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No. 248.

2nd Session, 7th Parliament, 26 Victoria, 1863.

BILL.

An Act to incorporate the Upton Mining and
Smelting Company.

(PRIVATE BILL.)

Received and read, first time, Friday, 17th
April, 1863.

Second reading, Monday, 20th April, 1863.

Mr. MORRIS.

QUEBEC :

PRINTED FOR THE CONTRACTORS BY HUNTER,
ROSE & LEMIEUX, ST. URSULE STREET.

An Act to incorporate the Upton Mining and Smelting Company.

WHEREAS the persons hereinafter named have by petition re-^{Preamble.}
presented that they desire to engage in the business of ex-
ploring, mining, manufacturing, and disposing of copper and other
ores, in the Counties of Drummond and Bagot, in the Province
5 of Canada, and that they can do so to better advantage by the aid of a
charter of incorporation, and have prayed for the passing of an Act to
that end; and whereas it is expedient that such prayer be granted:
Therefore Her Majesty, by and with the advice and consent of the
Legislative Council and Assembly of Canada, enacts as follows:—

10 I. Hugh Clark, Alexander Milloy, W. W. Stuart, W. E. Eastly, and Incorporation
George B. Muir, Esquires, together with all such other persons as
shall become shareholders in the company hereby constituted, shall
be, and they are hereby made, a body corporate and politic, by the Corporate
name of—"The Upton Mining and Smelting Company." name.

15 II. The company may carry on the business of exploring for, mining, Business of
smelting, manufacturing, and selling copper and other ores and metals, the Company.
and for these purposes only may acquire and hold, by purchase, lease, Real pro-
or other legal title, such lands in the counties aforesaid, not exceeding perty.
two thousand acres in superficies, and construct and maintain such
20 buildings and machinery and other improvements thereon, and sell and
dispose of the same, and acquire others in their stead, as the company
may deem to be for its advantage.

III. The capital stock of the company shall be the sum of five hundred Capital Stock,
thousand dollars, divided into fifty thousand shares of ten dollars Shares.
25 each, and may be from time to time increased, as the wants of Increase.
the company require, by vote of the stockholders at a meeting of the
company called for the purpose, to an amount not exceeding one million
dollars on the whole.

IV. The capital stock shall be paid by the subscribers therefor, when, Calls on
30 where, and as the Directors of the company shall require, or as the by- stock.
laws may provide, and if not paid at the day required, interest at the rate
of six per centum per annum shall be payable after the said day upon the
amount due and unpaid; and in case any instalment or instalments shall
not be paid as required by the Directors, with the interest thereon, after Forfeiture of
35 such demand or notice as the by-laws prescribe, and within the time stock for non-
limited by such notice, the Directors may, by vote reciting the facts and payment.
duly recorded in their records, summarily forfeit any shares whereon
such payment is not made, and the same shall thereupon become the
property of the company, and may be disposed of as the by-laws or votes
40 of the company may provide.

Stock to be personalty; how assignable.

V. The stock of the company shall be deemed personal estate, and be assignable in such manner only, and subject to such conditions and restrictions, as the by-laws prescribe, but no share shall be assignable until all instalments called for thereon have been paid, unless it has been declared forfeited for non-payment.

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Votes.

VI. At all meetings of the company every shareholder, not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the company; and no shareholder being in arrear shall be entitled to vote; and all votes may be given in person or by proxy: Provided always, the proxy is held by a 10 shareholder not in arrear, and is in conformity with the by-laws.

Proxies.

Directors.

VII. The affairs of the company shall be administered by a Board of not less than five and not more than seven directors, being severally holders of at least one hundred shares of stock, who shall be elected at the first general meeting, and thereafter at each annual meeting of the 15 company, to hold office until their successors are elected, and who (if otherwise qualified) may always be re-elected, and such Directors may vote by proxy; and four members of such Board, present in person or by proxy, until otherwise provided by the by-laws, shall be a quorum thereof, and in case of the death, resignation, removal, or disqualification of any 20 director, such board, if they see fit, may fill the vacancy until the next annual meeting of the company, by appointing any qualified shareholder thereto; but a failure to elect directors, or any failure of directors, shall not dissolve the corporation, and an election may be had at any general meeting of the company called for the purpose. 25

Election.

Quorum.

Vacancies.

Failure not to dissolve, &c.

Powers of Directors.

VIII. The Board of Directors shall have full power in all things to administer the affairs of the company, and make or cause to be made any purchase and any description of contract which the company may by by-law make, to adopt a common seal, to make from time to time any and all by-laws, (not contrary to law or to the votes of the company,) regu- 30 lating the calling in of instalments on stock, payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the ap- 35 pointment, functions, duties, and removal of all agents, officers, and servants of the company, the security to be given by them to the company, their remuneration, and that (if any) of the directors, the time and place for holding the annual and other meetings of the company, the calling of meetings of the company and of the board of directors, the quorum, the requirements as to proxies, the procedure in all things at such meet- 40 ings, the site of their chief place of business and of any other offices which they may require to have, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the company; but every such by-law, and every repeal, amendment, and re-enactment thereof, shall have force only 45 until the next annual meeting of the company, unless confirmed at some general meeting of the company; and every copy of any by-law, under the seal of the company and purporting to be signed by any officer of the company, shall be received in all courts of law as *prima facie* evi- 50 dence of such by-law.

Making By-Laws for certain purposes.

By-Laws must be confirmed by stockholders. Proof of laws.

Provisional Directors.

Their powers.

IX. Until the first election of such board, the said Hugh Clark, Alexander Milloy, W. W. Stuart, W. E. Eastly and George B. Muir, shall be a Provisional Board of Directors of the company, with power to fill vacancies, to open stock books, assign stock, make and collect instalments, issue certificates and receipts, convene the first gen- 55

5 eral meeting of the company, at such time and place within this Province or elsewhere as they shall determine, and to do other acts necessary or proper to be done to organize the company and conduct its affairs; Provided always, that notice of all meetings of the Company shall be given in some newspaper published in the District of Bedford, and also in the Canada Gazette, at least fifteen days before the holding of such meeting. Proviso:
Notice.

10 X. In addition to their ordinary place of business within this Province, the company may establish and have any place or places of business in this Province, in Great Britain, or in the United States of America, and may, at any one thereof, order, direct, do, and transact their affairs and business, or any thereof, in such manner as may be prescribed by their By-laws. Places of
business in
the Province
or elsewhere.

15 XI. The company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, in respect of any shares, and the receipt of the person in whose name the same shall stand in the books of the company, shall be a discharge to the company for any dividend or money payable in respect of such shares, whether or not notice of such trust shall have been given to the company; and the company shall not be bound to see to the application of the money paid upon such receipt. Company not
bound to see
to trusts on
stock.

20 XII. The shareholders of the company shall not, as such, be held responsible for any act, default or liability whatsoever of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing, whatsoever, relating to or connected with the company, beyond their shares in the stock thereof. Liability of
shareholders
limited.

30 XIII. All contracts, promissory notes, bills of exchange, and engagements made on behalf of the company, by the directors, officers, agents, or servants of the company, in accordance with their powers under the By-laws, or by vote of the company, shall be binding upon the company and in no case need the seal of the said company be affixed thereto, nor shall such directors, officers, agents or servants thereby become individually liable to any third party therefor; but the said company shall issue no Bank Note, or Note to circulate as money. How Com-
pany may be-
come parties
to contracts,
notes, &c.
Proviso.

XIV. Any description of action may be prosecuted and maintained between the company and any shareholder thereof, and no stockholder, not being himself personally a party to such action, shall be incompetent as a witness therein. Suits between
Company and
Stockholders.

40 XV. The company shall not commence operations under this Act, until at least five per centum of the amount of their capital stock shall have been paid in. When to com-
mence busi-
ness.

XVI. This Act shall be deemed a public Act. Public Act.