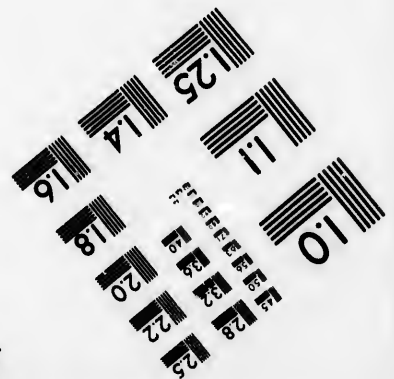
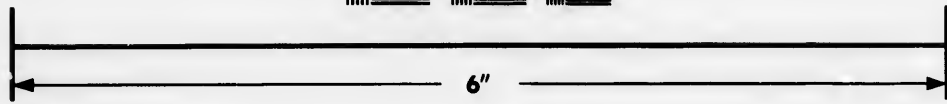
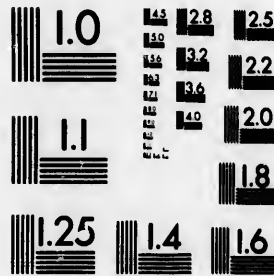


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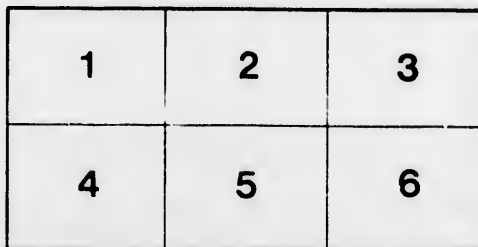
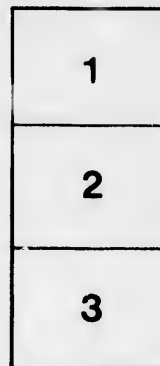
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BY-LAWS

OF

THE NOVA SCOTIA

SUGAR REFINERY

(Limited,)

WITH

ACT OF INCORPORATION.

Incorporated 10th April, 1880.

HALIFAX, NOVA SCOTIA:
PRINTED BY JAMES BOWES & SONS, BEDFORD ROW.
1880.

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BY-LAWS

OF

The Nova Scotia Sugar Refinery, (Limited.)

FIRST.—The affairs and business of “The Nova Scotia Sugar Refinery” shall be managed by five Directors, who shall elect one of their number President. In the event of a vacancy in the Directory either by death, resignation, refusal to act, or otherwise the other Directors shall elect a shareholder, who shall be qualified as hereinafter provided, to fill such vacancy until the next General Meeting of the shareholders.

SECOND.—No shareholder shall be qualified to be elected or to act as a director, unless he shall be proprietor in his own right of at least twenty shares, nor unless he shall be a resident of the City of Halifax, or Town of Dartmouth.

THIRD.—The Annual Meeting of the shareholders shall, commencing with the year 1881, be held on the first Tuesday of February in each year, at such time and place in the City of Halifax as the Directors may appoint. All meetings of the Company both special and general, shall be called by publishing a notice thereof for ten days, immediately preceding each meeting in two newspapers published in the City of Halifax, and by mailing a notice to each stockholder at least ten days before the day fixed for such meeting.

FOURTH.—At such Annual Meeting the shareholders present or represented by proxy, shall elect by ballot five Directors, and such Directors shall at their first meeting thereafter elect from amongst themselves a President. Such Directors shall hold office until a new Directory shall have been elected, but the outgoing Directors shall, provided they are otherwise qualified, be eligible for re-election.

- Chairman.** In the absence of the President from any meeting of the Stockholders or Directors, as the case may be, they shall respectively choose one of their own number as Chairman to preside at such meeting—but if present, the President shall preside at all meetings both of the Directors and Shareholders.
- Quorum.** **FIFTH.**—Three or more of the Directors, including the President or Chairman, as the case may be, shall constitute a quorum for the transaction of business.
- Directors to appoint Secretary, &c.** **SIXTH.**—The Secretary, Treasurer, and all other necessary officers and clerks shall be appointed by the Directors, who shall define the respective duties of each, and shall award to each of them such remuneration as they shall see fit, and they shall take such security for the due performance of their respective duties as the said Directors may deem proper.
- President.** **SEVENTH.**—The President (or chairman acting in his absence, but elected by the Directors as hereinbefore provided) shall execute all documents on behalf of said Company, and shall affix the seal of the Company thereto, shall preside at all meetings and shall sign or endorse all negotiable paper and all orders or checks for money; and all such documents, negotiable paper, orders and checks, respectively, shall be countersigned by the Secretary.
- Directors' Meetings.** **EIGHTH.**—The Directors shall meet as often as the business of the Company requires, and each Director, including the President, shall have one vote; and in the event of a tie, the President, or chairman acting in his absence from the meeting, shall have a second or casting vote.
- Secretary.** **NINTH.**—The Secretary shall attend all meetings of Directors and shareholders, and he shall make and keep a true record of all votes, acts, and proceedings of the Company and the Directors, respectively.
- Special Meetings.** **TENTH.**—The President may of his own accord, and shall on the written requisition of not less than ten shareholders, representing not less than one thousand shares on which no calls shall then be overdue and unpaid, call a general meeting of the shareholders. The object of such meeting shall be distinctly stated in such requisition, and the time,

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place and object of such meeting shall be notified as required by Article Three of these By-laws. The President shall have power to call special meetings of the Directors whenever he shall see fit to do so, and it shall be his duty to do so when requested in writing by any two of the Directors, the object of such meeting being stated in such requisition.

ELEVENTH.—No shareholder shall (notwithstanding anything in these By-laws contained) be permitted to vote either in person or by proxy at any meeting until he shall have paid all calls due upon his shares. Call to be paid before voting.

TWELFTH.—The Company shall have a lien upon dividends payable on stock, in respect of which any calls remain overdue and unpaid, and the Directors may, if they think proper, retain any dividends so payable, and appropriate the whole or so much thereof as may be necessary to satisfy any calls then due upon stock held by the party entitled to such dividend; or to satisfy any debt then outstanding in anywise incurred by such shareholder to the Company; or the Company, at the option of the Directors, may, without prejudice to such lien, proceed at law to recover such calls or indebtedness. Lien on Dividends.

THIRTEENTH.—Any shareholder may appoint his proxy in writing (the person so appointed must be a shareholder), who may vote for him in matters concerning the Company, such writing to be deposited (except as regards the meeting to organize the Company) with the Secretary in the office of the Company, at least twenty-four hours before the hour fixed for the meeting at which said person intends to represent his constituent. Proxies.

FOURTEENTH.—Every shareholder who shall not be in arrears for calls, and who shall be present in person or represented by proxy as provided by the next preceding article, shall have one vote for every share he or she shall hold in said Company: The voting in general and special meetings of the shareholders shall always be conducted by ballot. (See Act 3.) Voting.

FIFTEENTH.—The Directors shall, amongst other things, have power to make all calls upon stock, and Calls on Stock.

shall from time to time make all such calls as in their judgment may be necessary or beneficial for the said Company. They shall prescribe the amount of such calls and the time and place for payment thereof, and otherwise determine and regulate all other matters connected therewith.

Transfers. SIXTEENTH.—No transfer of any share or shares shall be deemed or held valid, unless entered and subscribed by the parties in the Company's Books, or by their agents or attorneys duly authorised in writing—but no transfer of any share or shares which have not been fully paid up shall be valid unless, nor until the same be approved of by the Directors of the Company by a formal vote in that behalf.

Transfers. SEVENTEENTH.—The transfer books of the Company shall be closed for a period of at least fourteen days next, before the day appointed for the payment of a dividend.

Directors' powers. EIGHTEENTH.—The Directors shall have power to negotiate for, select, and purchase all lands and properties both real and personal necessary for the purposes of said Company, and to make and execute in the manner indicated by Article Seven of the By-laws, all necessary contracts and other engagements connected therewith, and they shall attend to the construction, equipment, and general managements of all buildings and erections, and do and transact all other business of said Company. They shall also prescribe the forms of stock certificates and transfers thereof, and shall also determine how and by whom such certificates shall be signed; and they shall likewise attend to and perform all such other business as may from time to time arise, and which they may deem necessary in the interests of the Company to be done.

Seal. NINETEENTH.—The Corporation Seal shall consist of the words, "The Nova Scotia Sugar Refinery," engraved upon a circle enclosing the words, "Halifax, September 1879."

Alteration of By-Laws. TWENTIETH.—The By-laws of the Company may be revoked, altered, or amended, or new ones adopted, with the concurrence of two-thirds in interest of the stockholders present, or duly represented

by proxy, at any special or general meeting of the Company, but no addition to or other change or alteration in these By-laws shall be made at any meeting, unless distinct notice of such proposed additions, changes or alterations shall have been given by notice mailed to each shareholder at least thirty days before the meeting at which such additions, changes or alterations are intended to be made.



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HALIFAX, Oct. 1st., 1879.

I hereby certify that the above and foregoing By-Laws were duly passed at a regularly called meeting of the Shareholders of said Company, held on the 30th day of September last past.

THOS. A. RITCHIE,
President.

(Countersigned)
N. H. MEAGHER,
Secretary.

Confirmed by Council

ADAMS G. ARCHIBALD,
Lieut.-Governor.

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AN ACT
TO INCORPORATE
The Nova Scotia Sugar Refinery, (Limited.)

Passed 10 April, 1880.

WHEREAS certain persons have associated themselves in this Province, into a Company designated as "The Nova Scotia Sugar Refinery," under the provisions of an Act of this Province entitled "An Act of certain Joint Stock Companies," and the said Company having complied with the provisions of said Act have continued in operation from their association thereunder in the year of our Lord, one thousand eight hundred and seventy-nine to the present time. Preamble.

And whereas the Capital Stock of said Company, represented by lands held by them in fee simple, erections thereon, cash in hand, and other things, is of the value of at least seventy-five thousand dollars.

And whereas at least three hundred thousand dollars stock has been subscribed for in said Company, and at least twenty-five per cent. thereof has been actually paid in cash, and the shareholders are desirous of being incorporated under an Act of this Province. Be it therefore enacted by the Governor, Council and Assembly as follows :

First.—The said "The Nova Scotia Sugar Refinery," and the shareholders in that Company, their successors and assigns shall be and are hereby declared to be a body politic, and corporate by the name of "The Nova Scotia Sugar Refinery, (limited)," for the purpose of purchasing and holding such lands and other property, of erecting and constructing such buildings, wharves and machinery, as may be necessary or useful for refining sugar from raw or unrefined sugar, molasses, beet root or other substances capable of being manufactured into merchantable refined sugar, and of dealing in and vending such refined Name, &c.

t. 1st., 1879.

By-Laws were
Shareholders of
last past.

ITCHIE,
President.

IBALD,
ut.-Governor.

sugar, and all articles of merchandise or other commodities connected therewith, and also for the further purposes—in addition to the matters and things above referred to—of doing and transacting all such other business and things as may be incident or necessary to the successful carrying on of the business of refining sugar and disposing of the same.

Capital. *Second.*—The Capital Stock of the Company shall be Five Hundred Thousand Dollars, to be divided into Five Thousand Shares of One Hundred Dollars each, which shall be personal property, transmissible and assignable as such.

Issue of Stock *Third.*—The Directors are hereby authorised, when and so soon after the passing of this Act as they may deem it necessary in the interests of the Company to do so, to issue shares from time to time, and in such quantities, and to such extent as they may think proper, but not so as to exceed in the whole the difference between the amount of stock heretofore declared to have been subscribed for in said first Company, and the sum of Five Hundred Thousand Dollars mentioned in the Second Section of this Act.

First Call. The Three Hundred Thousand Dollars Stock which have been subscribed for in said Company, for the purpose of its going into operation under said Joint Stock Companies Act, and the payment of upwards of Seventy-five Thousand Dollars made on account thereof, shall be and be taken and deemed to be a sufficient subscription and payment to entitle the said Company to go into operation under this Act immediately after the passage thereof.

Real Estate. *Fourth.*—The Company may purchase, take hold, and enjoy real estate, including that now held by said Company, not exceeding Three Hundred Thousand Dollars: and the Directors shall have power to sell, mortgage, lease, convey or otherwise dispose of the same whenever they shall deem it expedient in the interests of the Company to do so.

Directors. *Fifth.*—Thomas A. Ritchie, Michael Dwyer, Robert Boak, James Butler and Edward P. Archbold, the present Directors of said Company shall continue to be the Directors of said Company until the Annual Meeting, to be held in the year of our Lord, One

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Thousand Eight Hundred and Eighty-one, and in the event of a vacancy occurring therein in the meantime by death, resignation, or otherwise, the other Directors shall elect a person from amongst the shareholders to fill such vacancy until the said annual general meeting to be held in the year of our Lord, One Thousand Eight Hundred and Eighty-one, provided, however, that such person so to be elected, shall be eligible therefore under the provisions of any By-laws which may be in force for the time being. The said Directors shall, until the election of officers at the Annual General Meeting to be held in February, A. D. 1881, have all the rights and powers conferred by this Act, and which they might or could have exercised had they been elected under the provisions hereof.

Sixth.—Immediately upon the passing of this Act, all lands, wharves and other property, both real and personal, belonging to said Company, under its first organization, shall vest in and become the property of the Company, hereby created to the same extent as the same is now held by said Company. And the Company hereby created, shall, as to all contracts, agreements and rights of action, remedies and defence, stand in the same position as the said first Company would have done if this Act had not been passed, and the organization, made under said Joint Stock Companies Act, shall be effective and valid for all purposes under this Act.

Seventh.—The Annual Meeting of the Company ^{Annual Meet-} for the year A. D. 1881, shall be held on the first ^{ing.} Tuesday in February, at such place in the City of Halifax as the Directors shall determine. Notice of the time and place of holding such meeting shall be given in two newspapers, published in the City of Halifax, such notice to be inserted daily for at least ten days next before the day fixed for such Annual General Meeting. Subsequent Annual General Meetings shall be called and held under the authority of, and in accordance with the provisions of the By-Laws in force for the time being.

Eighth.—The By-Laws passed by said Company ^{Confirming} under its said organization, and which have been ^{By-Laws.} approved by the Governor in Council, and filed in the Registry of Deeds at Halifax and in the Provincial

Secretary's Office, in accordance with the requirements of the law, shall, except so far as the same may be modified or affected by this Act, continue in full force until the Company hereby created shall have made and passed By-Laws.

Shareholders'
Liability.

Ninth.—No member of the Corporation shall be liable in his person or separate estate for the debts of the Company to a greater amount in the whole than the amount of stock held by him, deducting therefrom the amount actually paid on account of such stock, unless he shall have rendered himself liable for a greater sum by becoming surety for the debts of the Company; but no shareholder who may have transferred his interest in the stock of the Company shall cease to be liable for any contracts of the Company entered into before the date of such transfer, so as any action in respect of such liability shall be brought within six months after such transfer.

Transfers.

Tenth.—The transfer of shares in the Company shall be valid and effectual for all purposes from the time such transfer is made and entered upon the books of the Company; but no transfer of shares shall be entered upon the books of the Company, nor shall any transfer thereof be of any force or effect, unless, nor until, the same shall have been approved of by a resolution of the Directors, passed at a regular meeting of the Board; but no such approval shall be necessary in the case of shares which have been fully paid up.

Transfers.

Eleventh.—The Directors may, amongst other grounds, whether such stock is fully paid up or not, decline to receive, approve of, or register, any transfer of shares belonging to any member who, or the firm of whom he is a member, is indebted to the Company.

Lien on Divid-
ends.

Twelfth.—The Company shall have a lien upon dividends, payable on stock, in respect of which any calls remain overdue and unpaid, and the Directors may, if they think proper, retain any dividends so payable and appropriate the whole, if necessary, or so much thereof as may be necessary, to satisfy any calls, then unpaid, upon the stock held by the party entitled to such dividend. The Company shall also have a lien for any overdue debt on the shares and

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unpaid dividends of the debtor thereof; and the Directors may decline to allow any transfer of the shares of such debtor until such debt is paid, and if such debt is not paid when due, the Company, through their Directors, may sell such shares, but not until after notice has been given to the holders thereof, of the intention of the Company to sell the same, by mailing such notice in the Post Office to the last known address of such holder, at least thirty days prior to such sale; and upon such sale being made the President or Secretary of the Company shall execute a transfer of such shares to the purchaser thereof, in the usual transfer-book of the Company, which transfer shall vest in such purchaser all the rights in or to such shares which were possessed by the holder thereof, with the same obligation of warranty on his part as if he were the vendor thereof, but without any warranty from the Company or its officers executing such transfer. Such sale shall be by public auction, and the same shall be advertised for, at least five days, in two daily newspapers published in the City of Halifax.

Thirteenth.—The Directors may from time to time Calls. make such calls upon the members in respect of all moneys unpaid upon their respective shares as they shall think fit, at such times and places, and in such payments and instalments as they may deem necessary.

Fourteenth.—A call shall be deemed to have been Calls. made at the time when the resolution of the Directors authorizing such call was passed.

Fifteenth.—In any action to recover a call, or Calls. calls, it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one or more shares (stating the number of shares), and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more, upon one share or more (stating the number of calls and amount of each,) whereby an action hath accrued to the Company under this Act; and a certificate under the seal, and purporting to be signed by any officer of the Company, to the effect that defendant is a shareholder, that such call, or calls, has, or have been made, and that so much is due by him, and unpaid, thereon.

shall be received as against the defendant in all courts as *prima facie* evidence to that effect. The provision of this Section shall apply as well to calls to be made on the stock hereinbefore declared to have been subscribed as to stock subscribed for under this Act.

Seal not necessary.

Sixteenth.—The Company shall have power to become parties to drafts, bills of exchange, and promissory notes, and any such draft, bill of exchange, or promissory note made, drawn, accepted, or endorsed by the President, and counter-signed by the Secretary or Treasurer of the Company, shall be binding on the Company; and every such draft, bill of exchange, or promissory note made, drawn, accepted, or endorsed in the manner and by the parties above indicated, shall be presumed to have been properly made, drawn, accepted, or endorsed, until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to any such draft, bill of exchange, or promissory note; nor shall the President or other officer of the Company so making, drawing, accepting, or endorsing, any such promissory note or bill of exchange for said Company be thereby subjected, individually, to any liability beyond his liability as a member of such Company.

Voting.

Seventeenth.—At all meetings of the Company each shareholder shall be entitled to one vote for each share then held by him—such votes may be given in person or by proxy—the holder of such proxy being himself a shareholder; but no shareholder shall be entitled either in person or by proxy to vote at any meeting unless he shall have paid all the calls upon all the shares held by him. All questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote, in case of an equality of votes. The Directors shall always be elected by ballot, but all other questions may be decided by open voting.

Eighteenth.—This Act shall cease and determine, if effective works shall not be begun and continued under it, within two years from the date of its passing.

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Nineteenth.—Upon the happening of losses where-^{Winding up}
by the paid-up capital of the Company shall be ^{Act.}
reduced by two-thirds the amount thereof, the Direc-
tors shall call a special meeting of the shareholders
to take into consideration the affairs of the Company.
Such meeting shall be called by advertisement, pub-
lished in every issue of at least two daily newspapers
published in the City of Halifax for a period of
thirty days next, before the holding thereof, and the
Secretary shall also send a notice of such meeting
by mail to every shareholder, at least ten days before
the day fixed for such meeting, such notice to state
the object of such meeting. At such meeting it shall
be competent for a majority in interest of all the
shareholders who are under the provisions of this
Act and the By-laws entitled to vote, to resolve or
declare that the said Company shall be dissolved;
and it shall also be competent for such majority in
interest at such meeting to appoint five persons from
amongst the shareholders to assist the Directors in
winding up said Company. The said five share-
holders so to be chosen as aforesaid, and the Direc-
tors for the time being of said Company shall to-
gether constitute a committee to wind up said
Company; and such committee shall, as regards its
meetings, procedure thereat, and mode of voting, be
governed by the provisions of the By-laws and this
Act.

Twentieth.—Within ten days after the passage of ^{Winding up}
such resolutions, and the appointment of five share- ^{Act.}
holders as aforesaid, the Directors shall pass a
resolution declaring the Company dissolved, and
such resolution shall be forthwith published in the
Royal Gazette newspaper, and thereupon the Com-
pany shall cease and determine, but the Directors
shall continue in office during such time as shall be
required for winding up the affairs and business of
the Company, and all corporate powers necessary
and requisite shall subsist and remain in force until
the whole of its affairs shall be finally settled.

Twenty-first.—The committee composed of said ^{Winding up}
five shareholders and the Directors shall, and they ^{Act.}
are hereby required, to adopt the most immediate
and effectual measures for settling, winding up, and
closing all the accounts, affairs, and business of the

Company, ascertaining, adjusting, and paying demands against the same, collecting the debts and unpaid balance on stock, if any, and converting the capital and property of the Company into money; and for dividing and paying to and among the shareholders and proprietors entitled thereto, the whole nett proceeds of the same, according to their respective shares and interest in the Company.

Name.

Twenty-second.—The Company shall paint or affix, and keep painted or affixed, their name on the outside of every office or place in which the business of the Company is carried on, and in a conspicuous position in letters easily legible, and shall have their name mentioned in legible characters, in all notices, advertisements and other publications of such Company, and all other writings used in the transaction of the business of the Company; and each of the Directors shall be liable to a penalty of twenty dollars for every neglect or omission of the name of the Company in any of the above cases.



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