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No. 381.

(PRIVATE BILL.)

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1st Session, 4th Parliament, 16 Victoria, 1853.

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## BILL.

An Act to incorporate *The Toronto Locomotive Manufacturing Company.*

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Received and Read a first time, Thursday, 28th  
April, 1853.

Second Reading, Monday, 2nd May, 1853.

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MR. BROWN.

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PRINTED BY  
W. BROWN, 1853.

An Act to incorporate "*The Toronto Locomotive Manufacturing Company.*"

WHEREAS George A. Phillpotts, Messrs. Bowes and Hall, Preamble.  
 Moffatt and Murray, Ezekiel F. Whittmore, Ross Mitchell  
 and Company and James Brown, all of the City of Toronto, in the  
 United Counties of York, Ontario and Peel, have petitioned the  
 5 Legislature that an Association under the style and title of "*The  
 Toronto Locomotive Manufacturing Company*" may be incor-  
 porated to enable and empower the said Association or Company to  
 enter into, carry on and conduct all the necessary business connected  
 with or appertaining or belonging to the manufacture of Locomotive  
 10 power and Engines required for Railroads or otherwise, and for all  
 repairs connected with the same, or for furnishing and supplying all  
 furniture that may be required for Railroads or other purposes  
 connected therewith, and with anything appertaining to Locomotive  
 power ; And whereas it is considered that such an Association  
 15 would be greatly beneficial to the interests of the Province and  
 tend to develop the powers and capabilities of the same, and retain  
 a large amount of expenditure which must shortly take place within  
 the Province, instead of being expended in a foreign country ; Be  
 it therefore enacted, &c.,

20 That the persons aforesaid with Casimir S. Gozwski, James  
 Beatty, Thomas Hayes, Thomas D. Harris, and all such other  
 persons as now are or shall become Shareholders of the said  
 Company, shall be and are hereby ordained, constituted and  
 appointed to be a Body Corporate and Politic in Law, fact and  
 25 in name, by the style and title of "*The Toronto Locomotive  
 Manufacturing Company,*" and by that name, style and title,  
 they and their successors shall and may have continual succession,  
 and shall be capable in law of suing and being sued, pleading and  
 being impleaded, answering and being answered unto, defending  
 30 and being defended, in all manner of suits, actions, complaints,  
 matters and causes whatsoever, and that they and their successors  
 may have a Common Seal and may change and alter the same at  
 pleasure, and also that they and their successors by and under the  
 said name, style and title, shall be capable in Law of purchasing,  
 35 holding or conveying in any way whatever, any estate, real or per-  
 sonal, for the use of the said Corporation, subject to the rules and

Certain persons incorporated.

Corporate name and general powers.

**Proviso.** conditions hereinafter contained ; Provided always, that the said Company shall hold no real estate except for the actual use and occupation of the Corporation, save only in the case hereinafter provided for.

**Capital Shares.** II. And be it enacted, That the Capital Stock of the said Company shall not exceed the amount of one hundred thousand pounds, to be composed of shares of the value of twenty-five pounds for each share, and that the number of shares in the said Company shall not exceed the number of four thousand shares.

**Payment at time of subscribing. &c.** III. And be it enacted, That it shall be lawful for any person or persons, or body politic or corporate, to subscribe for such and so many shares as he, she or they may think fit, and two and a-half per cent. shall be paid at the time of subscription or within one month thereafter, and the remainder shall be payable as the majority of the Directors hereinafter named shall determine upon: Provided always, that no call shall exceed twenty per cent., and that no instalment shall become payable until after thirty days' notice shall be given by the said Directors in some more than one public newspaper published in the City of Toronto ; and if any Stockholder or Stockholders shall, after such notice, refuse or neglect to pay to the said Directors such call or instalment due upon such share or shares held by him, her or them, such share or shares shall or may, in the option of the said Directors, or of the Directors for the time being hereinafter provided for, become forfeited, together with the amount or amounts paid thereon, and such forfeited share or shares may be disposed of as the Directors for the time being may think fit, in any manner whatsoever, or the same may become vested in and for the benefit of the said Company, as the said Directors may determine.

**Proviso ; as to calls on remainder of Stock ; and mode of enforcing payment of calls by forfeiture.**

**Enforcing payment of calls by suit.** IV. And be it enacted, That in case the said share or shares shall or may not be deemed forfeited for or by reason of the non-payment of any of the calls or instalments thereon to be made as aforesaid, that the said Company may sue for the same or anything due thereon, and that in all actions or suits for the recovery of such calls or arrears, it shall be sufficient for the said Company to declare in an action of Debt in manner following :

**Declaration.** " For that whereas the defendant heretofore, to wit, on the day of , 18 , was indebted to ' The Toronto Locomotive Manufacturing Company ' " in the sum of for divers calls and dues upon certain stock and shares of the said Company held by the defendant before then due and unpaid upon the said stock and shares ; and, being so indebted, then became liable to pay the said amount to the said plaintiffs, whereby an action hath accrued to the said plaintiffs to ask and demand the same from

“ the defendant ; yet the defendant, although often requested so to do, hath not paid the same, or any part thereof, to the plaintiff’s damage of                                      Wherefore they bring suit, &c.”

And, on the trial, it shall only be necessary to prove that the defendant was owner of certain shares, and the call or calls thereon, and the notice required by this Act, and no other fact or thing whatsoever.

V. And be it enacted, That the business of the said Corporation shall be, and they shall have full power and authority to make, construct and build all and every kind of Engine, Locomotive, and furniture for or connected with anything that may be required for Railroads, Steamboats, or machinery of any kind, or for the repair or refitting of the same, and every thing connected with and appertaining thereto.

VI. And be it enacted, That it shall and may be lawful for the said Corporation to purchase, acquire and hold any lands, tenements, real or personal estate necessary for carrying on the business of the said Corporation, or any Debentures or other Securities public or private which shall come into their hands *bona fide* in the course of their business aforesaid, in payment of or for securing the payment of any debt due to them in the course of such business, or any lands or real property which having been mortgaged or pledged to them for securing debts to them incurred *bona fide* in the course of their business aforesaid, may by reason of such pledge or mortgage become their property, or shall be purchased by them at any sale thereof in execution of any order or judgment of a competent Court in their favor, and to sell, exchange and dispose of any property real or personal which they may lawfully purchase or acquire under this Section, in such manner as the said Company or the Directors thereof for the time being may deem expedient.

VII. And be it enacted, That the affairs and concerns of the said Company shall be managed by a Board of five Directors, one of whom shall be chosen President, and Manager of the said Company, which Board shall consist of, in the first instance, until others be chosen according to the provisions hereinafter mentioned, of Casimir S. Gzowski, James Beatty, Thomas Hayes, Thomas D. Harris and John G. Bowes, and which said Directors shall hold office, and shall have full power and authority to manage and conduct the affairs of the Company until others be chosen, according to the provisions hereinafter contained, and shall have full power and authority to commence, conduct and manage, all

Proof.

Business of the Company.

Company may acquire and hold certain property in the regular course of their business.

And may dispose of the same.

First Directors named.

Their powers.

the affairs of the said Company, according to the said provisions, and appoint all and every officer and officers of the said Company they may think requisite.

A certain portion of the Capital to be subscribed for and paid in part before the Company commence business.

VIII. And be it enacted, That so soon as one-fourth part of the Capital Stock of the said Company shall be subscribed, and the amount of twenty-five per cent. thereon shall be paid up, the the said Directors appointed by this Act may commence, enter into, and carry on the business and affairs of the said Company, and the same shall from thenceforth be considered to be in operation and existence ; and the said Directors, for the time being, shall have full power and authority to conduct and manage the affairs of the said Company, and to enter into any or all engagements or contracts for or on behalf of the said Company, and the business connected therewith, and to carry on the same and do every thing that is necessary therefor.

First General Meeting and election of Directors.

IX. And be it enacted, That so soon as one-half of the Capital Stock of the said Company shall be subscribed, and the amount of fifty per cent. shall be paid up thereon, it shall and may be lawful to and for the Shareholders and subscribers of such stock, at such time and place as the Directors herein mentioned shall appoint, to proceed to the election of five Directors by ballot, notice having been given in some more than one public newspaper published in the City of Toronto, at least sixty days before such Election ; and any person (but no other) who shall be holder of at least twenty shares of the said stock, shall be eligible to be appointed such Director or Directors ; and such Directors, who shall be so chosen, shall proceed within ten days to appoint one of the said Directors so chosen, to be the President and Manager of the said Company : Provided no person shall be eligible to be elected such Director, if he shall be in any way in default to the said Company for or on any account of any share or shares held by him ; And provided also, that the Directors hereby appointed shall have full power and authority at any time after the said Company shall go into operation, or, in case of the death of any Director, to call a meeting of the Shareholders of the said Company and proceed to the election of other Directors or Director as herein provided for.

Qualification of Directors.

Proviso,

Proviso.

Voting by proxy.

X. And be it enacted, That every Stockholder shall be entitled to a vote for every share that he may at the time of such Election hold or be entitled to, provided he be not in default in any way, and that he may vote personally or by proxy, provided such proxy be a Stockholder not in default, whose appointment as such proxy shall bear date within twelve months of the time of such Election, and sufficient proof be given thereof.

XI. And be it enacted, That the said Directors herein appointed, or the Directors for the time being, or the majority of them, shall have full and ample power and authority to make, alter and enact all and every necessary By-law and By-laws, Rules and regulations for the regulation and management of the said Company, either as to the amount of the calls or instalments on the said stock, the way or manner or time in or at which the same shall be paid, and to do every thing they deem expedient as to the direction, management, carrying on and satisfactory working and progress of the said Company, and to declare and distribute any dividend or dividends or profits arising from the business of the said Company at such times or seasons as they shall deem expedient, and to appoint any officer or officers of or for the said Company at such salary as they may think fit.

Directors to make By-laws.

Other powers vested in them.

XII. And be it enacted, That the Stock of the said Company shall and may be transferrable and assignable in any or such way as the Directors of the said Company for the time being shall appoint and direct.

Transfer of Stock.

XIII. And be it enacted, That in all actions, suits or prosecutions, in which the said Company may be at any time engaged, any Officer or Stockholder in the said Company shall be a competent witness for, on behalf of, or against the said Company, notwithstanding any interest he may have therein.

Stockholders, &c., may be witnesses.

XIV. And be it enacted, That this Act be and is hereby declared a Public Act.

Public Act.

XV. And be it enacted, That this Act shall be null and void unless the Company shall go into operation within five years from the passing thereof.

Forfeiture by non-user.