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No. 100.
2nd Session, 7th Parliament, 26 Victoria, 1863.

BILL.

An Act to incorporate the Hamilton Masonic Hall Association.

(PRIVATE BILL.)

Received and read, 1st time, Thursday, 5th March, 1863.
Second reading, Monday, 9th March, 1863.

Mr. STREET,

HENRY GRIST,
Parliamentary Agent.

QUEBEC.
PRINTED FOR THE CONTRACTORS BY HUNTER,
ROSE & LEMIEUX, ST. URSULE STREET.

An Act to incorporate the "Hamilton Masonic Hall Association."

WHEREAS, Charles Magill, F. W. Gates, Thomas Bird Harris, ^{Preamble.} Milton Davis, William Daniell, Robert J. Hamilton, Thomas McCraken, William Muir, George W. Burton, William Bellhouse, George Roach, James M. Rogerson, Harcourt B. Bull, William Birkett, Thomas C. Macnabb, Alfred Booker, J. E. O'Reilly, Dougald McInnes and others,, members of the "Hamilton Masonic Hall Association" have by their petition to the Legislature, represented that they have in contemplation the erection and maintenance of a building within the City of Hamilton to 10 be styled the "*Hamilton Masonic Hall*" for the accommodation of public meetings, convened for useful and moral purposes, and that it would greatly tend to the advancement of the useful and Philanthropic objects of the said association if corporate powers were conferred upon them, and have prayed for an Act of Incorporation; therefore Her 15 Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. Charles Magill, Frederick W. Gates, Thomas Bird Harris, Milton ^{Incorporation} Davis, William Daniell, Robert J. Hamilton, Thomas McCraken, Wil- ^{of company.} liam Muir, George W. Burton, Wm. Bellhouse, George Roach, James M. 20 Rogerson, Harcourt B. Bull, William Birkett, Thomas C. Macnabb, Alfred Booker, J. E. O'Reilly, Dougald McInnes and all such persons as are now and shall hereafter become members of the said association, shall be and are hereby declared a Body Politic and Corporate, under ^{Corporate} name and powers. the name of the "Hamilton Masonic Hall Association" and shall be 25 entitled to acquire, hold, possess, take, receive and dispose of, for the purposes of the said Corporation any lands, tenements or hereditaments and real or immovable property lying within the said City of Hamilton ^{Real property limited.} not exceeding in value the sum of Fifty Thousand Dollars.

2. The Capital Stock of the said association shall be and consist of Capital \$50,- 30 the sum of Fifty Thousand Dollars, or such part thereof as shall be 000. deemed necessary to be raised by the said association, and the same shall be divided and distinguished into Two Thousand five Hundred Share \$20. equal parts or shares at a price not exceeding Twenty Dollars per share, 35 and shall be deemed personal estate and be transferable as such; and the said two thousand five hundred shares shall be and are hereby vested in the members of the said association and their several and respective executors administrators and assigns and to their proper use and behoof proportionably to the sum they and each of them shall To be person- 40 severally subscribe and pay thereunto; and all and every persons and ^{ality.} their several and respective executors, administrators and assigns who shall respectively subscribe and pay the sum of Twenty Dollars or more towards carrying on and completing the said "Hamilton Masonic Hall" shall be members of the said association, and as such entitled to Who shall be and receive, after the said building is completed, the entire and net dis- members of the Corporation.

tribution of the profit and advantages that shall and may arise and accrue by virtue of the sum and sums of money to be raised, recovered and received by the authority of this act, in proportion to the number of shares so held; and every person or persons having such property of four or more shares in the said undertaking and in proportion as aforsaid, shall bear and pay an adequate and proportional sum of 5 money towards carrying on the said undertaking in the manner by this Act directed and appointed.

Votes.

3. Upon every or any subject, proposition or question which shall arise, be discussed or be put, relating to the affairs of the said Corporation, at any meeting of the members thereof to be held in pursuance 10 of this Act, each member present thereat shall be entitled to one vote for every one or two shares he shall hold or possess in the said undertaking; the holders of three or four shares shall be entitled to two votes and so on in proportion: Provided, however, that no member

Proviso.

shall at any time be entitled to more than ten votes, although he may 15 be a holder of more than twenty shares; and whatsoever question, election of Officers, or other matter or thing shall be proposed, discussed or considered at any such meeting, shall be finally determined by the Majority to decide. majority of votes then present, and the Chairman at every such meeting, in case of a division of equal numbers, shall have the casting 20 vote, although he may have voted before.

Corporation
may borrow
\$15,000.

4. The said Corporation may from time to time lawfully borrow, either in this Province or elsewhere, such sum or sums of money, not exceeding at one time the sum of Twenty-five Thousand Dollars as they may find expedient and as they may think proper, and may give their 25 bonds, obligations or other securities for the sums so borrowed and may Mortgage and pledge of property. mortgage or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums and interest thereon.

Liability of
Shareholders
limited.

5. No shareholders in the said Corporation shall be in any manner 30 whatsoever liable for or charged with the payment of any debt or demand due by the said Corporation, beyond the extent of his share in the capital of the said Corporation not paid up.

Books of sub-
scription to be
opened.
Meeting.

6. The subscribers above named, or a majority of them, shall, so 35 soon after the passing of this Act as may be convenient, open a book or books of subscription; and when four hundred shares shall have been subscribed in such book or books, they shall call a meeting of such subscribers, at such time and place in the said City of Hamilton as they shall deem fit, by public notice, to be published at least Eight 40 days before such meeting in one newspaper published in the said City; and a like General Meeting, to be called by the secretary of the said Corporation after due notice as aforesaid shall be held on the First Wednesday in May in every year afterwards, at the hour of seven o'clock in the afternoon, or any subsequent day thereafter which shall be duly indicated in such notice. 45

Notice.
Yearly General
Meetings.

7. At the first General Meeting of the subscribers herein before directed to be held or some adjournment thereof, the majority of the proprietors then assembled together shall choose seven directors being respectively proprietors of at least four shares in such undertaking, of whom four shall be a quorum, for managing, governing and carrying on the affairs of the said association and the said Directors elected at such first General Meeting, shall remain in Office until their successors are elected and appointed. And at the first of

First Election
of Directors.

the Meetings of the Directors which shall take place in each year as Time of Office⁶. soon as possible after their Election, they shall if a quorum be present choose a President from among their number, who shall preside at any meeting of the Directors and be entitled to a casting vote, in case of Casting vote.

5 an equal division of members although he may have voted before ; and the Directors shall also choose annually from among the stockholders of the said association, a Treasurer and Secretary, who shall be permanent or be appointed for one year only as the majority of any quorum of the said Directors shall think proper to determine ; and the said

10 Directors are hereby authorized to take such security from the said ^{Treasurer and Secretary.} Security to be taken. Treasurer and Secretary for the due execution of their respective offices as the said Directors shall think necessary. Provided always that any two thirds of the proprietors assembled at any General Meeting may remove such Treasurer, or Secretary, and in such case the

15 Directors shall appoint another in his stead.

8. It shall be lawful for a majority of the Directors or any number of proprietors, having together not less than one hundred votes, to call a special General Meeting of the subscribers at any time by public notice in a daily newspaper published in the said City, of which meeting 20 every stockholder shall be duly notified in writing by the Secretary such notices respectively to be given at least ten days before the day fixed for such Special Meeting. <sup>Specia General
al Meetings
how called.</sup>

9. The said Directors for the time being, shall have and be invested with full power and authority to manage, order, oversee and transact 25 all and singular the affairs and business of the said " Hamilton Masonic Hall Association " and all matters and things whatsoever relating to or concerning the same ; and the said Directors for the time being shall on the first Wednesday in May in every year, at the General Meeting of the members of the said association or some adjourned meeting thereof, produce and give a full just and true account in writing of all 30 their transactions, receipts, and payments respectively, so that the true state of the said " Hamilton Masonic Hall Association " and its affairs may manifestly appear ; and shall also make and declare a dividend of the clear profit and revenue, all costs, charges and expenses being first deducted, among the Proprietors aforesaid. <sup>Must render
an account
yearly.</sup> <sup>And declare
dividends.</sup>

85 10. When the term of office of the Directors elected at the first General Meeting of the Proprietors held after the passing of this Act shall expire, that is to say in the month of May one thousand eight hundred and sixty four, seven Directors shall be chosen at the General Meeting of Proprietors to be held in the said month and year 40 and the said number in the said month or some adjournment thereof as aforesaid, in every year thereafter ; Provided always that any Director may be re-elected ; and the said Directors shall meet as often and at such place in the City of Hamilton to be by them appointed as occasion may require ; but if any one or more Directors shall 45 die or be permanently removed from the City or its immediate neighborhood before his or their term of office shall have expired, the remaining Directors shall have full power to fill up such vacancies from amongst the stockholders of the said association eligible under this Act, and this must be done at their first regular meeting to be held there- 50 after.

11. The Directors may from time to time make such calls of money ^{Calls for} upon the respective stockholders in respect of the amount of Capital ^{st. l. v. n. t. o. f. C. a. p. i. s. a.} respectively subscribed or owing by them as they deem necessary and

Proviso. thirty days notice at the least shall be given of each call, and no call shall exceed the sum of one dollar upon each share so subscribed, provided always that the said Directors shall not have power to make more than two calls upon stock so subscribed in any one month.

Calls may be recovered if not paid. **12.** All subscribers of shares or stockholders in the said undertaking, shall be held and bound, and they are hereby required, to pay the sums of money subscribed for by them, as the same shall be called for under the provisions of the By-Laws to be hereafter made, and in case any person or persons neglect or refuse to pay the same at the times appointed by the said By-Laws, it shall be lawful for the said Corporation to sue for, and recover the same with interest upon the amount, and costs, in any Court of Law having competent jurisdiction : provided always that no such stockholder so in arrear shall be at liberty to speak or vote at any general or special meeting of the aforesaid association nor be entitled to receive, or take any dividend upon his stock, until all arrearages due on his stock shall have been fully paid up.

Proviso. **Cannot speak er vote.** **13.** The said Directors or a quorum thereof, as aforesaid, being assembled at such places and times as aforesaid, shall have full power and authority to make and ordain such and so many By-Laws, Rules and Regulations not inconsistent with the statutes, customs or Laws of the Province, or the expressed regulations of this Act, as by the said Directors shall be judged expedient and necessary for the direction, conduct and government of the said association, and of the property, real and personal, moveable and otherwise by them held, and as in their opinion will most effectually promote the purposes of this Act ; and by such By-Laws, Rules and Regulations, they shall decide what person or persons may acquire and hold a share or shares in the said association and none but those allowed by the said By-Law shall be enabled to acquire any right, or title, or be permitted to hold any share or shares or part thereof in the said association ; provided always that no By-Law shall be in force until it shall have been sanctioned by a vote of at least two thirds of the proprietors present at a General Meeting, to be called together by the Directors for the purpose of taking such By-Law into consideration, nor shall any amendment, repeal, or alteration of any By-Law be valid, unless agreed to by two thirds of the said proprietors present as aforesaid.

Directors to make By-Laws. **14.** It shall be lawful for each and every of the members for the time being of the said association, his executors, administrators or assigns, to give, sell, alien, devise or dispose of his or their respective share or shares and interest only to such person or persons as may by the said By-Laws be permitted to acquire and hold any share or shares in the said association and the said person or persons shall thereafter be members of the said Corporation, and shall be entitled to all and every the same rights and privileges, and to the profits and advantages therefrom arising, and in the said association, as the members in this Act named are entitled to by virtue of this Act ; provided always that a part of a share or shares shall not entitle the proprietor or owner to any privilege whatsoever.

Transferred assignment of shares. **15.** Any stockholder shall be at liberty to sell and dispose of any share or shares which he may hold in the said association by instrument in writing, which said instrument shall be made in Duplicate, one part of which shall be delivered to the Directors to be filed and kept for the use of the Association, and an entry thereof shall be made in a book or books to be kept for that purpose, for which transfer not more than fifty cents shall be paid ; and until such Duplicate of such instrument or

Duplicate transfer to be made. **And filed.** **Fee for filings.** **50**

act of transfer shall be so delivered unto the said Directors or Secretary of the said Association, and filed and entered as above directed such Nullity of purchaser or purchasers shall not be held to be a proprietor or proprietors of such share or shares and shall have no part of the profits of transfer until filed and if

5 the said undertaking paid unto him or them, nor any vote as members not approved of the said Association, and such sale or transfer shall not be valid until approved of by the Directors, which approval must be endorsed on the back of the instrument of transfer by the president of the said Association.

10 **16.** If any share or shares in the said Association be transmitted by Transmission the death, bankruptcy or last will, donation or testament, or by the in- of shares by testacy of any stockholder, or by any lawful means other than by the the death, last will, donation transfer hereinbefore mentioned, the party to whom the share or shares etc.

so transmitted shall deposit in the Office of the said Association a state-
15 ment in writing signed by him declaring the manner of such transmis-
sion together with a duly certified copy or probate of such will, dona-
tion or testament, or sufficient extracts therefrom, and such other docu-
ments or proof as may be necessary and without which such party shall Deposit proof.
not be entitled to receive any share of the profits of the said As-
20 sociation, nor vote in respect of any such share or shares as the holder thereof.

17. This Act shall be a public Act.

Public Act.