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*3rd Session, 3rd Parliament, 12 Victoria, 1849*

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14

## BILL.

**AN ACT to provide for the formation of  
Incorporated Joint Stock Companies,  
for Manufacturing, Mining, Mechanical,  
or Chemical purposes.**

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HON. JAMES MORRIS.

14

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## BILL.

An Act to provide for the formation of Incorporated  
Joint-Stock Companies, for Manufacturing, Mining,  
Mechanical, or Chemical Purposes.

**W**HEREAS it is expedient to make provisions for Preamble.  
the registration of Joint-Stock Companies during  
the formation thereof, and also after such registration to  
invest such Joint-Stock Companies with some of the  
5 qualities and incidents of Corporations, subject to certain  
conditions and regulations: Be it therefore enacted, &c.

And it is hereby enacted, by the authority of the same, Statement or  
Declaration of  
formation and  
purposes of  
Joint Stock  
Company to be  
registered.  
That any three or more persons who may desire to form  
a Company for the purpose of carrying on any kind of  
10 Manufacturing, Mining, Mechanical or Chemical Busi-  
ness, may make and sign a statement or declaration in  
writing, in which shall be set forth the corporate name of  
the said Company, and the object or objects for which the  
same shall be formed, the amount of the capital stock of  
15 the said Company, the term of its proposed existence  
(which shall not exceed fifty years,) the number of shares  
of which the said stock shall consist, the number and  
names of the Trustees who shall manage the concerns of  
the said Company for the first year, and the names of  
20 the City, Town, or Village, Parish, Township, or Extra-  
Parochial Place and County in which the operations of  
the said Company are to be carried on, and shall ac-  
knowledge such statement or declaration in duplicate  
before the Registrar or Register of such County or his  
25 Deputy, who are hereby authorized to receive such  
acknowledgement, and grant a certificate thereof; and  
one of the duplicates of every such statement or declara-  
tion shall be fyled by such Registrar or Register, or his  
Deputy, and an entry thereof shall be made by him in a  
30 book to be kept for that purpose, and the other of the  
said duplicates, with a proper certificate of the acknow-  
ledgement, fying, and registration thereof as aforesaid  
endorsed thereon, shall forthwith be transmitted to and  
fyled in the Office of the Secretary of this Province.

35 **II.** And be it enacted, That when the formalities pre-  
scribed in the foregoing section of this Act shall have  
been complied with, the persons who shall have signed  
the said statement or declaration, and their successors  
shall be a body politic and corporate in fact and in name  
40 by the name mentioned in such statement or declaration;  
and by that name shall have succession, and shall be  
capable of suing and being sued in any Court of Law or

Equity in this Province, and may have a common seal, and may from time to time break, alter and make new the same at pleasure: and they shall by their said corporate name be able and capable in law to purchase, hold and convey any real and personal estate, or movable and immovable property whatever which may be necessary to enable the said Company to carry on the operations mentioned in such statement or declaration, but shall not mortgage the same nor give any lien thereon. 5

Certified Copy  
of Statement  
to be *prima*  
*facie* evidence  
of its contents.

III. And be it enacted, That a copy of any such statement or declaration as aforesaid, registered in pursuance of this Act, certified by the County Registrar or Register or his Deputy to be a true copy, and of the whole of such statement or declaration, shall be received in all courts and places as *prima facie* evidence of the facts therein stated; and the compliance with the formalities prescribed in the first section of this Act shall be conclusively established by the insertion in the *Canada Gazette* of a notice to that effect, proceeding from the office of the Secretary of the Province. 10 15 20

Election of  
Trustees after  
the first year  
provided for.

IV. And be it enacted, That the stock, property and concern of every such Company as aforesaid shall be managed by not less than three or more than nine Trustees, who shall respectively be Stockholders in such Company, and subjects of Her Majesty either by birth or naturalization, and who shall, except the first year, be annually elected by the Stockholders at such time and place as shall be directed by the By laws of the Company; and notice of the time and place of holding such election shall be published not less than ten days previous thereto in the newspaper printed nearest to the place where the operations of the said Company shall be carried on; and the election shall be made by such of the Stockholders as shall attend for that purpose, either in person or by proxy. 25 30 35

All Elections to  
be by ballot.

V. And be it enacted, That all elections shall be by ballot, and each Stockholder shall be entitled to as many votes as he owns shares of stock in the said Company; and the person receiving the greatest number of votes shall be Trustees; and when any vacancy shall happen among the Trustees, by death, resignation or otherwise, it shall be filled for the remainder of the year in such manner as may be provided for by the By-laws of the said Company. 40

Corporation  
not to be dissolved  
by failure  
to elect Trustees  
on stated  
day.

VI. And be it enacted, That if it shall happen at any time that an election of Trustees of any such Company as aforesaid shall not be made on the day when, according to the By-laws of such Company, it ought to be 45

made, such Company shall not for that reason be dissolved; but it shall be lawful for the Stockholders of such Company to hold an election of Trustees on any other day in such manner as shall be provided for by such By-laws, and all acts of Trustees of any such Company as aforesaid shall be valid and binding as against such Company until their successors shall be elected.

VII. And be it enacted, That every such Company as aforesaid shall have a Chairman or President, who shall be elected by the Trustees from among themselves, and also such subordinate officers as the Company by its By-laws may require, who may be elected or appointed, and required to give such security for the faithful performance of the duties of their respective offices as the Company by its By-laws may provide.

Every Company to have Chairman and Officers.

VIII. And be it enacted, That it shall be lawful for the Trustees of any such Company to call in and demand from the Stockholders thereof respectively, all sums of money by them subscribed, at such times and in such payments or instalments as such Trustees shall deem proper, under the penalty of forfeiting the shares of stock subscribed for and all previous payments made thereon, if payment shall not be made by the Stockholders, respectively, within sixty days after a personal demand, or after notice requiring such payment shall have been published for six successive weeks in the newspaper nearest the place where the business of the Company shall be carried on as aforesaid.

Trustees may call in Stock subscribed by instalments.

IX. And be it enacted, That the Trustees of every such Company as aforesaid shall have power to make such By-laws as they shall deem proper for the management and disposition of the stock and business affairs of such Company for the appointment of officers, and for prescribing their duties and those of all artificers and servants that may be employed, and for carrying on all kinds of business within the objects and purposes of such Company; and any copy of the said By-laws or any of them purporting to be under the hand of the Clerk, Secretary or other officer of the said Company, and having the corporate seal of such Company affixed to it, shall be received as *prima facie* evidence of such By-law or By-laws in all Courts of Law or Equity in this Province.

Trustees may make By-laws.

X. And be it enacted, That the Stock of every such Company shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the By-laws of the Company; but no shares shall be transferable until all previous calls thereon shall have been fully paid in, or shall have been declared forfeited for the non-payment of calls thereon: and it shall not be lawful

Stock to be deemed Personal Estate, and how transferable.

for any such Company to use any of its funds in the purchase of any stock in any other Corporation.

Liability of Stockholders before and after payment of Capital.

XI. And be it enacted, That all the Stockholders of any Company that shall be incorporated under this Act shall be jointly and severally liable for all debts and contracts made by such Company, until the whole amount of the capital stock of such Company fixed and limited in manner aforesaid, shall have been paid in, and a certificate to that effect shall have been made and registered as prescribed in the next section of this Act, after which no Stockholder of such Company shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by such Company, beyond the amount of his share or shares in the capital stock of such Company so fixed and limited and paid in as aforesaid; save and except as hereinafter mentioned.

Certificate of payment of Capital Stock to be registered within thirty days after the payment of the last instalment.

XII. And be it enacted, That within thirty days after the payment of the last instalment of the capital stock of any such Company so fixed and limited as aforesaid, there shall be made and drawn up a certificate to that effect, which certificate shall be signed and sworn to by a majority of the Trustees of such Company, including the Chairman or President, and shall be registered within the said thirty days in the Registry Office of the County wherein the business of the said Company is carried on, and the Registrar or Register of such County or his Deputy is hereby authorized to administer the said oath, and to enter and register the said certificate in the book to be kept by him for the purpose of this Act as already mentioned; and such capital stock so fixed and limited, shall be paid in, one half thereof within one year, and the other half thereof within two years from the incorporation of the said Company, or such corporation shall be dissolved.

Annual Report of Affairs of each Company to be published.

XIII. And be it enacted, that every such Company shall annually within twenty days from the first of January, make a report which shall be inserted in some newspaper published nearest to the place where the business of such Company shall be carried on, stating the amount of the capital of such Company and the proportion thereof then actually paid in, together with the amount of the existing debts of such Company: which report shall be signed by the Chairman or President and a majority of the Trustees of such Company, and shall be verified by the oath of the said Chairman or President or of the Secretary of the said Company, and shall be entered and registered as aforesaid in the Registry Office of the County where the business of the Company shall be carried on; and all the Trustees of any Company failing to comply with the requirements of this section shall be jointly and severally liable for all the

debts of the Company then existing, and for all that shall be contracted until such report shall be made.

XIV. And be it enacted, That if the Trustees of any  
 5 such Company shall declare and pay any dividend when  
 the Company is insolvent, or any dividend the payment of  
 which would render it insolvent, or which would diminish  
 the amount of its capital stock, they shall be jointly  
 and severally liable for all the debts of the Company then  
 10 existing and for all that shall be thereafter contracted,  
 while they shall respectively continue in office : Provided  
 always, that if any of such Trustees shall object to the  
 15 declaring of such dividend or to the payment of the same  
 and shall at any time before the time fixed for the pay-  
 ment thereof, file a written statement of such objection  
 20 in the office of the Secretary of the Company, and also  
 in the Registry Office of the County, such Trustee or  
 Trustees shall be exempt from such liability.

Liability of  
Trustees pay-  
ing dividend  
under certain  
circumstances.

Proviso.

XV. And be it enacted, That no loan of money shall  
 25 be made by any such Company to any Stockholder  
 therein ; and if any such loan shall be made to a Stock-  
 holder, the officer or officers who shall make it or who  
 shall assent thereto, shall be jointly and severally liable  
 to the extent of such loan, with legal interest thereon, for  
 30 all the debts of the Company that may be contracted  
 before the repayment of the sum so loaned.

Loans of  
money by  
Company to  
its Stock-  
holders pro-  
hibited.

XVI. And be it enacted, That if any certificate or  
 report made or public notice given by the officers of any  
 such Company in pursuance of the provisions of this Act  
 shall be false in any material representation, all the offi-  
 25 cers who shall have signed the same shall be jointly and  
 severally liable for all the debts of the Company contract-  
 ed while they are officers or Stockholders thereof, res-  
 pectively : and if the indebtedness of any such Com-  
 30 pany shall at any time exceed the amount of its capital  
 stock, the Trustees of such Company assenting thereto  
 shall be personally and individually liable for such ex-  
 cess, to the creditors of such Company.

Officers liable  
jointly and se-  
verally for  
debts of Com-  
pany in certain  
cases.

XVII. And be it enacted, That the Stockholders of  
 every such Company shall be jointly and severally indi-  
 35 vidually liable for all debts that may be due and owing  
 to all or any of the laborers, servants and apprentices  
 thereof, for services performed for such Company ; Pro-  
 vided always, that no Stockholder shall be personally  
 liable in this or any other of the cases in which personal  
 45 liability is imposed by the provisions of this Act, for the  
 payment of any debt contracted by any such Company  
 which is not to be paid within one year from the time  
 the debt is contracted, nor unless a suit for the collec-  
 tion of such debt shall be brought against such Com-  
 50 pany within one year after the debt shall become due ;

Stockholders  
to be liable  
individually  
for debts to  
servants,  
labourers, &c.

Proviso.

and no suit shall be brought against any Stockholder who shall cease to be a Stockholder in any such Company for any debt so contracted, unless the same shall be commenced within two years from the time he shall have ceased to be a Stockholder in such Company, nor until an execution against the Company shall have been returned unsatisfied in whole or in part. 5

Executors,  
&c. not to be  
subject to any  
personal lia-  
bility as Stock-  
holders.

XVIII. And be it enacted, That no person holding Stock in any such Company as Executor, Administrator, Tutor, Curator, Guardian, or Trustee, shall be personally subject to any liability as Stockholder of such Company; but the estates and funds in the hands of such Executor, Administrator, Tutor, Curator, Guardian or Trustee, shall be liable in like manner and to the same extent as the Testator or Intestate, or the Minor Ward or interdicted person, or the person interested in such trust fund would be if he were living and competent to act, and held the same stock in his own name; and that no person holding such stock as collateral security shall be personally subject to any liability as Stockholder of such Company, but the person pledging such stock shall be considered as holding the same, and shall be liable as a Stockholder accordingly. 10 15 20

Executors,  
&c., allowed to  
represent stock  
in their hands,  
and vote at  
elections, but  
not to be  
elected.

XIX. And be it enacted, That every such Executor, Administrator, Tutor, Curator, Guardian or Trustee, shall represent the shares of stock in his hands at all meetings of the Company, and may vote accordingly as a Stockholder; and every person who shall pledge his stock as aforesaid may nevertheless represent the same at all such meetings, and may vote accordingly as a Stockholder but no person holding stock as Executor, Administrator, Tutor, Curator, Guardian or Trustee, shall be a Trustee or hold any office in the service of such Company; and all votes given to them or either of them shall be void. 25 30

Trustees shall  
keep a book  
containing  
names of  
Stockholders,  
&c., for in-  
spection by  
parties inte-  
rested.

XX. And be it enacted, That it shall be the duty of the Trustees of every such Company to cause a book to be kept by the Treasurer or Clerk thereof containing in alphabetical order the names of all persons who are or have been Stockholders of such Company, and showing their places of residence, the number of shares of stock held by them respectively, and the time when they respectively became the owners of such shares; and also a statement of all the existing debts and liabilities of such Company, and of the amount of its stock actually paid in; which books shall, during the usual business hours of the day, on every day except Sundays and obligatory holidays (*fetes d'obligation*), be open for the inspection of Stockholders and creditors of the Company and their personal representatives, at the office or principal place of business of such Company, in the County where the operations of such Company are carried on as aforesaid: 35 40 45 50



and any and every such Stockholder, Creditor or Representative, shall have a right to make extracts from such book ; and no transfer of stock shall be valid for any purpose whatever, except to render the person to whom it shall be transferred liable for the debts of the Company according to the provisions of this Act, until it shall have been entered therein as required by this section by an entry showing to and from whom such stock shall have been transferred.

10 **XXI.** And be it enacted, That such book shall be *prima facie* evidence of the facts therein stated in favour of the Plaintiff in any suit or proceeding against such Company or against any one or more Stockholders ; and that every Officer or Agent of any such Company who shall refuse or neglect to make any proper entry in such book, or to exhibit the same or allow the same to be inspected and extracts to be taken therefrom as aforesaid, shall be guilty of a misdemeanor, and being convicted thereof shall be punished accordingly ; and every Company that shall neglect to keep such book open for inspection as aforesaid, shall forfeit the corporate rights, character and privileges acquired by it in pursuance of this Act.

Such book to be *prima facie* evidence of the facts therein stated.

25 **XXII.** And be it enacted, That the word " Company," wherever it occurs in this Act, shall be construed to mean a Joint Stock Company incorporated by registration under the provisions of this Act ; and all words importing the singular number or the masculine gender only, shall be construed to extend to the plural number, and to females as well as males, unless there be something in the context inconsistent with such construction.

Interpretation of certain words.

35 **XXIII.** And be it enacted, That this Act may be amended or repealed by any Act to be passed in this or any other Session of the Parliament of this Province ; but such amendment or repeal shall not, nor shall the consequent dissolution of any Corporation formed or created under this Act take away or impair any remedy given against any such Corporation, its Stockholders or officers for any liability which shall have been previously incurred.

Power to repeal or amend act reserved.