



No. 264.

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2nd Session, 7th Parliament, 26 Victoria, 1863

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**BILL**

An Act to incorporate the Chaudière Copper Mining Company.

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Received and read, first time, Tuesday,  
1st April, 1863.

Second reading, Thursday, 23rd April,  
1863.

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Hon. Mr. DORION.

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**QUEBEC :**

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## An Act to Incorporate the Chaudière Copper Mining Company.

**W**HEREAS, the persons hereinafter named, have by petition, represented that they and their associates own a valuable tract of land in the Parish of St. Sylvester, in Lower Canada, and that by and under the laws of the State of Massachusetts, one of the United States of America, they and their associates have become incorporated under the name of the "Chaudière Copper Mining Company," for mining purposes in Lower Canada, and that they and their associates are desirous of obtaining an Act of Incorporation in this Province, for which they accordingly pray; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:—

**1.** Charles R. Tucker, William J. Retch, William C. N. Swift, Edward C. Jones and Edward L. Baker, Esquires, their associates and their successors, shall be, and they are hereby constituted, a body corporate and politic, by the name of the "Chaudière Copper Mining Company," by which name the Company may sue or be sued, and designated in any suit or proceeding in any court of competent jurisdiction in this Province.

**2.** The Company may carry on in Canada the business of exploring and mining for, and of roasting, smelting, reducing and refining all ores, metals and minerals in this Province, and do all things necessary to those ends consistently with the laws of this Province and with the rights of other parties.

**3.** The Company may, by any legal title acquire and hold any personal or real estate necessary for the carrying on of such business, and may dispose of the same as they shall see fit.

**4.** The capital stock of the Company shall be one hundred thousand dollars, *United States* currency, divided into one hundred thousand equal shares, and may be increased by any By-Law to be made by the Company and not inconsistent with the Laws of this Province.

**5.** The Board of Directors of the Company may make any By-Law, not inconsistent with the laws of this Province, touching the issue, recording and transfer of stock, the making of calls on the stock aforesaid, the mode of enforcing the payment of such calls by penalties, or by forfeiture of the stock, or both or otherwise, the disposal of forfeited stock and penalties, the enforcement of the payment of such penalties, and of the proceeds thereof, the appointment, functions, duties, removal and remuneration of all agents, officers and servants of the Company; the security to be given by them to the Company; the remuneration (if any) to be given to Directors; the time, place, and mode of holding the annual and other meetings of the Company, and of the Directors thereof; regulating the election of such Directors, and what shall constitute a quorum of such meetings; and the conduct in all other par-

Particulars of the affairs and business of the company; and the said Board of Directors may from time to time, amend, repeal or re-enact, any such By-Law in any particular, not inconsistent with the laws of this Province; Provided always, that no such By-Law and no such amendment, repeal or re-enactment thereof shall be in force in this Province, until fifteen days after such By-Law or such amendment, repeal or re-enactment thereof shall have been confirmed at a special general meeting of the company, and until fifteen days after such By-Law, or amendment, repeal or re-enactment shall have been transmitted to the Governor in Council, and until His Excellency, in such Council, shall have, within the said delay of fifteen days shall have signified, or failed to signify, to the said company the disapproval of such By-law, or amendment, repeal or re-enactment thereof.

**6.** In any suit or proceeding at law to which the company may be a party, a certificate purporting to be signed by the then President of the Company, and to bear the seal of the Company, shall be received as *prima facie* evidence of the truth of all matters therein set forth or referred to, and being or supposed to be matters of record in the books and register of the company, and of the Board of Directors thereof.

**7.** The stock of the Company shall be deemed personal estate.

**8.** The Company, from time to time, after one half of the capital stock shall have been paid in, may borrow in this Province or elsewhere, any sums not exceeding                      thousand dollars, *United States* currency, and may make the bonds, debentures and other securities they shall grant for such sums, payable in sterling or in currency, at such rates of interest, and at such place or places in this Province or elsewhere, as they shall deem advisable; and such bonds, debentures or other securities may be made payable to bearer or transferable by simple endorsement or otherwise, and may be in such form as to the Directors of the Company may seem fit; and for assuring payment of any such sums and interest, the Company may thereby hypothecate their real estate or any part thereof; and in such case the enregistration, in the proper registry office, of such bond, the debenture or other security, if not passed before notaries, shall create *hypothecque* thereby purporting to be declared.

**9.** It shall not be necessary that the Directors of the said Company, or any of them, be British subjects.

**10.** The failure to elect Directors or to fill any vacancy occurring in their number, at the time appointed therefor, shall not operate as a dissolution of the corporation hereby created; but such elections may be made, and such vacancy filled, as soon thereafter as the same may conveniently be done, and all Directors once duly elected shall continue in office until their successors shall have been duly appointed.

**11.** The Company may establish and have any place or places of business in Great Britain, in the United States of America or in this Province, and may at any of such places of business, transact and manage any or all of the affairs of the Company, as they shall see fit.

**12.** The Company shall not be bound to see to or be liable for the execution of any trust, express, implied or constructive in respect of any stock of the company; but the receipt of the reputed trustee shall, in every case, be a valid and binding discharge to the Company for all

transfers of stock, payment of dividends and other matters concerning such reputed trust.

13. No shareholder of the company shall be, or be held, liable as Liability of stockholders limited. such for any act, default or liability of the company; or for any engagement, claim, payment, loss, injury, transaction, matter or thing 5 whatever, relating to or connected with the company, beyond the amount of his shares in the stock thereof.

14. Every contract, agreement, engagement or bargain made, and Contracts bills, notes, &c., have to be executed. every bill of exchange drawn, accepted or endorsed, and 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 upon the Company; and in no case shall it be necessary to have the seal of the company affixed to any such contract, agreement 15 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 vote or order; nor shall the party so acting as agent, officer or servant of the Company be thereby subjected individually to any liability whatsoever to any third 20 party therefor; Provided always, that nothing in this Act contained shall be construed to authorize the company to issue any note of a character to be circulated as money or as the note of a Bank. Not to issue bank notes.

15. Any description of action may be prosecuted and maintained between the Company and any shareholder thereof: and no shareholder, Actions by shareholders, &c. not being himself a party to such action, shall be incompetent as a witness therein. 25

16. The affairs of the Company shall be managed by a Board of Directors, one of whom shall be chosen President of the Company in manner and form as directed by the By-Laws of the Company; and the Directors. present Board of Directors of the Company is hereby declared to consist First directors. of the persons of Charles R. Tucker, Esquire, as President, and of William J. Rotch, William C. N. Swift, Edward C. Jones, and Edward L. Baker, Esquires, as Directors; and they shall be deemed, and continue to be the Directors of the Company, until such time as their successors shall have been duly appointed. 30 35

17. This Act shall be deemed a Public Act.

Public Act.