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No. 120.

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

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BILL.

An Act to incorporate the Montreal Corn  
Exchange Association.

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Received and read, first time, Monday 9th  
March, 1863.

Second reading, Wednesday, 11th March,  
1863.

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(PRIVATE BILL.)

Hon. Mr. ROSE.

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QUEBEC:

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

An Act to incorporate *The Montreal Corn Exchange Association.*

**W**HEREAS, Robert Esdaile, Honorable John Young, Honorable L. Renaud, Henry A. Budden, Charles J. Cusack, David A. P. Watt, Thomas Gordon, David E. MacLean, T. P. Roc, A. Heward, R. S. Oliver, Jackson Rae, H. G. Sewell, T. Sauvageau, William Nivin, G. W. Simpson, Duncan Robertson, James D. Crawford, Thomas A. Crane, A. Walker, John Sinclair, James Aiken, James Inglis, George Shaw, H. L. Routh, John Ogilvie, Andrew Allan, Robert Mitchell, A. W. Campbell, Thomas Kershaw, T. M. Clark, William P. McLaren, and James W. Taylor, resident and carrying on trade in the City of Montreal, have petitioned for the incorporation of themselves and others as the "Montreal Corn Exchange Association," and to be invested with certain powers, hereinafter mentioned, and it is expedient to grant their prayer.

Therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:—

15 **1.** The aforesaid persons and others already associated with them, and all those who may hereafter become associated with them, shall be, and they are hereby constituted a body politic and corporate by the name of "The Montreal Corn Exchange Association;" and may by that name, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in all Courts of Law and Equity; and by that name, they and their successors shall have perpetual succession, and may have a common seal, change and alter the same at pleasure; may acquire for themselves and their successors, under any legal title whatsoever, property real and personal; may alienate, sell, convey, lease or otherwise dispose of the same or any part thereof from time to time, as occasion may require, for such price or prices, and on such terms and conditions as they may see fit; and may, should they see fit, acquire other real and personal estate for the purposes of this Act; may borrow money on the hypothecary security of the immoveable property of the Corporation for such time and on such terms and at such rates of interest as they may see fit. Provided always the clear value of the real and personal estate together, held by the said Corporation, at any one time, shall not exceed one hundred thousand dollars; and provided also that the said Corporation shall not have or exercise any corporate powers whatsoever, except such as are expressly conferred by this Act, or which are necessary for carrying the same into effect.

40 **2.** The objects of the Association are hereby declared to be:—To provide and regulate a suitable Building or Room for a Corn Exchange and Offices in the City of Montreal, and to encourage the centralization of the produce and the provision trades of the City thereat:—to promote the establishment and maintenance of uniformity in business of its members and those dealing with them:—to compile, record and publish statistics respecting the same:—to promote the observance of such regulations and requirements as may be by law established, not being contrary to law:

Preamble.

Incorporation.

Corporate names and general powers.

Real property limited. Proviso.

Objects of the Corporation.

—and to adjust, settle, and determine controversies and misunderstandings between persons engaged in the said trades, or which may be submitted to arbitration as hereinafter provided: to which ends the Corporation is hereby empowered by vote of the majority at any annual, quarterly, or special meeting of the Association, to make all proper and needful by-laws for its government—for the maintenance and due regulation of the Corn Exchange Offices and property thereof—for the raising of capital, not exceeding in amount the aforesaid sum of one hundred thousand dollars, by the issue of transferable shares or otherwise—for the appointing of the conditions under which shares may be transferred or forfeited—for the employment of an Assistant-Secretary and such clerks and other officers and servants as may be necessary—for regulating the mode of voting at any ordinary or general meeting and to determine whether the presiding officer shall or shall not vote, or shall or shall not have a double or casting vote in case of a tie, and for all or any of the purposes within the powers conferred by this Act, and for the administration of their affairs generally; provided always, such by-laws are not contrary to law—and further to amend and repeal such by-laws from time to time in the manner provided by such by-laws—and generally shall have all needful corporate powers for the purposes of this Act.

Power to  
make By-laws  
for promoting  
such objects

Officers and  
Committee of  
Management.

Vacancies.

Quorum.

First Mem-  
bers of the  
Committee.

Non-liability  
of sharehold-  
ers.

Annual meet-  
ings.

3. The affairs, business, and concerns of the Corporation hereby created, shall be managed by a President, Secretary, Treasurer, and six, or such other number of Managers as may be provided by the by-laws: all of whom shall be members of the Association, and shall together constitute, and be called *The Committee of Management*, and be elected annually at such time and place as may be provided by the by-laws: All vacancies which may occur in the said Committee by death or otherwise shall be filled by the said Committee, and a majority of the number of the said Committee shall constitute a *quorum* for the transaction of business; provided that the Secretary may be aided by an Assistant-Secretary, being a salaried officer or servant and not a member of the Association.

4. The said Robert Esdaile, Honorable John Young, Honorable Louis Renaud, Henry A. Budden, C. J. Cusack, D. A. P. Watt, Ira Gould, W. P. McLaren, and James W. Taylor, shall be the Committee of Management until others under the provisions of this Act shall be elected in their place; and the Committee hereby appointed shall, until the said election, have all the powers assigned to the Committee of Management of the said Corporation by this Act, and shall have power to open Stock Books, receive subscriptions of stock or shares, and to do all matters and things necessary for the full organization and working of the Association.

5. No member, office-holder, or shareholder shall in any manner be liable to, or charged with, the payment of any debt or demand due by the Association, beyond the amount of his unpaid subscribed share or shares in the capital stock of the Corporation.

6. An annual Meeting shall be held for the election of the Committee of management, (and for such other business as may be brought before such meeting) at such time and place and under such regulations and notices as the By-laws of the Corporation shall determine, and may be adjourned as decided at such meeting; but in case of any accident, failure or neglect to hold such general election, the Corporation shall not thereby lapse or terminate, but shall continue and exist and the old officers shall hold over until the next general election, or until such other period as may be provided for in the by-laws.

7. The Corporation may admit, as members, such persons as they see fit, and may expel any member for such reasons and in such manner as may be by By-law appointed. Admission and expulsion of Members.

8. It shall be the duty of the Harbor Commissioners, Harbor Master and Port Warden of Montreal, The Trinity House of Montreal, The Collectors of Customs at Montreal, St. Johns and Coaticook, the Officers at Montreal in charge of the Lachine Canal, the Inspectors of Ashes, Flour, and Grain, Beef, Pork, Butter, Leather, and all other Inspectors that are or may be hereafter appointed at Montreal, and their Officers and Servants to furnish to the Association, and at its expense, such statistical and other information, and such samples as may, from time to time be required by Resolution of the Committee of Management. Certain Public Officers to forward statistical information to the Committee.

9. The Corporation shall have power to provide By-Law for the Election, or appointment by nomination, of Arbitrators Members of the Association, to hear and decide controversies, disputes, or misunderstandings which may arise between Members of the Association, or any persons whatsoever claiming by through or under them, or which may be voluntarily submitted for arbitration; but nothing shall prevent the parties in any case from naming the arbitrators to whom the matter shall be submitted. Appointment of Arbitrators in differences between Members.

10. The Corporation shall have power to provide by-law for the annual election of a Board of Review, which Board may consist of the members of the Committee of Management, or of ordinary members of the Association, or of both; but so as not to include any member who may have acted as Arbitrator on any case submitted to the Board of Review. Board of Review.

11. Members and persons assenting to an arbitration by an instrument in writing signed by them according to the form in the schedule to this Act, or by act of submission before Notaries, shall be understood to have submitted to the decision of the majority of the Arbitrators who, under any By-law, or by nomination by the parties in the submission, may be appointed to hear the case, and to decide upon the same. Submission to arbitrators

12. The Arbitrators shall, in each case before they act as Arbitrators, take and subscribe an Oath before the Secretary or Assistant Secretary of the Association or before any Commissioner appointed to receive affidavits in the Superior Court [who are hereby empowered to administer such oaths], that they will faithfully, diligently, and impartially perform their duties as Arbitrators, and will, in the case so submitted, give a true and just award according to the best of their judgment and ability, without fear, favor or affection, of or for any party or person whomsoever; and the members of the said Board of Review shall take a like oath to that provided for the said Arbitrators on the assumption of office,—the President or Chairman before the Prothonotary, and the other members before the President of the Association, who is hereby empowered to administer such oath; and all such oaths shall be deposited with the Secretary or Assistant Secretary of the Association. Arbitrators to be sworn. Also members of Board of Review.

13. The Corporation shall have power to make all By-laws necessary to regulate the forms and modes of procedure to be observed in cases of Arbitration; to regulate the taxation of witnesses, and all fees, costs and expenses; fees to be paid to the Arbitrators, Secretary, Assistant Secretary, or to any of the servants of the Association, and to require payment thereof, before delivery of the award; to regulate fines to be paid by any Arbitrator declining to act as Arbitrator when By-laws touching arbitration.

duly appointed, [which fines may be collected as a debt before any civil Court, having jurisdiction to the amount] and to amend and repeal such By-laws, from time to time, as well as the other By-laws of the Association, and in the mode thereby provided.

Powers of Arbitrators.

**14.** The arbitrators shall have power to appoint a time and place for 5 hearing and deciding upon any matter or thing so submitted to them, and to adjourn their meetings from time to time as may be necessary, but not beyond the time fixed in the submission for rendering their award, if the time is so fixed, except by consent of parties; and shall have power

Oaths to parties and witnesses.  
Costs.

severally, at any meeting, to administer oaths to the parties and their 10 witnesses, and to examine them either orally or in writing, relative to the matters submitted and under consideration, to allow to and tax witnesses a just and equitable taxation, and to assess the fees, costs, and expenses of such arbitration according to such rules and scales as may be fixed by By-law; and a certificate under the hand of the Secretary or Assistant- 15 Secretary of the Association, of the amount allowed to any witness or of any such fees, costs, and expenses or of the fine imposed upon the arbitrator so refusing to act or of any other matter, act or thing done by the Association or by any such Arbitrators and recorded by said Secretary or Assistant-Secretary in the Books of the Association, shall be suffi- 20 cient *prima facie* evidence of such amount, and of the contents of the said certificate.

Forms of award.

**15.** All awards shall be made in writing and signed by the arbitrators, rendering the same, and shall be handed to the Secretary or Assistant-Secretary who shall promptly furnish the parties interested with copies thereof when requested, nor shall any signification of an award upon the 25 parties be necessary.

Provision for reviewing awards.

**16.** Either party to such submission on filing with the Secretary or Assistant Secretary within five days from the date of such award, but not afterwards, a declaration signed by him that he is desirous of having such award reviewed, shall be entitled to have the said award 30 and all questions arising out of such submission referred to the decision of the said Board of Review; and the said Board of Review shall have power, without delay, and on written notice to the parties, and as may be determined by the majority of the Board, or by any By-law, to proceed to examine into the merits of the matters submitted, and of 35 the award, either by hearing the parties and their witnesses and proofs *de novo*, or to determine and finally decide upon the written notes of evidence, if any were taken, and on the proceedings and documents to be produced by the Secretary or Assistant Secretary: and all the powers by this act vested in the said Arbitrators shall be and are hereby 40 vested in the said Board of Review and the decision or award of such Board of Review or of a majority thereof, confirming, reversing, modifying, or altering the award of the said Arbitrators, shall be final and conclusive, and be binding upon the parties to the said submission, and shall be filed, recorded, and judgment entered thereon, and shall have 45 the like effect and be enforced and all further proceedings had thereon as in the case of an award of the said Arbitrators, and as provided by this Act.

Powers of Board of Review.

Award or decision in Review to be deposited in Court.

**17.** It shall be the duty of the Secretary or Assistant Secretary of the Association at the request of any party to the submission and after 50 the expiry of five days from the date of the award, if no review is had, or after the expiry of five days from the date of the award rendered by the Board of Review, to deposit the original award or awards, together with the submission and a certificate in detail of the fees, costs and expenses incurred (in case costs are awarded) with the clerk of the Circuit 55

Court, or the Prothonotary of the Superior Court, at Montreal, according as the sum awarded, or the value of the matter in dispute, as finally settled by the award, may fall within the jurisdiction of the said Courts respectively, to be filed and recorded in such Court; and on oath by 5 the said Secretary, Assistant Secretary, or by any competent witness, made before such Prothonotary or clerk, of the signatures to the said award of the Arbitrators in the case, or of the Board of Review, or of both, as the case may be, and as to the amount of the costs [if costs are awarded], the said award or awards, affidavit and certificate shall be 10 filed and recorded in such Court, and the award of the said Arbitrators, if no review is had, or the award of the Board of Review when rendered, respectively, shall thereupon be held and considered to be to all intents and purposes whatever, as having, and shall respectively have, the same force and effect as a judgment lawfully rendered in the premises by the 15 Superior or Circuit Court, and shall be a final and conclusive judgment; and the same shall not, nor shall the award upon which it is rendered, be liable to be inquired into, altered, amended, set aside, or appealed from by any proceeding whatever, and no writ of *certiorari* shall lie from such award or judgment for any cause whatsoever. To have effect of a judgment.

20 18. After the expiration of five days from the filing in such Court of a return of any bailiff of the service of a notice of the filing of such award of the said Arbitrators or of the said Board of Review upon the party against whom the award may be rendered, such service being made personally or at his or their domicile, or at the place of business of any commercial partnership or firm; a writ of execution shall 25 and may issue out of the said Court on the *fiat* or order of the party in whose favor the award may have been rendered, or of his attorney or attorneys, to enforce the said award, and to collect the sum thereby awarded, with the costs and expenses as certified by the Secretary, or 30 Assistant Secretary, in the same manner and for the same fees as are by law exigible in such Court; and all future proceedings of every kind and description in respect of such award, judgment and execution shall be had, as may now be had on a judgment lawfully rendered in such Court, subject however to all the provisions and enactments set forth 35 in the *sixteenth* section of this Act. Service of notice affecting award, &c. Execution.

19. The Corporation shall at all times, when thereunto required by the Governor or by either branch of the Legislature, make a full return of its property, real and personal, and of its receipts and expenditure, for such periods, and with such details and other information as 40 the Governor or either branch of the Legislature may require. Returns to the Legislature.

20. The members or persons composing the said committee of management, and the said Board of Review, shall not, nor shall any of them, be liable to serve as Jurors on any cause, civil or criminal. Exemption from Jurors.

21. This Act shall be a public Act.

Public Act.

## SCHEDULE A.

### FORM OF SUBMISSION.

Know all men that we, A. B., of \_\_\_\_\_, and C. D. of \_\_\_\_\_, as the case may be, having a difference as to our rights in a case touching [here state briefly the matters of difference] have agreed and bound ourselves to abide by, and perform the award

