendence, control, and management of the affairs of the said Company, shall be vested in five Directors, three of whom shall be a quorum, which said Directors shall be Stockholders in the said Company, and shall be elected between the first and twentieth days of February in each year, upon the day and at the hour and place which shall be appointed by a majority of the Directors, and notice whereof shall be given in one or more newspapers published in the City of Quebec, at least ten days previous to the said election; and the said election shall be had and made by the shareholders of the said Company present at the said meeting, and all elections of Directors shall be by ballot or by open vote as may be prescribed by the By-laws of the said Company: The Directors elected shall choose out of their number a President, and it shall be the duty of the said President to preside at all meetings of the Stockholders or Directors; the President may vote at all meetings of the Directors, and in case of an equal division of votes he shall also have a casting vote; any vacancy among the Directors, occasioned by death, resignation, or absence from the Province, shall be filled by such person or persons as the remaining Directors or a majority of them may appoint, and it shall be lawful for the Stockholders, at any meeting specially called for that purpose, to remove all or any of the said Directors, and to appoint others in their stead, in the same manner as the annual election of Directors is hereby provided for. 10 15 20 25 30

And of a President.

Vacancies: how filled.

Proportion of votes to shares.

IV. Each Stockholder shall be entitled to a number of votes proportionate to the number of shares which he, she or they, shall have held in his, her or their name, at least one month previous to the time of voting, in the proportion following, to wit: one vote for one share, two votes for four shares, three votes for eight shares, four votes for twelve shares, and five votes for each stockholder who shall hold more than twelve shares; and all questions brought before the stockholders at any general or special meeting, shall be decided by a majority of such votes of the shareholders then present, subject, in case of an equality of votes to the casting or double vote of the President. 35 40

Majority to decide all questions, &c.

Calling of Special Meetings.

V. The President or any two or more Directors, may at any time and from time to time call a meeting or meetings of the stockholders, either for general or special purposes: and any six stockholders may at any time call special meetings of the Company, upon giving at least ten days' notice by advertisement in one or more newspapers published in the City of Quebec, or by sending a written or printed notice to each stockholder, by post or otherwise; and every advertisement or notice, calling a special meeting, shall specify distinctly the purpose or purposes for which such meeting is called, and no other matter or 45 50

business shall be discussed, concluded upon or settled at such meeting.

VI. If at any time it shall happen that an election of Directors shall not be made when on any day pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any other day to hold and make an election in the same manner as the annual election of Directors is herein provided for.

Case of failure of election provided against.

VII. The Stockholders shall not be liable as such beyond the amount of their subscribed stock, or the amount unpaid thereon.

Limited liability.

VIII. It shall be the duty of the Directors to make such yearly dividends of the profits of the said Company as to them, or a majority of them, shall appear advisable; and an exact and particular statement shall be annually made of their affairs, debts, credits, profits and losses, such statement to appear on the books of the said Company, and to be open to the perusal of any stockholder, and a copy thereof, certified by the oath of the President or two of the Directors, shall be transmitted annually to the three branches of the Provincial Legislature, which oath any Judge, Commissioner, or Justice of the Peace is hereby authorised to administer.

Dividends.

Annual statement to be made and transmitted to the Legislature.

IX. The shares of the said capital stock shall be transferable, and may from time to time be transferred by the respective holders and owners thereof, according to the form prescribed by Schedule A hereto annexed: Provided always, that the transferer shall always be held personally liable to the said Company for all or any part of the shares by him subscribed, and which shall be found to be due and owing by him at the time of such transfer.

Transfer of shares.

Proviso.

X. The present members of the Committee of the said "The Whitehall Forwarding Company," and the President thereof, shall continue in office as Directors until the next annual general meeting of the stockholders, and the Directors to be elected annually shall continue in office until the appointment of their successors, as provided by this Act.

Present Committee to be provisional Directors.

XI. Any service of process made at the office of the Company in the City of Quebec, and in case the Company should have no such office, then upon the President of the said Company, shall be held and deemed to be good and sufficient service by all Courts of Justice in this Province.

Service of proof.

XII. This Act shall be deemed a public Act.

Public Act.