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No. 62.

1st Session, 2nd Parliament, 36 Victoria, 1873.

BILL.

An Act to incorporate the Dominion Express Company of the Dominion of Canada.

(PRIVATE BILL.)

Mr. CRAWFORD.

OTTAWA :

Printed by I. B. TAYLOR, 29, 31 and 33 Rideau Street.

1873.

An Act to incorporate "The Dominion Express Company of the Dominion of Canada."

WHEREAS the several parties hereinafter named have, by Preamble.
 their petition, represented that they have associated themselves together, with divers others, for the purpose of the transport and carriage and conveyance of money, of packages, of goods, chattels, wares and merchandise, and of every description of property that may be intrusted to their care, for transport, carriage and delivery to and from any part or portion of the country, being within the Dominion of Canada, and the more effectually to carry out this enterprise, they have prayed that an Act be passed incorporating them with powers hereinafter mentioned: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Honorable William Pierce Howland, Companion of the Bath, of the City of Toronto, in the Province of Ontario; the Company incorporated.
 15 Honorable David Lewis Macpherson, of the same place, Senator; Casimir Stanislaus Gzowski, of the same place, Esquire; John Crawford, of the same place, Esquire, M. P.; George Airey Kirkpatrick, of the City of Kingston, in the said Province, Esquire, M. P.; Alexander Gunn, of the same place, Esquire; John Curtis Clark,
 20 of the same place, Esquire; Horatio Yates, of the same place, Esquire, M.D.; William Robert Mingaye, of the same place, Esquire; and such others as may be associated with them, and their successors, and such and so many other persons or parties who have become or may become shareholders in the capital stock
 25 hereinafter mentioned, shall be and they are hereby constituted a body politic and corporate, in fact and in name, and by the title of "The Dominion Express Company of the Dominion of Canada," with power to acquire and hold real and personal estate for the use of the said corporation, and may sell any alienate the same as they
 30 may deem convenient.

2. The capital stock of the said corporation shall be one million Capital stock.
 dollars, divided into ten thousand shares of the value of one hundred dollars each.

3. No shareholder in the said Company shall be in any manner Liability limited.
 35 liable or charged with the payment of any debt or demand due by the said corporation, beyond the amount of his, her or their subscribed share or shares in the capital stock of the said corporation.

4. It shall and may be lawful for the said company—

(1) To contract with railway companies, steamboat companies Business to be transacted by company.
 40 or owners, stage or waggon proprietors and others, for the carriage and transport of any goods, chattels, merchandise, money, packages or parcels that may be entrusted to them for conveyance from one place to another within the Dominion of Canada.

(2.) To contract with British and Foreign Express Companies, and other parties for co-operating with and transacting such business as aforesaid in connection with the said company.

(3.) To acquire, construct, charter and maintain boats, vessels, vehicles, and other conveyances for the carriage and transport of any goods or chattels whatsoever by the company;

(4.) To make by-laws for managing the business and affairs of the company, and for regulating the appointment and duties of the officers and servants thereof.

Transfer of shares.

5. The shares of the stock of the said corporation shall be transferable; but no transfer of any share shall be valid until entered in the books of the corporation, according to such form as the directors may, from time to time, direct; and until the whole of the capital stock of the said corporation is paid up it shall be necessary to obtain the consent of the directors to such transfer being made; Provided always, that no shareholder indebted to the said corporation for calls or otherwise, shall be permitted to make a transfer or receive a dividend until such debt has been duly paid.

Proviso.

Shares to be personal estate.

6. The stock of the said corporation shall be deemed personal estate, notwithstanding the conversion of any portion of the funds constituting 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 or she shall have shares in the said stock, and such votes shall be given in person or by proxy, and all the questions proposed or submitted for the consideration of the meeting, shall be determined by the majority of votes; Provided, 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 the form to be prescribed by any by-law of the said corporation.

Votes.

Election of directors.

7. For the managing of the affairs of the said corporation there shall, from time to time, be elected out of the members of the said tion, seven persons, being each a proprietor of not less than one hundred shares of the said capital stock, to be directors of the said corporation; which number may be increased to nine or diminished to five by by-law of the said corporation, and a majority of the said directors shall form a quorum of the board, and may exercise all the powers of the directors.

Vacancies among directors how filled.

8. Whenever any vacancy shall happen among the directors, by death or resignation, such vacancy shall be filled up until the next general meeting of the shareholders, by the appointment of some one of the shareholders, qualified as aforesaid, to the vacancy so occurring by death or resignation as aforesaid; and the majority of the directors for the time being, shall have power and authority to elect or appoint the person to fill or supply the vacancy made in the board of directors by either of the causes aforesaid; and the directors shall have power and authority to make such calls for money from the several shareholders for the time being, as may be provided for by any by-law, rule or regulation of the said corporation; and they may sue for and get in all calls, whether already made or hereafter to be made, or cause and declare the said shares to be forfeited to the said corporation in case of non-payment, on such terms and in such ways as shall be prescribed by some by-law of the said corporation; and in order to maintain an action for the recovery of calls due, it shall be sufficient to prove, by any one witness, that the de-

Calls how made and enforced.

pendant, at the time of making such call, was a stockholder in the number of shares alleged, and that the calls sued for were made and notice thereof given in conformity with the by-laws of the said corporation; and it shall not be necessary to prove the 5 appointment of directors or any other matter whatsoever.

9. The directors of the said corporation shall have full power in all things to administer the affairs of the said corporation, and may make or cause to be made for the said corporation any description of contract which the said corporation may by 10 law enter into; and may from time to time make by-laws not contrary to law, to regulate the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the 15 transfer of stock, the declaration and payment of dividends, the number of the directors, their term of service, the amount of their stock qualification, the appointment, functions, duties and removal of all agents, officers and servants of the said corporation, their remuneration, and that (if any) of the directors, the 20 time at which and the place or places where the annual meetings of the corporation shall be held, and where the business of the said corporation shall be conducted, the calling of meetings, regular and special, of the board of directors, and of the said corporation, the quorum, the requirements as to proxies, and the 25 procedure in all things at such meetings, 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 said corporation; and may from time to time repeal, amend, or re-enact the same; but every such by-law, and every repeal, 30 amendment, or re-enactment thereof, unless in the meantime confirmed at a general meeting of the said corporation, duly called for that purpose, shall only have force until the next annual meeting of the said corporation, and in default of confirmation thereat, shall, from that time only, cease to have force.

35 10. A copy of any by-law of the said corporation under their seal, and purporting to be signed by any officer of the said corporation, shall be received as *prima facie* evidence of such by-law in all courts of law or equity in this Dominion. Copy of by-law to be evidence.

40 11. The first general meeting of the shareholders of the said corporation shall be holden at the office of the said corporation, in the city of Toronto, at which place the said corporation shall have its principal place of business, unless otherwise provided by a by-law of the said company, on the first day of July in the year of Our Lord, one thousand eight hundred and seventy- 45 three, and at such time and place, and upon the like day in each and every year thereafter, until otherwise provided for by by-law; the said shareholders shall elect seven qualified persons to be directors of the said corporation, which said directors so elected, shall elect a president; and until such first election, the directors 50 of the said corporation are hereby declared to be the Honorable William Pierce Howland, C.B., the Honorable David L. Macpherson, Casimir Stanislaus Gzowski, Esquire; John Crawford, Esquire, M.P., George Airey Kirkpatrick, Esquire, M.P., Alexander Green, Esquire; and John Curtis Clark, Esquire; and they, or the 55 successor or successors of them, shall be and are constituted to be directors of the said corporation, and shall have and exercise all and every the powers, and shall be subject to all and every the clauses, conditions and restrictions imposed upon the directors. First general meeting. Provisional Directors.

Proviso ;
election of
President.

to be chosen under this Act ; Provided that at the first meeting of the directors to be chosen, after the passing of this Act, the said directors shall choose and elect from among themselves, some one to be president ; Provided also that no meeting of directors shall be held out of the Dominion of Canada.

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Provision in
case of failure
to hold a
meeting.

13. The failure to hold the said first general meeting, or any other meeting to elect 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 by the directors in conformity with the by-laws of the said corporation ; and until the election of directors by the shareholders as aforesaid, 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 election so to be made by the shareholders, as here-
in provided.

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Ten per cent
to be paid on
stock before
commencing.

13. 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 centum on the amount of their capital stock.

Power to
increase
capital.

14. It shall and may be lawful for the said company at any time, upon a vote of the stockholders, or a majority of them, at a meeting to be specially called for the purpose, to increase the capital stock of the company as they may find or deem their business to require, to any amount not exceeding two millions of dollars ; Provided always that upon such increase of capital, there shall be at the time of subscribing the same, at least ten per centum paid in, and such order made for the calling in of the remainder as the directors by by-law may direct.

25

Proviso.

Public Act to
be subject to
any general
Act.

15. The powers and privileges hereby conferred shall be subject to the provisions of any general Act that may hereafter be passed by the Parliament of Canada ;

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