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No. 80.

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

BILL.

An Act to incorporate the Warrior Mower
Company of Canada.

PRIVATE BILL.

MR. BROUSE.

OTTAWA :

Printed by, I. B. Taylor, 23, 31, & 33, Rideau Street

1873.

An Act to incorporate "The Warrior Mower Company of Canada."

WHEREAS James Irwin, of the Town of Prescott, in the County of Grenville and Province of Ontario, Esquire; William Henry Brouse, of the same place, physician; John Philip Wisser, of the same place, manufacturer; Robert Pritchard LaBatt, of the same place, manufacturer; Nesfield Ward, of the same place, manufacturer; Alexander Wells, of the same place, exchange broker; Samuel Ross, of the Township of Edwardsburgh, in the said County of Grenville, carriage maker; Frank Bramer, of Little Falls, in the State of New York, one of the United States of America, machinist; and Lewis Henry Crandell, of Easton, in the said State of New York, general agent,—have, by their petition, represented that they, and others, associated and doing business with them, under the name and style of "The Warrior Mower Company of Canada," are desirous of engaging in the manufacturing, buying and selling, generally, of all description of machinery, mowers and agricultural implements, in every Province of the Dominion 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 to grant such prayer; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The said James Irwin, William Henry Brouse, John Philip Wisser, Robert Pritchard LaBatt, Nesfield Ward, Alexander Wells, Samuel Ross, Frank Bramer and Lewis Henry Crandell, and such other persons now associated and doing business with them, under the name and style aforesaid, and such other persons as may become shareholders in the Company, to be by this Act created, shall be, and they are hereby created, constituted and declared to be a corporation, body politic and corporate, by the name of "The Warrior Mower Company of Canada," and the head office of the said Company shall be at the town of Prescott, in the County of Grenville and Province of Ontario.

2. The Company, by its name aforesaid, may sue and be sued, and shall have a perpetual succession and a common seal, with power to break and alter such seal, and with all the rights conferred on corporations by the "Interpretation Act."

3. The Company shall have power to carry on, in each and every Province of the Dominion of Canada, the business of manufacturing, buying and selling, all descriptions and kinds of machinery, mowers and agricultural implements, and to do all things necessary or convenient thereto, and shall have power to purchase lease, hold, acquire, transfer and convey, in each such

- Real Estate. Province, all real and personal estate necessary for carrying
 Proviso. on the operations of the said Company: Provided always
 that the Company shall not so acquire or hold in any one Province,
 any lands or tenements or interests therein, exceeding in the whole, 5
 at any one time, the annual value of five thousand dollars, nor
 otherwise than for the actual use, occupation and purposes of the
 Company, except as in the next succeeding section provided.
- Other real property of the Company. 4. The Company may acquire, and hold, any other real estate, in
 any such Province, which shall fairly come to said Company in the
 course of its said business, or in payment of any debt due, or accruing 10
 due, to the said Company in the course of such business, and may
 purchase, and temporarily hold, until the same can be conveniently
 disposed of, any such lands or real property, which having been
 mortgaged or pledged to the said Company for securing debts actu-
 ally incurred in the course of its said business, may, by reason of 15
 such pledge or mortgage, become the property of said Company, or
 shall have been, by the said Company, purchased at any sale there-
 of, in execution of any order or judgement of a competent Court;
 and the said Company may let, sell, exchange and dispose of any
 property, real or personal, lawfully purchased or otherwise acquired 20
 as aforesaid, in such manner as to the said Company may seem
 expedient.
- Capital Stock. 5. The capital stock of the Company shall be thirty-five thou-
 sand dollars, of lawful money of Canada, and shall be divided into 25
 shares of one hundred dollars each, of which forty per centum
 shall have to be paid up before commencing business; and the said
 Increase. capital stock may be increased from time to time, by resolution of
 the Board of Directors, by and with the consent of a majority in
 value of the shareholders, but such capital stock shall, at no time,
 be made to exceed eighty thousand dollars. 30
- Directors. 6. The affairs of the Company, shall be under the control, and
 shall be managed and conducted by a Board to consist of nine
 Provisional directors. Directors, five of whom shall form a quorum;—and the said James
 Irwin, William Henry Brouse, John Philip Wiser, Robert Pritchard 35
 LaBatt, Nesfield Ward, Alexander Wells, Samuel Ross, Frank
 Bramer and Lewis Henry Crandell, shall be the first Provisional
 Directors of the said Company, and shall severally hold their offi-
 ces, until the first election of directors, under this Act, in the
 manner hereinafter provided. 40
- Powers of provisional directors. 7. The said provisional directors shall, during the time of their
 being such directors, have all the powers conferred upon the
 directors to be elected under this Act, and shall also have power
 and authority to open stock books and to procure subscriptions
 for the undertaking, and to make calls upon the subscribers and to 45
 issue stock thereon; or scrip therefor.
- Qualification and election of directors. 8. The regular directors to be elected under this Act shall
 each be a stockholder of the Company, to an amount not less than
 one thousand dollars, and shall be elected at the annual general
 meeting of the shareholders of the said Company, which said an- 50
 nual meeting shall be held at the head office of said Company in the
 said town of Prescott, at twelve of the clock, noon, on the third
 Wednesday of the month of January in each year after the pass-
 ing of this Act, and notice thereof shall be mailed to each share-
 holder in said Company, at least one month before the holding of 55
 such meeting; and all such elections shall be by ballot—by plur-

ality of votes of stockholders present, or represented by proxy, such proxies being shareholders, but subject always to the provisions of the next succeeding section of this Act.

9. So long as ten thousand dollars of the stock of the Company are held or owned by British subjects, at least seven of the directors to be elected annually, shall be British subjects, and *bona fide* resident and domiciled within the United Counties of Leeds and Grenville, in the Province of Ontario, if there be so many shareholders so resident and domiciled properly qualified otherwise, and if not, then there shall be elected so many British subjects, resident and domiciled as aforesaid, as may be otherwise qualified, and the remainder of the directors shall be such other shareholders, properly qualified, as may receive the plurality of the votes of the stockholders present in person or by proxy; but when, and so soon as stock to the amount of ten thousand dollars shall cease to be held or owned as firstly in this section mentioned, then, and thereafter, the election of directors shall be held and proceeded with as if this section had never formed any part of this Act.

Special provision as to the election of directors.

10. Every subscriber to or holder of any of the stock of the Company, shall thereby become a member of the Company and shall have the same rights and privileges as are hereby conferred on the several persons who are herein mentioned by name as members of the said Company, and at all meetings of the Company, every shareholder present in person, or by proxy, not being in arrears in respect of any instalment or payment called for, shall be entitled to so many votes as he holds shares, in the stock of the Company; Provided such shares shall have been held, in his name, at least one month prior to the time of voting.

Shareholders to be members of the Company.

Votes.

Proviso.

11. Subject to the provisions of this Act, aliens shall have equal rights, with British subjects, to take stock and to vote and to be eligible to office in said Company, and no shareholder shall be liable or 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 said Company beyond the amount, if any, remaining unpaid, on his shares in the stock thereof; Provided, however, that the shareholders of the Company, shall be severally, individually liable, *pro rata*, to the amount of stock held by them respectively, for all debts that may be due, and owing to all, or any of the servants of said Company, for services performed as such servants.

All persons may be shareholders.

Liability limited.

Proviso.

12. The directors herein named, as well as those hereafter to be elected, shall appoint one of their number to act as President, and another to act as Vice-President of the said Company, and may appoint such other officers and agents as they may deem necessary, and may remove all officers appointed by them, and appoint others in their stead, and may fill all vacancies in the offices; the elected directors shall continue in office one year, or until others shall be chosen to fill their places; and if any vacancy shall at any time occur in the office of President, Vice-President or Director, by death or resignation, the remaining directors shall fill up such vacancy for the remainder of the year; all questions shall be decided by a majority of the votes of the directors present or represented by proxy, and the President, shall have a vote, as director, at all meetings of the directors, and in case of a tie, shall have the casting vote likewise.

Election and appointment of officers.

Vacancies.

Votes at meetings.

- Proviso.** **13.** Any director, or provisional director, of the Company, may hold the proxy of any other director or provisional director, to vote and act for him as such director or provisional director, at all meetings.
- Failure to elect directors not to dissolve Corporation.** **14.** If the election of directors be not made on the day appointed by this Act, the Company shall not, for that reason, be dissolved, but the stockholders may hold the election on any day in the manner provided for by any by-law previously passed, either by the directors or stockholders for that purpose; and the directors in office shall continue in office, and exercise all the powers of directors until their successors shall be elected.
- Stock books may be opened.** **15.** The directors of the Company, for the time being, may open, or cause to be opened, stock books, for the subscription of parties desiring to become shareholders in the capital stock of the Company, in such places as they shall think fit, and may make such shares payable in such manner as they shall deem advisable; and may make the dividends thereon payable at such place, or places, as to them shall from time to time seem fit, and may from time to time appoint agents of the Company, in or out of Canada, and may delegate to such agents such powers as to them shall from time to time seem fit; and may make such rules and regulations as they shall, from time to time, deem advisable as to the issuing of shares, and as to the mode, time, place or places of the transfer of such shares, and as to the mode, time and place of paying the dividends from time to time to accrue thereon, and otherwise as shall be deemed requisite or beneficial for giving full effect to the powers hereby vested in them in respect of issuing such shares.
- Dividends.**
- Agents.**
- Rules and regulations.**
- Payment of calls.** **16.** The capital stock shall be paid for by the subscribers therefor, when, where, and as the directors of the Company shall require, or as the by-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 within sixty days from the day required, the directors may, by note, reciting the facts, 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 directors may deem fit and expedient; but no call shall exceed twenty per centum, and no instalment shall become due and be payable, until after thirty days notice shall be given by publication in some newspaper printed and published in the said town of Prescott or by notice mailed to the address of each shareholder, and if any stockholder shall after such notice, refuse or neglect to pay any instalment due upon the share or shares held by him, such share or shares shall or may, in the option of the directors, become forfeited and disposed of as aforesaid, or the party holding such share or shares may be sued for the amount due thereon, with interest as aforesaid from the time the same became due until payment; Provided, always that the amount of subscription already paid by each of the persons hereby incorporated in and towards their shares, respectively, of the partnership capital of the business now being carried on under the name and style aforesaid; shall be taken and considered as a payment on, and on account of such of the shares of the stock of the Company hereby incorporated, as they may respectively subscribe for.
- Forfeiture of shares.**
- Calls limited.**
- Collection of calls.**
- Proviso, existing subscriptions to be reckoned.**

17. A register shall be kept at the head office of the Company, indicating clearly the name of every stockholder and the amount of stock for which he is responsible, and the amount paid in by such stockholder, as well as all transfers that may have been allowed and made in such stock, and also such other matters as are required by section twenty-three of the "Canada Joint Stock Companies Clauses Act, 1869."

Register of stockholders.

18. Upon any stock being subscribed for, and twenty per centum being paid thereon, a certificate shall be issued to the subscribers, exhibiting the amount subscribed for and the amount paid on it, of the stockholder may, at any time, with the consent in writing and any majority of the directors, be allowed to pay up, in full, his share or shares in the Company.

Certificate to shareholders.

19. All and every the shares in the capital stock of the Company, and all profits and advantages thereof and therefrom, shall be deemed to be personal estate, and transferable and transmissible as such, but no share shall be transferable until all previous calls thereon have been fully paid and satisfied, or the said share shall have been declared forfeited for non-payment of the calls thereon; Provided always that no assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in the register; and provided also, that whenever any shareholder shall transfer, in manner aforesaid, all his stock or shares in said Company, such shareholder shall, thereupon, cease to be a member of the Company.

Transfer of stock.

Proviso.

Proviso.

20. The directors may, from time to time, make, alter, annul or repeal, such regulations and by-laws as may be necessary for the management of the Company, and the affairs and business generally of the undertaking.

Regulations and by-laws.

21. The President and Directors of the Company shall have power and authority to make, accept, draw and endorse, in the corporate name of the Company, bills of exchange and promissory notes for the ordinary purposes of the business of the Company, and may sell and dispose of any articles used or acquired in carrying on the business of said Company, and no longer required in that behalf; and they may become parties to promissory notes and bills of exchange received from or granted by parties doing business with the Company, without its being necessary that the corporate seal of said Company should be thereunto affixed,—and no officer of the Company signing the same or affixing said corporate seal, in accordance with the by-laws of said Company, shall thereby incur any personal liability, and the Company shall have power to do all things requisite to the lawful carrying on of the business thereof; Provided always that nothing in this section shall be construed to authorize the Company to issue notes or bills of exchange payable to bearer, and intended to be circulated as money, or as the notes or bills of a bank, or to engage in the business of banking or insurance.

Company may become parties to promissory notes.

Proviso.

22. Any copy of any by-law, or by-laws, of the Company, purporting to be signed and certified as a true copy thereof, by the President or one of the directors of the Company, and under the seal of the Company shall be *prima facie* evidence of such by-law, or by-laws, and in any action to recover any call on the stock of the Company, it shall be sufficient to allege and prove that the call was made in the manner provided by this Act and the by-laws

Evidence in suits for recovery of cases.

of the Company in that behalf, that the defendant is the owner of one or more shares, on which the call was made, and that the amount sued for is due to the Company accordingly,—and it shall not be necessary to allege or prove any other matter or thing whatsoever.

- Action.** **23.** Any description of action may be prosecuted and maintained between the Company, and any person or corporation whatever, and whether a shareholder or otherwise.
- Interpretation** **24.** The words “shareholder” or “shareholders,” shall include the heirs, executors, administrators, curators, legatees or assigns, of each shareholder or stockholder, or any other party holding the legal possession of any share, whether 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 thing, and generally all words and clauses herein shall receive such fair and liberal construction as will best ensure the carrying into effect of this Act, according to its true intent and spirit; and the Company shall not be bound to see to the execution of any trust, whether express or implied, or constructive, in respect to any share or shares; and the receipt of the person, in whose name the same shall stand on the books of the Company shall be a discharge to the Company for any dividend or money payable in respect of such share or 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 receipts.
- Company not bound to see to trusts.**
- General Act to apply.** **25.** The Act known as “*The Canada Joint Stock Companies Clauses Act, 1869,*” and the provisions thereof, shall be applicable and be incorporated in this Act, so far as the same may not be inconsistent with this Act.
- Payment of preliminary expenses.** **26.** All reasonable and preliminary expenditure incurred in obtaining this Act, and in the formation or establishing of the said corporation, shall be paid from the funds of the Company.
- Short title.** **27.** This Act shall be known and cited as “*The Warrior Mower Company of Canada Act.*”