

No. 261.

(PRIVATE BILL.)

1st Session, 4th Parliament, 16 Victoria, 1863.

BILL.

An Act to incorporate "The Stanstead
"County Bank."

Received and read a first time, Wednesday,
2nd March, 1863.

Second reading, Friday, 18th March, 1863.

Mr. TERRILL.

QUEBEC:

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An Act to incorporate The Stanstead County Bank.

WHEREAS it has been prayed by petition to the Legislature Preamble.
of this Province, that Lewis E. Rose, Esquire, Ichabod
Smith, Esquire, Wilder Pierce, Esquire, Albert Knight, Esquire,
Alexander Kilborn, Esquire, Wright Chamberlin, Esquire, Ozro
5 Morrill, Esquire, Moses French Colly, Esquire, Charles Anderson
Richardson, Esquire, Benjamin F. Hubbard, Esquire, Leonard K.
Bruton, Esquire, and others, their respective heirs, executors,
administrators, curators, successors and assigns, might be incorpo-
10 rated for the purpose of establishing a Bank in the Eastern Town-
ships of Lower Canada, to be located at Stanstead, with a limited
capital of fifty thousand pounds currency, and to be called, "The
"Stanstead County Bank;" and whereas it would be conducive
to the general prosperity of that section of the country, and greatly
facilitate and promote the agricultural and commercial growth of
15 the said locality; And whereas it is but just that such persons and
others who see fit to associate themselves, should be incorporated
for the said purpose; Be it therefore enacted, &c.,

That the several persons hereinabove named, and such other per- Certain per-
sons incorpo-
rated.
20 Act created, their heirs, executors, curators, successors, adminis-
trators and assigns, shall be and they are hereby created, consti-
tuted and declared to be a Corporation, Body Corporate and
Politic, by the name of "The Stanstead County Bank," and shall Corporate
name and
powers.
25 continue such Corporation, and shall have perpetual succession
and a Corporate Seal, with power to alter and change the same
at pleasure, and may sue and be sued, implead or be impleaded
in all Courts of Law as other Corporations may do, and shall have
the power to acquire and hold real and immoveable estate for the
30 management of their business, not exceeding the yearly value of
five hundred pounds currency, and may sell, alienate or exchange
the same and acquire other instead, and may, when duly organized
as hereinafter provided, make, ordain and establish such Rules,
Regulations and By-laws as to them shall seem meet and necessary By-laws.
35 for the due and proper administration of their affairs, and the due
management of the said Bank, (such By-laws and regulations not
being inconsistent with this Act, or contrary to the laws of this

Province) ; Provided however, that such Rules, Regulations and By-laws shall be submitted for approval to the Stockholders or Shareholders in the said Bank, at their regular Annual Meetings.

Capital Stock
£50,000, divided
into shares
of £25 each.

II. And be it enacted, That the Capital Stock of the said Bank hereby incorporated, shall be fifty thousand pounds, current money 5 of this Province, divided into two thousand shares of twenty-five pounds currency each, which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their heirs, successors, administrators and assigns.

Subscription
Books to be
opened.

III. And be it enacted, That for the purpose of raising the 10 amount of the said Capital Stock, it shall be lawful for the persons hereby incorporated, or for any number of them not less than seven, to cause Stock Books to be opened, after giving four weeks public notice in two newspapers in the District, if there be so many, upon which Stock Books shall and may be received the 15 signatures and subscriptions of such persons or parties as desire to become Shareholders in the said Bank, and such Books shall be opened at Stanstead and elsewhere, at the discretion of the persons opening the same, and shall be kept open so long as may be necessary ; and so soon as fifteen thousand pounds of the said Capital 20 Stock shall have been subscribed upon the said Stock Books, a public meeting shall be called of subscribers after two weeks notice as hereinabove provided, at such time and place as such notice shall indicate, and at such meeting the Shareholders shall proceed to 25 elect five Directors, having the requisite Stock qualification, who shall from thence manage the affairs of the said Corporation, shall take charge of the Stock Books hereinabove referred to, and shall 30 continue in office for one year, and until the first Monday in May next thereafter, and until their successors in office shall be duly elected, and the said election shall be had in the same manner as the Annual Elections hereinafter provided for, as respects the regulating of votes according to the number of shares subscribed for.

Election of
first Directors.

Their term of
office.

Ten per cent.
to be paid at
time of sub-
scription, &c.

IV. And be it enacted, That ten per cent. of the subscriptions made to the Capital Stock of the said Bank, shall be paid down at 35 the time of subscribing, in good gold or silver coin current in this Province, and the remainder in instalments not exceeding fifteen per cent. at such intervals as the Directors shall appoint by notice of thirty days, as in this Act prescribed for other notices.

Annual Meet-
ings for elec-
tion of Direc-
tors, &c.

V. And be it enacted, That on the first Monday in May in each 40 year, there shall be held a Meeting of Stockholders at their Banking House, for the purpose of choosing and electing five Directors for the then coming year, and to transact other general business,

approve or reject By-laws, Rules and Regulations made by the Directors; and at such elections and in the discharge of other duties, the votes of such Shareholders shall be received in the following ratio, viz.: each holder of one share shall have one
 5 vote, each holder of more than one share shall have one vote for every two shares to the number of ten shares, making five votes for ten shares, and for every four shares above ten, one vote shall be allowed, making ten votes for thirty shares, and in that proportion for a greater number: Provided that no Shareholder whatever
 10 may by the number of his shares have more than twenty votes. And any Stockholder absent from the County at the time of such Annual Meeting or other meeting properly called, may vote by proxy, such proxy being a Stockholder, and specially authorized in writing; and any Directors elected as hereinabove
 15 directed, shall hold office until their successors are duly elected; And provided further, that if necessary a meeting for the choice of Directors may be held on some other day than the day first named in this Section.

Ratio of votes to shares.

Proviso.

Proxies allowed.

Proviso.

VI. And be it enacted, That it shall be the duty of the Directors
 20 chosen under this Act, at the first meeting after such election, to choose from among themselves a President for the said Bank, and so at each Annual Meeting, and the President so chosen shall hold office for the same time as the Directors so elected; and in
 25 case of the death or removal of the said President, the Directors may forthwith choose another from their number, and if necessary by the death or removal of any Director, a Special General Meeting may be called for the purpose of supplying such vacancy; Provided that no salary or allowance shall be paid to any Director
 unless the same shall have been allowed by a vote of the Share-
 30 holders at a General Annual Stockholders' Meeting.

President to be elected, by and from among the Directors.

Proviso: as to payment of Directors.

VII. And be it enacted, That three Directors, of whom the President shall be one, shall be a *Quorum* for transaction of
 business, and no person other than a British subject by birth or naturalization or by conquest and cession of this Province shall be
 35 capable of being elected a Director of the said Bank, nor shall any such British subject be eligible unless he be the *bonâ fide* holder and owner of twenty Shares, at the least, of the Capital Stock, nor shall any Stockholder other than a British subject be entitled to vote at any election of Directors.

Quorum of Directors, their qualification, &c.

40 VIII. And be it enacted, That the Directors shall have power to employ a Cashier and as many clerks or servants as may be necessary, and may allow such compensation as to them shall seem just, and shall manage all the affairs of the said Bank within the scope of the approved By-laws, Rules and Regulations; and

Directors may employ officers

in all suits at law to be commenced against the Corporation created by this Act, service of process upon the President, the Cashier or any clerk of the Corporation at their office or Banking House, shall be good and valid service.

Service of process.

IX. And be it enacted, That the President or any three Directors of the said Bank shall, if requested in writing by at least five Stockholders, and holding in all not less than fifty Shares of the Capital Stock, call a Special General Stockholders' Meeting, by giving three weeks notice as hereinabove prescribed, and of the object of such meeting, and at such Special Meeting the business of which such previous notice shall have been given, may be proceeded with, provided there are twenty Shareholders present but not otherwise.

Special General Meetings.

X. And be it enacted, That the following Rules and restrictions shall be held to be the fundamental Articles of the said Bank:

Fundamental Rules of the Bank.

First. The said Corporation shall not purchase real estate beyond the value already provided for in this Act, but may as collateral security for money borrowed, take and hold mortgages on real estate, and in such cases may become the purchasers thereof.

Real Estate.

Secondly. The said Corporation shall not incur debts or liabilities by the circulation of their notes, by bond, bill, obligation or by other means whatsoever beyond double the sum of their paid up Capital, and in case of any excess, the President and Directors in office at the time, shall be personally, jointly and severally liable in their private capacities for such excess, as well to Stockholders as to Bill or Note holders, or the holders of other securities; Provided, however, that such Directors in office as have dissented from such excessive issue or indebtedness, and have entered their dissent upon the Books of the said Bank, shall not incur the liability hereinabove provided and enacted.

Amount of liabilities United.

Responsibility for excess.

Proviso.

Thirdly. Each and every Director shall be holden to give good and ample security in the sum of one thousand pounds, currency, for the due administration of the said Bank, such recognizance or bond to remain deposited amongst the papers and records of the said Bank.

Directors to give security.

Fourthly. The Directors shall exact from the Cashier of the said Bank good and ample security in the sum of five thousand pounds, currency, conditioned for the faithful performance of his duties as such Cashier, and before such Cashier shall enter upon his duties.

Cashier to give security.

Fifthly. The Stock in the said Bank may be assigned, by assignment according to the form A to this Act subjoined, but such assignment shall not be held to be valid unless the same shall have been duly notified to the President or Cashier of the Bank, and entered upon the Bank books, nor shall any such assignment be good until the vendor shall have paid all instalments or liabilities due from him to the Bank.

Assignment of Stock.

Sixthly. All Bank notes of the said Corporation payable to bearer, signed by the President and Cashier, shall be assignable, by delivery, as other Bank notes. All bonds, bills or obligations payable to order, shall be negotiable, by endorsement, as Promissory Notes and Bills of Exchange.

Bills, Notes &c., how assignable.

Seventhly. The books, papers, accounts and correspondence of the said Bank shall at all times be open to the inspection of Directors or Stockholders, and it shall be the duty of the Directors in office, at the annual meetings by this Act provided for, to lay before the Stockholders a detailed statement of the affairs of the said Bank, shewing distinctly and clearly the assets and liabilities.

Accounts of Bank to be open to Directors, &c.

Eighthly. Any Stockholder who shall remain in arrear more than thirty days after a call or instalment upon the subscription shall have been made by the Directors, of which the proper notice shall have been given, shall forfeit five per cent. of his paid-up capital, and the interest or dividends, and such forfeiture shall belong to the Bank; Provided, however, that if such forfeiture has been occasioned by the illness, death, or unavoidable absence of any Stockholder, such Stockholder, or his representative, may, at any time within one year, by paying the said call or instalment, with interest, exonerate himself or herself from the said forfeiture.

Forfeitures for non-payment of calls.

Proviso.

Ninthly. The said Bank shall deal only in Bank Notes, Bills, Bills of Exchange, Promissory Notes, gold or silver coin, or bullion, or in stocks, in discounting notes for interest, and generally all and singular the business of Banking, in exchanges and otherwise; Provided always, that nothing herein contained shall prevent the said Bank from receiving a debt due for money loaned, by taking pledges, or by purchasing any personal property, or chattel of any description.

Business of the Bank.

Proviso.

Tenthly.—The Rules and Regulations and By-laws made by the Directors of the said Bank and approved by the Stockholders at their general meetings, shall be binding on all the Members of the said Corporation.

By-laws to be binding.

Notes, &c, payable in coin :
exception.

XI. And be it enacted, That the notes and obligations, bonds, and bills, of the said Bank shall be payable in gold or silver coin, current in this Province, save and except always, the right and privilege of paying their liabilities to other Chartered Banks in this Province, in the notes of such other Chartered Banks.

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Rate of interest.

XII. And be it enacted, That the said Corporation shall only receive as interest upon money loaned or upon any pretext or on any transaction, the legal rate of interest established by law in this Province ; Provided, however, that the interest may always be discounted and deducted from the sum loaned at the time of making such loan.

Discount.

Stock pledged for debts to Bank.

XIII. And be it enacted, That the paid up Capital of any Shareholder, together with all dividends or interest, or profits accrued thereon shall remain and be pledged to the said Bank for any debt due from the said Shareholder in any manner or way whatsoever, and in such *compensation may be seized* by the Bank if advisable ; Provided, however, that nothing herein contained shall prevent the said Bank from recovering the said debts by due course of law.

Proviso.

Instalments may be recovered at law.

XIV. And be it enacted, That any call or instalment due from any Shareholder in accordance with the provisions of this Act upon his Stock, may be recovered by action at law against the said delinquent as other debts may be collected.

Declaration of forfeiture of Stock on which calls are unpaid.

XV. And be it enacted, That the said Bank, in the event of any call or instalment remaining in arrear and unpaid for the space of eighteen months, may after due notice as required by this Act for other purposes, for the space of sixty days, declare such sum or sums as may have been paid in upon such subscription to be forfeited ; Provided, however, that in such notice of sixty days information shall be given that such Stock will be so forfeited unless the arrearages are provided for and paid up.

Proviso.

Shares to be personally and attachable.

XVI. And be it enacted, That the shares in the said Bank shall be personal estate and liable to attachment and sale as other personal estate, and service of attachment upon the President or Cashier of the said Bank at their office or Banking-house shall be good service, and such Officer shall be held to appear and declare the number of shares so attached, and the specific interest of the party or parties against whom such attachment has issued, and such shares so attached may be sold as other chattels, and such sale shall vest the interest in the purchaser, as if they had been sold and assigned in the mode hereinbefore provided.

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XVII. And be it enacted, That no Shareholder shall be liable in his individual capacity for the debts due from the said Bank, nor shall any Director of the said Bank be so liable in his private capacity unless rendered so by an excessive issue or indebtedness, 5 as provided for and enacted in the second Clause of the tenth Section of this Act ; and no notes of the said Bank shall issue for a less sum than five shillings currency ; and if at any time the total amount of notes issued and in circulation shall exceed the amount fixed by this Act, the Corporation hereby created shall 10 from that time be dissolved, and the Directors held personally responsible for such excess as provided by this Act.

Non-liability of Shareholders.

No note under five shillings. Charter forfeited for excessive issue.

XVIII. And be it enacted, That the Directors in office shall lay before Parliament an annual statement in detail of the affairs of the said Bank, showing the exact standing of the same, and shall 15 fully and to all intents comply with the provisions and requirements of an Act of the Parliament of this Province, passed in the Session held in the fourth and fifth years of the Reign of Her Majesty, chapter twenty-nine, and intituled, "*An Act for levying a certain* 4th and 5th Vic., cap. 29. "*rate or duty on Bank notes issued and in circulation in this* 20 "*Province.*

Statements to be laid before Parliament.

4th and 5th Vic., cap. 29.

XIX. And be it enacted, That half yearly dividends shall be made of so much of the profits of the said Bank as the Directors shall think advisable, reserving an allowance for contingencies, and such dividends shall be payable at the Bank office.

Dividends.

XX. And be it enacted, That this Act shall be a Public Act, 25 and shall have force and effect from and after the passing thereof ; and so much of the Act of the Parliament of this Province made and passed in the Session held in the 13th and 14th years of Her Majesty's Reign, chapter twenty-one, and intituled, "*An Act to* 13th and 14th Vic. cap. 21 repealed, in so far as inconsistent with this Act. "*establish freedom of Banking in this Province and for other purposes* 30 "*relative to Banks and Banking,*" as conflicts with or is repugnant to the provisions of this Act, shall be and be held to be hereby repealed with reference to the provisions and enactments herein contained.

Public Act.

13th and 14th Vic. cap. 21 repealed, in so far as inconsistent with this Act.

FORM A.

For value received, I, _____, of the _____, in the County of _____, do hereby assign and transfer unto _____, of _____, in the County of _____, shares of the Capital Stock in "*The Stanstead County Bank,*" now standing in my name on the Books of the said Bank, on each of which shares the sum of _____ pounds _____ shillings has been paid. Witness my hand this _____ day of _____, one thousand eight hundred and _____.

Witnesses, }
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