

No. 4.

5th Session, 1st Parliament, 35 Victoria, 1872.

BILL.

An Act to incorporate the Board of Trade
of the Town of Chatham

PRIVATE BILL.

MR. STEPHENSON.

OTTAWA:

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An Act to incorporate the Board of Trade of the Town
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WHEREAS James Lamont, R. Pegley, John D. Ronald, Charles Northwood, A. B. McIntosh, William McKeough, Rufus Stephenson, Robert Lowe, Augustus W. Smith, Joseph Northwood, John Smith, John B. Stringer, W. J. Howard, ———
5 Randall, D. K. McNaughton, William Northwood, Hugh Malcolmson, D. R. Van Allen, Robert N. Rogers, Thomas Cross, Thomas Bennett, J. J. Birdsey, Andrew Northwood, J. Marx, C. H. Rose, W. E. Gardiner, C. Hunter, William S. Ireland, Archibald Lamont, Philip Coat, Peter E. McKerrall, J. Morrish,
10 Gilbert Taylor, Lubin Kent, John Hyslop, Salem Traxler, Herman J. Eberts, Samuel Barfoot, Thomas H. Taylor, Malcolm Lamont, Hector Lamont, John Wall, William Ball, H. F. Cumming, C. D. Williamson, A. G. Mess, Henry Weaver, A. B. Baxter, William Sutherland, Edwin Gammage, Grandison Boyd, Thomas Stone,
15 Henry Smyth, James Higgins, John Northwood, E. Scone, J. J. Thompson, Edward Robinson, Duncan Lamont, John Moolon, J. R. Ridley, D. Cameron, Henry Eberts, G. O. Trueman, C. E. Pegley, Robert S. Woods, R. O. Smith, George Huston, Thomas McCrason, William Bevoy, J. W. Bounger, T. A. Blackburn, W. P.
20 Baker, Charles P. Rales, and R. O. Miller, resident in the Town of Chatham, in the County of Kent, in the Province of Ontario, have, by their petition to the Legislature represented that they have associated themselves together for some time past, for the purpose of promoting such measures as they have deemed important,
25 towards developing the general trade and commerce of Canada, and the Town of Chatham in particular, and have further represented that the said association would be more efficient in its operations should an Act of incorporation, conferring certain powers on them and their successors, be granted; and whereas it
30 is expedient that the prayer of the said petition should be granted: Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

1. The said James Lamont, R. Pegley, John D. Ronald, Charles Northwood, A. B. McIntosh, William McKeough, Rufus Stephenson,
35 Robert Lowe, Augustus W. Smith, Joseph Northwood, John Smith, John B. Stringer, W. J. Howard, ——— Randall, D. K. McNaughton, William Northwood, Hugh Malcolmson, D. R. Van Allen, Robert N. Rogers, Thomas Cross, Thomas Bennett, J. J. Birdsey, Andrew Northwood, J. Marx, C. H. Rose, W. E. Gardiner,
40 C. Hunter, William S. Ireland, Archibald Lamont, Philip Coat, Peter E. McKerrall, J. Morrish, Gilbert Taylor, Lubin Kent, John Hyslop, Salem Traxler, Herman J. Eberts, Samuel Barfoot, Thomas H. Taylor, Malcolm Lamont, Hector Lamont, John Wall, William Ball, H. F. Cumming, C. D. Williamson, A. G. Mess,
45 Henry Weaver, A. B. Baxter, William Sutherland, Edwin

Corporate name and general powers.

Proviso: real property limited.

Proviso: as to corporate powers.

Application of funds.

Domicile and service of process.

Council, of whom to consist.

First President, Vice-President, and the members of the Council

Gammage, Grandison Boyd, Thomas Stone, Henry Smyth, James Higgins, John Northwood, E. Scone, J. J. Thompson, Edward Robinson, Duncan Lamont, John Moolon, J. R. Ridley, D. Cameron, Henry Eberts, G. O. Trueman, C. E. Pegley, Robert S. Woods, R. O. Smith, George Huston, Thomas McCrason, William Bevoy, 5
J. W. Bounger, T. A. Blackburn, W. P. Baker, Charles P. Rales, and R. O. Miller, and such other persons, residents of the Town of Chatham, as are or shall be associated with the persons above named for the purposes of this Act, in the manner hereinafter provided, and their successors, shall be and are hereby constituted 10
a body politic and corporate, by the name of the "Chatham Board of Trade," for the purposes mentioned in the preamble, and may, by that name, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in all courts of law and equity, and all other places whatsoever, in all manner of actions, 15
suits, complaints, matters, and causes whatsoever; and by that name they and their successors shall have perpetual succession and may have a common seal, and the same may make, alter, and change at their will and pleasure; and they and their successors by their corporate name shall have power to purchase, take, 20
receive, hold and enjoy, any estate whatsoever, real or personal, and alienate, sell, convey, lease or otherwise dispose of the same, or any part thereof, from time to time, and as occasion may require, and other estate, real or personal, to acquire instead thereof; Provided always, that the clear annual value of the real estate 25
held by the said corporation, at one time, shall not exceed five thousand dollars; and provided also, that the said corporation shall not have or exercise any corporate powers whatsoever, except such as are expressly conferred on them by this Act, or may be necessary for carrying the same into effect, according to its true 30
intent and meaning.

2. The funds and property of the said corporation shall be used and applied to and for such purposes only as may be calculated to promote and extend the lawful trade and commerce of Canada generally, and of the Town of Chatham in particular, or 35
as may be necessary to attain the objects for which the said corporation is constituted, according to the true intent and meaning of this Act.

3. The usual place of meeting of the said corporation shall be held to be the legal domicile thereof; and service at such place of 40
any notice or process of any kind addressed to the said corporation, shall be held to be sufficient service of such notice or process on the corporation.

4. For the management of the affairs and business of the said corporation there shall be a council, to be called "The Council of 45
the Board of Trade," which shall, from and after the first election hereinafter mentioned, consist of a President, a Vice-President, a Secretary, and twelve other members of the said council, all of whom shall be members of the said corporation, and shall have the powers and perform the duties hereinafter mentioned and 50
assigned to the said council.

5. The said Augustus W. Smith shall be President; the said A. B. McIntosh shall be Vice-President, the said R. Pegley, the Secretary; and the said James Lamont, William McKeough, Hugh Malcolmson, John B. Stringer, John D. Ronald, Thomas Bennett, 55
D. R. Van Allen, W. J. Howard, Charles Northwood, Robert

Lowe, Rufus Stephenson, and John Smith, the other members of the council, until the first election to be had under the provisions of this Act; and the council hereby appointed shall, until the said election, have all the powers assigned to the council by this Act. ^{Powers.}

5 **6.** The members of the said corporation shall hold a general meeting every three months, that is to say, on the second Monday in January, April, July, and October, at some place within the Town of Chatham, of which notice naming the time and place, shall be given by the Secretary of the Council for the time being, ^{General meetings and election of president and members of the Council.}
 10 at least three days previous to such meeting, through one newspaper or otherwise as may be thought necessary by the said council; and at the general meeting on the second Monday in the month of January, the members of the said corporation present or a majority of them, shall then and there elect in such way as shall
 15 be fixed by the By-laws of the corporation, from among the members of the corporation, one President, one Vice-President, and the Secretary, and twelve other members of the council, who, with the President, Vice-President, and Secretary, shall form the council of the said corporation, and shall hold their offices until
 20 others shall be elected in their stead, at the next general meeting in the month of January, as aforesaid, or until they shall be removed from office, or shall vacate the same under the provisions of any By-laws of the corporation; Provided always, that if the said election shall not take place on the second Monday in the
 25 month of January, as aforesaid, the said corporation shall not thereby be dissolved, but such election may be had at any general meeting of the said corporation, to be called in the manner hereinafter provided, and the members of the council in office shall remain members until the election shall be had. ^{Proviso: in case of failure of election.}

30 **7.** If any member of the said council shall die or resign his office, or be absent for four months continuously, from the meetings of the said council, it shall be lawful for the said council, at any meeting thereof, to elect a member of the said corporation, to be a member of the said council in the place of the member so
 35 dying or resigning or being absent, and such new member shall be so elected by a majority of the members of the said council present at any meeting of the same, in case there is a quorum present at such meeting, and the member so elected shall hold office until the next annual election and no longer, unless re-
 40 elected. ^{Filling vacancies.}

8. At any annual or general meeting of the said corporation, whether for the purpose of electing members of the council or for any other purpose, a majority of members present at such meeting shall be competent to do and perform all acts which, either by this
 45 Act, or by any By-law of the said corporation, are or shall be directed to be done at any such general meeting. ^{Majority to have full powers.}

9. Any member of the said corporation intending to retire therefrom or resign his membership, may at any time do so, upon giving to the Secretary, in writing, ten days' notice of such intention, and discharging any lawful liability which may be standing
 50 upon the books of the said corporation against him at the time of such notice. ^{Retirement of members.}

10. It shall be lawful for the said corporation or the majority of them present at any general meeting, to make and enact such by-laws, rules and regulations for the government of the
 55 ^{Making By-laws, for what purpose.}

said corporation, providing for the admission and expulsion or the retirement of members, and for the management of its council, officers and affairs, and for the guidance of the board of arbitrators hereinafter mentioned, and all other by-laws in accordance with the requirements of this Act or the laws of Canada, as such majority shall deem advisable; and such such by-laws shall be binding on all members of the said corporation, its officers and servants, and all other persons whomsoever lawfully under its control; provided that no by-law shall be made or enacted by the said corporation without notice in writing thereof having been given by one member, and seconded by another member at a previous general meeting, and duly entered in the books of the said corporation as a minute of the said corporation.

Proviso:
notice of pro-
posed by-
laws,

Who may be-
come members
of the corpora-
tion and how.

11. Each and every person then resident in the Town of Chatham, and being or having been a merchant, trader, mechanic, manager of a bank or insurance agent, shall be eligible to become a member of the said corporation; and at any general meeting of the said corporation it shall be lawful for any member of the said council or of the said corporation, to propose any such person as aforesaid as a candidate for becoming a member of the said corporation, and if such proposition shall be carried by a majority of two-thirds of the members of the said corporation, then present, he shall thenceforth be a member of the corporation, and shall have all the rights and be subject to all the obligations which the other members possess or are subject to; provided always, that any person not being a merchant or trader, mechanic, manager of a bank, or insurance agent, shall be eligible to become a member of the said corporation in manner aforesaid, in case such person shall be recommended by the council of the Board of Trade at any such meeting.

Proviso:
as to members
not being
traders, &c.

Special gen-
eral meetings.

12. It shall be lawful for the said council, or a majority of them, by a notice inserted in one or more newspapers published in the said town of Chatham, one day previous to the said meeting, or by a circular letter signed by the Secretary of the said corporation, to each member, and mailed one day previous to the said meeting, to call a general meeting of the said corporation for any of the purposes of this Act.

Meetings of
the Council.

13. It shall be competent to the said council to hold meetings from time to time, and to adjourn the same when necessary, and, at the said meetings, to transact such business as may, by this Act, or by the by-laws of the corporation, be assigned to them; and such meetings of the council shall be convened by the Secretary, at the instance of the President, or upon the request of any two members of the council, and the said council shall, in addition to the powers hereby expressly conferred on them, have such powers as shall be assigned to them by any by-law of the corporation, except only the power of enacting or altering any by-law, or admitting any member, which shall be done in the manner provided for by this Act, and no other; and any five or more members of the council, lawfully met (and of whom the President or Vice-President shall be one, or, in case of their absence, any five or more members lawfully met) shall be a quorum, and any majority of such quorum may do all things within the powers of the council; and at all meetings of the said council and at all general meetings of the corporation, the President, or in his absence, the

Powers.

Quorum.

Who to pre-
side.

Vice-President, or if both be absent, any member of the council then present who may be chosen for the occasion, shall preside, and shall in all cases of equality of votes upon any division, have a casting vote.

5 14. It shall be the duty of the said council, as soon as may be after the passing of this Act, to frame such by-laws, rules and regulations, as shall seem to the said council best adapted to promote the welfare of the said corporation and the purposes of this Act, and to submit the same for adoption at a general meeting of the said corporation called for that purpose, in the manner hereinbefore provided.

15 15. All subscriptions of members due to the said corporation, under any by-law, all penalties incurred under any by-law, by any person bound thereby, and all other sums of money due to the said corporation, shall be paid to the Secretary thereof, and in default of payment, may be recovered in any action brought in the name of the said corporation, and it shall only be necessary in such action to allege that such person is indebted to the said corporation in the sum of money, the amount of such arrearage, on account of such subscription, penalty or otherwise, whereby an action hath accrued to the said corporation by virtue of this Act.

25 16. On the trial or hearing of any such action, it shall be sufficient for the said corporation to prove that the defendant at the time of making such demand, was or had been a member of the said corporation, and that the amount claimed by such subscription, penalty, or otherwise, was standing unpaid upon the books of the said corporation.

30 17. The meetings of the members of the council shall be open to all members of the said corporation who may attend at the same, but who shall take no part in any proceedings thereat; and minutes of the proceedings at all meetings, whether of the said council or the said corporation, shall be entered in books to be kept for that purpose by the Secretary of the said corporation; and the entry thereof shall be signed by the president of the said council, or such other person who at the time shall preside over any such meeting; and such books shall be open at all reasonable hours to any member of the said corporation, free from any charge.

40 18. At the same time and times as are hereby appointed for the election of the said council, and, in the same manner, it shall be lawful for the members of the said corporation to elect from their number twelve persons, who shall form a board, which shall be called "The Board of Arbitration," and any three of whom shall have power to arbitrate upon and make their award in any commercial case or difference which shall be voluntarily referred to them by the parties concerned; and whenever any such parties shall agree to bind themselves, by bond or otherwise, to submit the matter in dispute between them to the decision of the said board of arbitrators, such submission shall be understood to be made to any three members of the said board, who may, either by the especial order of the said board, or by virtue of any general rules adopted by them, or under any by-law of the said corporation touching the consideration of any cases so submitted, be appointed to hear, arbitrate and decide upon the case or cases so submitted to them, and such decision shall be binding upon the

- Form of sub-
mission. said board and the parties making the submission; and any such submission shall be according to the form set forth in the schedule to this Act, or in words to the same effect.
- Members to be
sworn. **19.** The several members of the said Board of Arbitration shall, before they act as such, take and subscribe before the President or Vice-President of the said corporation, an oath they they will faithfully, impartially and diligently, perform their duties as members of the said Board of Arbitration, and this oath shall be kept among the documents of the said corporation. 5
- Members of
Council may
be arbitrators. **20.** Any member of the council of the said corporation may at the same time be a member of the said Board of Arbitration. 10
- Powers for
hearing cases. **21.** The three members appointed to hear any case submitted for arbitration, as aforesaid, or any two of them, shall have full power to examine upon oath (which oath any one of such three members is hereby empowered to administer) any party or witness, who, appearing voluntarily before them, shall be willing to be so examined, and shall give their award thereupon in writing, and their decision, or that of any two of them, given in such award, shall bind the parties according to the terms of the submission and the provisions of this Act. 15 20
- Award.
- Power to ap-
point board of
examiners of
inspectors. **22.** From and after the passing of this Act, it shall be lawful for the council of the said corporation to appoint five persons to constitute a Board of Examiners for the Town of Chatham, for the year commencing on the first day of September then next, and ending on thirty-first day of August following, to examine applicants for the office of inspector of flour and meal, or of any other article subject to inspection, and for the said council to do all such other acts, matters and things, connected with the inspection of flour and meal or any other article, and have as full power and be subject to the same conditions as those conferred upon and required of the councils of the Boards of Trade, by virtue of the Act chapter forty-seven of the Consolidated Statutes of Canada; and the said examiners and inspector shall also be subject to all the conditions, requirements, oaths, matters and things (touching their offices) set forth in the said Act. 25 30 35
- Oaths and
affirmation. **23.** Any person who may by law, in other cases, make a solemn affirmation, instead of taking an oath, may make such solemn affirmation in any case where by this Act an oath is required; and any person hereby authorized to administer an oath may in such case as aforesaid, administer such solemn affirmation; and any person who shall wilfully swear or affirm falsely, in any case where an oath or solemn affirmation is required or authorized by this Act, shall be guilty of wilful perjury. 40
- Her Majesty's
rights saved. **24.** Nothing in this Act shall affect any rights of Her Majesty, Her Heirs or Successors, or of any party or person, whomsoever, such rights only excepted as are herein expressly mentioned and affected. 45

SCHEDULE.

Form of a submission to the Board of Arbitration.

Know all men, that the undersigned _____ and the undersigned (if there be more parties, that is, more separate interests, mention them,) having a difference as to the respective rights of the said parties, in the case hereunto subjoined, have agreed and bound themselves under a penalty of _____ dollars, to perform the award to be made by the Board of Arbitration of the Board of Trade of the Town of Chatham, in the case aforesaid, under the penalty aforesaid, to be paid by the party refusing to perform such award to the party ready and willing to perform the same.

In witness whereof the said parties have hereunto set their hands and affixed their seals at the Town of Chatham, on the _____ day of _____ A.D., 18 _____

A.B., [L.S.]
 C.D., [L.S.]
 E.F., [L.S.]

FORM OF OATH.

To be taken by Members of the Board of Arbitration.

I swear that I will faithfully, impartially and diligently perform my duty as a member of the Board of Arbitration of the Board of Trade of the Town of Chatham, and that I will in all cases in which I shall act as arbitrator, give a true and just award, according to the best of my judgment and ability, without fear, favor, or affection, of or for any party or person whomsoever. So help me God.