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No. 36.

2nd Session, 3rd Parliament, 12 Victoria, 1849.

BILL.

An Act to incorporate the "*Quebec
Warehousing Company.*"

Received and Read a first time, Tuesday, 30th
January, 1849.

Second Reading, Friday, 9th February, 1849.

Mr. MÉTHOT.

PRINTED BY LOVELL AND GIBSON.

BILL.

An Act to incorporate the "*Quebec Warehousing Company.*"

WHEREAS the establishment of a public Preamble.
 Warehousing Company at Quebec
 would materially lessen the cost of transport
 of the produce of the Province to the Eng-
 5 lish markets, and would greatly tend to pro-
 mote the trade now springing up with the
 North Western States of the American
 Union:—And whereas the several persons
 hereinafter named, are desirous to establish
 10 such Company; Be it therefore enacted, &c.

And it is hereby enacted by the authority
 of the same, That John Gordon, Charles Certain per-
 sons incorpo-
 rated.
 Bockus, John Young, James Hervey, James
 McDougall, Francis Roger Loomis, William
 15 Stone Macdonald, Laurent Tétu, Louis
 Bilodeau, and Henry Walmsly Welch, toge-
 ther with such person or persons as shall
 under the provisions of this Act become
 Shareholders in the Warehousing Company
 20 hereby authorized to be established, and
 their several and respective heirs, executors,
 administrators and assigns, being proprietors
 of any such share or shares, are and shall be
 and be united into a Company for carrying
 25 on the said Warehousing business, according
 to the rules, orders, and directions herein-
 after expressed, and shall for that purpose be
 one body politic and corporate by the name
 of the *Quebec Warehousing Company*, and
 30 by that name shall have perpetual succession
 and a common seal, and other the usual
 powers and rights of bodies corporate, not
 inconsistent with this Act, and by that name
 shall and may sue and be sued, and also shall
 35 and may have power and authority to pur-
 chase and hold lands, wharves and stores for

them and their successors and assigns, for the carrying on of the said business, without letters of mortmain, (but saving always the *droit d'indemnité* of the Seignior) within the County of Quebec, and to erect stores, wharves, 5 and other buildings deemed necessary.

Amount of
Capital Stock.

II. And be it enacted, That the Capital Stock of the said Company shall be twenty-five thousand pounds, divided into five hundred shares of fifty pounds each. 10

Shareholders
not personally
liable for debts
of corporation.

III. And be it enacted, That no Shareholder in the said Corporation shall be in any manner whatsoever liable for or charged with the payment of any debt or demands due by the said Corporation beyond the amount of 15 his, her, or their subscribed share or shares in the said Corporation.

Capital Stocks
may be increas-
ed.

IV. And be it enacted, That it shall be lawful for the members of the said Corporation by a vote of not less than two thirds in 20 number of the Shareholders, representing not less than three hundred Shares, at any General Meeting to be called for that purpose, to increase the Capital Stock of the said Corporation by the admission of new members 25 as subscribers to the said undertaking, or otherwise, to one thousand shares of fifty pounds each, and the capital so to be raised by the creation of new shares shall be in all respects part of the Capital Stock of the said 30 Corporation, and every Shareholder of such new stock shall be a member of the said Corporation, and be entitled to all and every the same rights, powers and privileges as the persons who are now Shareholders, in pro- 35 portion to the interest or number of shares which he may acquire, and to the amount of calls paid thereon, and also shall be liable and subject to the same obligations and stand interested in all the profits and losses of the 40 said undertaking, in proportion to the sum he shall subscribe and pay thereto as fully and effectually as if such further sum of twenty-

five thousand pounds had been originally raised as a part of the said first sum of twenty-five thousand pounds, anything herein contained to the contrary notwithstanding.

5 V. And be it enacted, That it shall be lawful for the said Corporation to have and hold such lands and immovable property as may be necessary for carrying on the business of the said Corporation, provided the
 10 sum vested in real property, purchased from private individuals, do not at any time exceed One Hundred Thousand pounds; and it shall be lawful for the said Corporation to sell, lease, or otherwise dispose of the said
 15 property and estate as they may see fit.

Corporation may hold real property to a certain amount.

VI. And be it enacted, That the stock of the said Corporation shall be deemed personal movable estate, notwithstanding the conversion of any portion of the funds consti-
 20 tuting the same into lands, and at all meetings of the Shareholders held in pursuance of this Act, whether the same be general or special, every Shareholder shall be entitled to as many votes as he shall have shares in the said stock, and
 25 such vote or votes may be given in person or by proxy, and all questions proposed or submitted for the consideration of the said Meetings, shall be finally determined by the majority of the votes, except in the case or
 30 cases otherwise provided for, and provided also, that no person shall be entitled to vote as proxy at any meeting unless he shall be a Shareholder in the said Corporation, and produce written authority as such proxy in
 35 the form prescribed by the Schedule A, to this Act annexed.

Stock of Corporation, to be deemed personal movable estate.

Proviso.

VII. And be it enacted, That the shares in the stock of the said Corporation, shall be assignable by delivery of the Certificates
 40 to be issued to the holders of such shares respectively, and by assignment in the form of Schedule B, or in any other convenient form to be prescribed by any By-law of the

Shares to be assignable in form of Schedule B.

said Corporation, and that by such assignment, the party accepting such transfer shall thenceforth become in all respects a Member of the said Corporation, in respect of such share or shares, in the place of the party so transferring the same, but no such transfer shall be valid or effectual until all calls or instalments due on the shares purporting to be transferred, and all debts or monies due to the said Corporation thereon, shall have been fully paid up and discharged; and a copy of such transfer extracted from the proper book of entry, and purporting to be signed by the Clerk or other Officer of the said Corporation duly authorized thereto, shall be sufficient *prima facie* evidence of such transfer, in all Courts of this Province.

Election of
Directors.

Proviso.

Proviso.

VIII. And be it enacted, That for the managing of the affairs of the said Corporation, there shall be from time to time, elected out of the Members of the said Corporation, five persons being each a proprietor of not less than five shares of the said capital stock of the said Corporation, for ordering, managing and directing the affairs of the said Corporation, and any three Directors shall form a *quorum* of the Board, and any majority of such *quorum* may exercise all the powers of the Directors: Provided always, that unless at a meeting of a majority of the Directors no By-law, Rule, Resolution or Regulation for raising money or disposing of the real estate of the Corporation shall be finally passed unless confirmed at the next meeting of the Directors to take place upon due notice given: Provided, that no Director shall have more than one vote at any meeting of Directors, except the President, who shall in case of an equal division have the casting vote, although he may have given one vote before, and whenever any vacancy shall happen among the Directors by death, resignation or removal out of the Province, such vacancy shall be filled until the next General Meeting of the Shareholders, in such manner

as may be prescribed by any By-law of the Corporation, and the Directors shall have full power to dispose of such part of the stock of the said Corporation as may remain to be disposed of, or as may from time to time be added to or fall into the general mass either by forfeiture or otherwise, on such terms and conditions, and to such parties as they may think most likely to promote the interests of the said Corporation; and they shall have also full power to make such calls for money from the several Shareholders for the time being as shall be found necessary, and to sue for and recover and get in all such calls whether already made or hereafter to be made, and to cause and declare the said shares to be forfeited to the said Corporation, in case of non-payment, on such terms and in such way as they shall see fit to prescribe by any By-law, and in any action to be brought to recover any money due on any call, it shall not be necessary to set forth the special matter in the declaration, but it shall be sufficient to allege that the Defendant is a holder of one share or more in the said stock, (stating the number of shares,) and is indebted to the said Corporation in the sum to which the calls in arrear shall amount, (stating the number and amount of such calls,) whereby an action has accrued to the said Corporation by virtue of this Act, and it shall be sufficient to maintain such action, to prove by any one witness that the Defendant at the time of making such call was a Shareholder to the number of shares alleged, and that the calls sued for were made and notice given thereof, in conformity with the By-laws of the said Corporation, and it shall not be necessary to prove the appointment of the Directors nor any other matter whatsoever: That the said Directors shall and may use, affix, or cause to be used and affixed the common seal of the said Corporation to any documents which in their judgment may require the same; and any act or deed bearing such seal and signed

Their powers.

They may affix the common seal to documents of Corporation.

May appoint
officers of Cor-
poration.

by the President (or by any two Directors) and countersigned by the Secretary, shall be held to be the act or deed of the said Corporation: That they may appoint such and as many agents, officers, and servants of the said Corporation under them as to the said Directors may seem meet, and may fix the salaries and remuneration of such officers, agents, and servants: May make any payments and enter into contracts for the execution of the purposes of the said Corporation, and for all matters necessary for the transaction of its affairs; may generally deal with, treat, purchase, lease, sell, mortgage, let, release and dispose of, and exercise all acts of ownership over the lands, tenements and effects of the said Corporation; may institute and defend in the name of the said Corporation all suits at law; may from time to time displace the officers, agents and servants of the said Corporation except as hereinafter provided for, and that they shall and may have power to do all things whatsoever which may be necessary or requisite to carry out the objects of the said Corporation, and to vest the present property and funds of the said Association in the said Corporation hereby erected: That they shall declare dividends of the profits of the said Corporation when and as often as the state of the funds thereof may permit, may appoint when Special Meetings of the Shareholders shall be held, and determine on the mode of giving notice thereof, and of the manner in which the Shareholders may call or require such Special Meeting to be called; and they shall have power to make By-laws for the government and control of the officers and servants of the said Corporation respectively, and shall also have power to make and frame all other By-laws, Rules and Regulations for the management of the business of the said Corporation in all its particulars and details whether hereinbefore specially enumerated or not, and the same also at any time to alter, change, modify and repeal, which said By-

May declare
Dividends.

And make by-
laws.

laws, Rules and Regulations shall be submitted for approval, rejection or alteration by the Stockholders at the next General Meeting or at a Special Meeting to be called
 5 by the said Directors, and when and as so ratified and confirmed shall be put into writing, and duly recorded in the minutes of the said Corporation, and be binding upon and observed, and taken notice of by all
 10 Members of the said Corporation, and any copy of the said By-laws or any of them purporting to be under the hands of the Clerk, Secretary, or other Officer of the said Corporation, and having the seal of the said Corporation affixed to it, shall be received as
 15 *prima facie* evidence of such By-laws in all Courts of this Province: Provido. that the Shareholders may at any General or Special Meeting appoint such salary or com-
 20 pensation to the President and Directors respectively, as to them shall seem reasonable and proper.

IX. And be it enacted, That the first General Meeting of the Shareholders of the said
 25 Corporation shall be held at the office of the said Corporation in the City of Quebec (at which place the Corporation shall have its principal place of business) on the third
 30 Wednesday in June, one thousand and eight hundred and forty nine, and at such time and place and on like day in every year hereafter, the said Shareholders shall elect two fit and qualified persons to be Directors of the said Corporation in the place and stead of the two
 35 who shall retire, as prescribed in the next following section; and until such first election, and until they shall respectively retire as aforesaid, the Trustees of the Association aforesaid, to wit, John Gordon, Charles
 40 Bockus, James Hervey, Henry Wamsley Welch and William Stone Macdonald, and the survivor or survivors of them shall be and are hereby declared to be and constituted
 45 said John Gordon shall until such day be the Time of holding first General Meeting of Shareholders. John Gordon to be Presi-

dent of Corpo-
ration.

Proviso.

President of the said Corporation, and they shall have and exercise all and every the powers and shall be subject to all and every the clauses, conditions, liabilities and restrictions imposed on the Directors to be chosen under this Act; Provided always, that in all actions or suits or other legal proceedings to be brought against the said Corporation it shall be lawful and sufficient for the plaintiff or complainant or any other party to cause process to be served at the said office of the said Corporation in the City of Quebec, or personally upon the President or on any one of the Directors or on the Secretary of the said Corporation at any other place, and provided that at the first Meeting of the Directors to be holden after the passing of this Act, the said Directors shall choose and elect from among themselves, some one to be President and also some one to be Vice-President of the said Corporation.

Order of re-
tirement of
Directors.

X. And be it enacted, That at the first General Meeting of the Shareholders, and at the Annual General Meeting in each year thereafter, two of the said Directors shall retire in rotation, the order of retirement of the said five hereinbefore mentioned, to be decided by lot, on or before the said third Wednesday in June, one thousand eight hundred and forty nine; Provided always, that all Directors retiring at any time shall be eligible for re-election, and the Directors immediately after the election at each Annual Meeting shall choose one of their own number to be President.

Failure to
elect Direct-
ors not to ope-
rate dissolu-
tion of Corpo-
ration.

XI. And be it enacted, That the failure to hold the said first General Meeting, or to elect such Directors or President, shall not dissolve the said Corporation, but such failure or omission shall and may be supplied by and at any Special Meeting to be called as the Directors, in conformity with the By-laws of the said Corporation, may see fit to appoint, and until such election of new

Directors those who may be in office for the time being shall be and continue in office and exercise all the rights and powers thereof until such new election be made as hereinafter provided.

XII. And be it enacted, That it shall not be lawful for the said Corporation to proceed with their operations under this Act, unless they shall have paid up the sum of ten per cent on the amount of their Capital Stock of twenty five thousand pounds, on or before the twentieth day of June next.

Ten per cent on Capital to be paid up before commencing operations.

XIII. And be it enacted, That the word "lands" in this Act shall include all lands, tenements and hereditaments, and real or immovable property whatsoever, and all words importing the singular number or the masculine gender only shall extend to more than one person, party, or thing, and to all females as well as males, and the word "shareholder" shall include the heirs, executors, administrators, curators, legatees or assigns of such shareholder, or any other party having the legal possession of any share whatever in his own name or that of any other, unless the context shall be inconsistent with such construction, and whenever power is by this Act given to do anything, power shall be intended also to do all things which may be necessary to the doing of such things, and generally all words and clauses herein shall receive such liberal and fair construction as will best cause the carrying into effect of this Act, according to its true intent and spirit.

Interpretation clause.

XIV. And be it enacted, That nothing in this Act contained shall in any manner derogate from or affect the rights of her Majesty, Her Heirs, Her Successors, or of any person or persons, body politic or corporate, excepting so far as the same may be specially derogated from or affected by the provisions of this Act.

Her Majesty's rights reserved.

SCHEDULE A.

I. A. B. of _____ hereby appoint C. D. of _____ to be my proxy, and to vote and act for me as such, at all Meetings of the Shareholders of the Quebec Warehousing Company, and in my name to do all things with regard to the business of the said Company, which I may by law do by proxy.

Witness my hand _____ day of _____ 18
A. B.

SCHEDULE B.

Form of Transfer.

I. A. B., in consideration of the sum of _____ paid to me by C. D. of _____, do hereby bargain, sell, and transfer to the said C. D., _____ share of the stock of the *Quebec Warehousing Company*, to hold to him the said C. D., his heirs, executors, curators, administrators, and assigns, subject to the same rules and orders, and on the same conditions that I held the same, immediately before the execution hereof; and I the said C. D. do hereby agree and accept of the said share, subject to the same rules, orders and conditions.

Witness our hands and seals _____ day
of _____ 18