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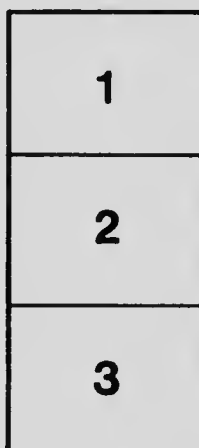
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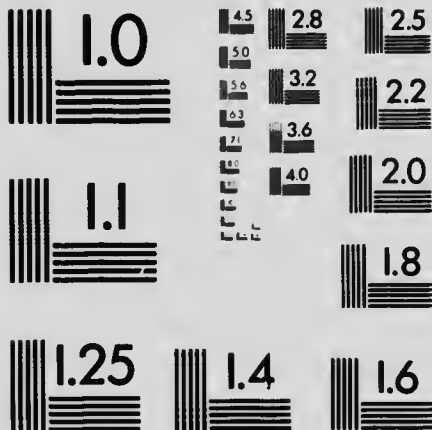
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**CONSTITUTION**  
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**OF**  
**THE UNITED FRUIT COMPANIES**  
**OF NOVA SCOTIA, LIMITED**  
**AND OF**  
**The Port Williams Fruit Company**  
**LIMITED**

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HALIFAX, CANADA  
ROYAL PRINT AND LITHO, LIMITED  
1916

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CHAPTER 22

OF THE

STATUTES OF NOVA SCOTIA

FOR THE YEAR 1912

ALSO AMENDMENT THERETO CONTAINED IN  
CHAPTER 63 OF

THE STATUTES OF NOVA SCOTIA

FOR THE YEAR 1913

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HALIFAX, CANADA  
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1916





# **ACT UNDER WHICH THE CENTRAL ASSOCIATION IS INCORPORATED.**

## **CHAPTER 22**

### **OF THE STATUTES OF NOVA SCOTIA FOR THE YEAR 1912.**

**An Act to further facilitate the incorporation of Farmers' Fruit, Produce and Warehouse Associations.**

**(Passed the 3rd day of May A. D. 1912)**

Be it enacted by the Governor, Council, and Assembly, as follows:

1. Any number of companies, not less than ten, incorporated under the provisions of Chapter 33 of the Acts of the Legislature of the Province of Nova Scotia for the year 1908, entitled "An Act to facilitate the incorporation of Farmers' Fruit, Produce and Warehouse Associations," or for a like purpose under the "Nova Scotia Companies Act," if authorized by its memorandum of association so to do, may form themselves into a Central Company for the following purposes, namely:

(a) buying, selling, bartering, taking on consignment or disposing of on consignment, and packing and dealing in fruit, fodder and other farm produce as well as fertilizer and artificial manures of all kinds;

(b) warehousing the same, as well with cold storage as otherwise, and marketing and transporting the same and carrying on the business of warehousemen and shippers of such fruit, fodder and other farm produce.

2. (1) Any company incorporated as aforesaid may, by a two-thirds vote of its shareholders at a general meeting of the company called for the purpose, pass a resolution in form "A" in the Schedule to this Act, and thereupon the president of the said company shall for the purposes of this Act sign the name and address of the said company to a Memorandum of Association in form "B" in the Schedule to this Act, and shall write opposite to the said company's name the number of shares it takes.

(2) Thereupon and thereby such company shall be and become a shareholder in such Central Company upon the completion of the incorporation thereof under this Act.

(3) The shares taken by any subscribing company shall not represent less than twenty percent. of the nominal capital of such company.

3. The signatures to such Memorandum of Association shall be proved by the affidavit of a witness in the form "C" in the Schedule to this Act, and made before a justice of the peace.

4. (1) At least ten companies shall subscribe the Memorandum of Association and the same when completed shall be delivered to the Registrar of Joint Stock Companies, who shall retain and register the same.

(2) Upon such registration the registrar shall certify under his hand and seal of office that the company is incorporated under the provisions of this Act, which shall be conclusive evidence that all the requirements of this Act in respect of matters precedent and incidental thereto have been complied with, and that the company is a company authorized to be incorporated, and duly incorporated under this Act.

5. (1) Every company registered under the provisions of this Act shall, upon the issuing of the certificate aforesaid by the Registrar of Joint Stock Companies, be and become a body corporate under the name given and specified in the Memorandum of Association, and may sue or be sued, plead or be impleaded, under such name, as a body corporate, in any court of law or equity, and for any purpose of this Act and incidental or necessary in respect thereto, shall have all the rights and powers of an incorporated company.

(2) The company shall have a seal of such design as the directors may determine.

6. Any company so incorporated may, as by such company shall be deemed necessary or expedient for any business or purpose aforesaid:

(a) buy, build, erect, lease, improve, manage and operate storehouses, warehouses, as well with cold storage as otherwise, and other buildings incidental or conducive to any such business or purpose, and sell, sublet or dispose of the same;

(b) lease, buy or otherwise acquire real estate, and sublet, sell or otherwise dispose of the same;

(c) buy, build, acquire, own, lease, hire, charter and manage wharves, box cars or refrigerator cars for railway use, and steamships and other vessels; and

(d) buy, have and sell and dispose of any manner of personal property necessary or useful in carrying on the business of the company.

7. (1) Every company being a shareholder in such Central Company shall, at a general meeting called for that purpose, within one month of the registration of such Memorandum of Association, appoint three of its shareholders as its representatives who shall meet for the purpose of organization of such Central Company.

(2) Such representatives shall at the said meeting organize the said Central Company by electing from among themselves a president, secretary and directors. There shall be one director for each company holding shares in the Central Company.

8. The first meeting of the Central Company shall be called by the president of the company first subscribing the said Memorandum of Association, who shall give the representatives of the companies holding stock in the Central Company at least ten days' written notice of the time and place of holding such meeting by a letter mailed, postage prepaid, for that length of time previous to the meeting, to address of the persons to be notified.

9. After any Central Company shall be incorporated under this Act, any company incorporated under the said chapter or under the "Nova Scotia Companies Act," if authorized by its Memorandum of Association so to do as aforesaid, that has not subscribed the registered Memorandum of Association of such Central Company, may pass a resolution as near as may be as in section 3 of this Act provided.

10. The company so passing the said resolution shall deliver a copy thereof, certified by the president of the company, to the president of the Central Company, who shall submit the same to the Directors of such Central Company at their next meeting, who shall accept or reject the same.

11. If the same be accepted, stock to the amount specified in the said resolution, not less than twenty per cent. of the capital stock of the company, shall be issued and allotted to such company, which shall thereupon be and become a shareholder in the said Central Company to the amount of the said stock with all the powers, rights and obligations attached to companies subscribing the Memorandum of Association.

12. (1) Each company holding shares in the Central Company shall annually and before the time of the annual

meeting of the Central Company appoint three shareholders as their representatives who shall form the annual meeting of the Central Company, and shall meet at the time fixed therefor, and elect from among themselves or from the shareholders in the companies so holding shares in the Central Company, a president, secretary and directors and such other officers as are provided for by by-law for the Central Company for the then ensuing year.

(2) Any officer or director may be re-elected.

(3) If any annual meeting shall fail to elect any officer or director, the person then being such officer or director shall continue as such till his successor shall be elected.

(4) Upon the death or resignation of any director, a meeting of the Company shall be convened and a director appointed in the place of the one so dying or resigning.

13. (1) The capital stock of any company organized under the provisions of this Act shall be not less than fifty thousand dollars.

(2) No person, firm or corporation, excepting companies organized under the said chapter or under the "Nova Scotia Companies Act" as aforesaid, shall subscribe for or hold any of such stock.

14. (1) Any Central Company incorporated under this Act may increase its capital stock by a two-thirds vote of the representatives of the companies holding stock in such Central Company, by resolution in that behalf.

(2) In such case a copy of the resolution so increasing the amount of capital stock, certified by the president and secretary of the Company, shall be deposited with the Registrar of Joint Stock Companies, who shall register the same, and thereupon the capital stock of the Company shall be deemed to be increased to the amount specified in the resolution.

15. All calls made upon stock shall be paid by the Company subscribing the same, and the capital stock of any such company's stock by the directors of the Central Company.

16. (1) Excepting the organization of the Central Company and the election of officers and directors, all the business of such Central Company shall be done by its directors; provided, that the Company at any general meeting may discuss any questions connected with the Company's business and make any recommendation as to the same deemed expedient.

(2) Each director shall have as many votes at directors' meeting as the Company for which he is such director holds shares in the Central Company.

(3) The president of the Company shall preside at all directors' meetings if present, and in his absence a chairman of the meeting shall be elected.

(4) The directors may appoint a manager, subject to the directors, to manage the business affairs of the company.

(5) The directors may at any time cancel the appointment of any such director or directors and appoint another or others.

(6) The directors may from time to time make calls upon the stock of the Company not exceeding at any one time twenty-five per cent. of the subscribed stock.

17. (1) At the close of every year's operations the directors may declare a dividend out of any profit made by the Company of such an amount as in their judgment the business of the Company shall warrant.

(2) Such dividend, when declared, shall be paid over to the shareholders of the Company as soon as may be after the same has been declared in proportion to the amount paid upon their respective shares.

18. It shall not be necessary that any annual dividend be declared or that the annual profits of the Company or any portion thereof be paid out in dividends, but the same may in the discretion of the directors be used for any business purpose within the powers of the company under this Act, or to create a reserve fund.

19. (1) The directors may from time to time make, amend, repeal or re-enact by-laws for the company, not inconsistent with this Act or the laws in force in the province, regulating and determining.

(a) the time and place of the annual meeting of the Company and all directors' meetings;

(b) The notice required for annual meetings of the Company and directors' meetings;

(c) stock certificates and the issuing of stock;

(d) the manner of making and collecting calls and the proceedings to be observed in respect thereto; and

(e) any other matter connected with the internal affairs of the Company.

(2) Such by-laws, when approved by the Governor-in-Council, shall be of the same force and effect as if they were enacted in this Act and formed a part thereof.

20. No shareholder in the said company shall be liable for any debt, default or other liability of the Company beyond the amount unpaid on the stock subscribed by such shareholder, and no director or other officer of the said company shall be liable on or in respect to any such debt, default or other liability, unless such director or officer has incurred such liability by becoming surety for the Company.

21. The word "Limited" shall form a part of the name of every company incorporated under the provisions of this Act, and such name shall be printed or stamped upon all bill heads, letter heads, advertisement or notices, used, signed or given by the Company.

22. All the provisions of the Nova Scotia Companies' Act, except those inconsistent with the provisions of this Act, shall apply *mutatis mutandis* to every company incorporated under this Act.

## SCHEDULE.

### FORM "A"

RESOLVED, that we the.....  
 Limited, do become a members of a Central Company  
 to be incorporated under the name of.....  
 .....Limited, and take shares in the said company  
 to the amount of \$.....and that the president  
 of this company do sign the name and address of this  
 Company to a Memorandum of Association for such  
 incorporation, and subscribe for shares on behalf of this  
 company in the said Central Company to the amount  
 of the said sum of \$.....

### FORM "B"

#### MEMORANDUM OF ASSOCIATION.

Of the....., Limited.

1. The name of the Company is.....Limited.  
 2. The head office of the Company will be situate  
 at.....in the Province of  
 Nova Scotia.

3. The objects for which the Company is established  
 are:

(a) buying, selling, bartering, taking on consignment or disposing of on consignment, and packing and dealing in fruit, fodder and other farm produce;

(b) warehousing, marketing and transporting the same and carrying on the business of warehousemen and shippers of such fruit, fodder and other farm produce.

4. The capital of the Company is.....  
dollars, divided into.....dollars each.

The several companies whose names and addresses are subscribed are desirous of being formed into a Central Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital stock of the Central Company set opposite the names of the companies subscribing hereto.

NAMES AND ADDRESSES OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.

Total numbers of shares taken.....  
Dated the.....day of.....19....  
Witness to the above signatures.....  
Address.....  
Occupation.....

#### FORM "C"

The Province of Nova Scotia,  
County of SS.

I certify that.....subscribing witness to the foregoing Memorandum of Association made oath before me that the said Memorandum was duly signed in his presence by the presidents respectively of the respective companies whose names are thereto subscribed.

Dated at.....the.....day  
of....., A. D. 19....

Justice of the Peace for the County of

In the House of Assembly, April 2nd, 1913:—  
Ordered to be sent to the Council for concurrence.

W. A. DICKSON, *Clerk.*

## SUBSEQUENT AMENDMENTS

An Act to amend Chapter 22, Acts of 1912, entitled  
 "An Act to further facilitate the incorporation  
 of Farmers' Fruit, Produce and Ware-  
 house Associations."

Be it enacted by the Governor, Council, and Assembly  
 as follows:

1. Section 8 of Chapter 22 of the Acts 1912 is hereby  
 amended by adding thereto the following subsections:

"(2) A meeting of the representatives of the  
 Companies holding stock in the Central Company  
 may be called at any time by notice as aforesaid by  
 the President of the Central Company.

(3) He shall call such meeting whenever re-  
 quested by the Board of Management hereinafter  
 provided for.

(4) If the President on such request refuses  
 or neglects to call such meeting, the Board of Manage-  
 ment may call the same on notice as aforesaid."

2. Section 1 of the said Act is hereby amended by  
 adding to paragraph (a) thereof the following:

"arsenate of lead, spraying materials and all  
 kinds of insecticides and fungicides, power spraying  
 outfits, hand pumps and all other commodities or  
 material incidental to the use of the same, nails,  
 pulp heads, paper and all material necessary for the  
 purpose of packing fruit, and farm produce, flour,  
 feeds and all milling produce, seeds, farming imple-  
 ments, tools and waggons, and all manner of merchan-  
 dise."

3. Section 6 of the said Act is hereby amended by  
 adding to paragraph (a) thereof the following:

"and also to buy, build, erect, lease, improve,  
 manage and operate mills and buildings for the  
 manufacture or storage of barrel staves and material  
 for barrels, boxes and every article or material  
 useful or used or in connection with the pack-  
 ing of fruit or farm produce, or any article in which  
 the Central Company may deal.

4. Section 16 of the said Act, is hereby amended  
 by striking out the word "Manager" from subsection (4)  
 thereof and substituting therefor the words "Board of  
 Management," and by adding at the end of the said  
 subsection the words "such Board shall consist of five  
 members, of whom the president of the Company shall  
 be one. The Board may employ a General Manager for  
 the Company."



5. Subsection (5) of Section 16 is hereby repealed and the following substituted therefor:—

"(5) The directors may, at any annual meeting or special meeting called for that purpose, cancel the appointment of any or all of the members of the said Board and appoint an other or others instead."

6. Paragraph (b) of section 19 of the said Act is hereby amended by inserting after the word "annual" therein the words "and other."

7. Paragraph (c) of the said section is hereby repealed and the following substituted:

"(c) the issuing of stock and the for n of stock certificates, and the making, accepting and endorsing of bills and notes, and the execution of deeds, leases and transfers of property."

8. Paragraph (e) of the said section is hereby repealed and the following substituted therefor:

"(e) regulating the disposition of fruit and farm produce had or held for shipment by companies holding shares in the Central Company, and determining how far any such shareholding company violating such by-laws shall be debarred from receiving any dividend or monies payable on stock held by such company."

Section 19 of the said Act is amended by adding the following as paragraph (f):

"(f) determining the powers and duties of the Board of Management and the powers and duties of the General Manager and any other matter concerning the rights of shareholders in the revenues of the Company connection with the internal affairs of the Company."

9. The Directors shall appoint a Chartered Accountant as Auditor for the Central Company.

May 13th, 1913

Then passed in Council

Sgd. M. H. Goudge  
President

April 2nd, 1913.

Then passed in the House

Assembly  
Sgd. J. F. Ellis,  
Speaker

Halifax, May 31st, 1913

I hereby Certify the foregoing to be a true and correct copy of an Act passed at the present Session of the Legislature of Nova Scotia, and duly assented to by the Lieutenant-Governor on the 13th day of May, A. D., 1913.

W. A. DICKSON, Clerk.



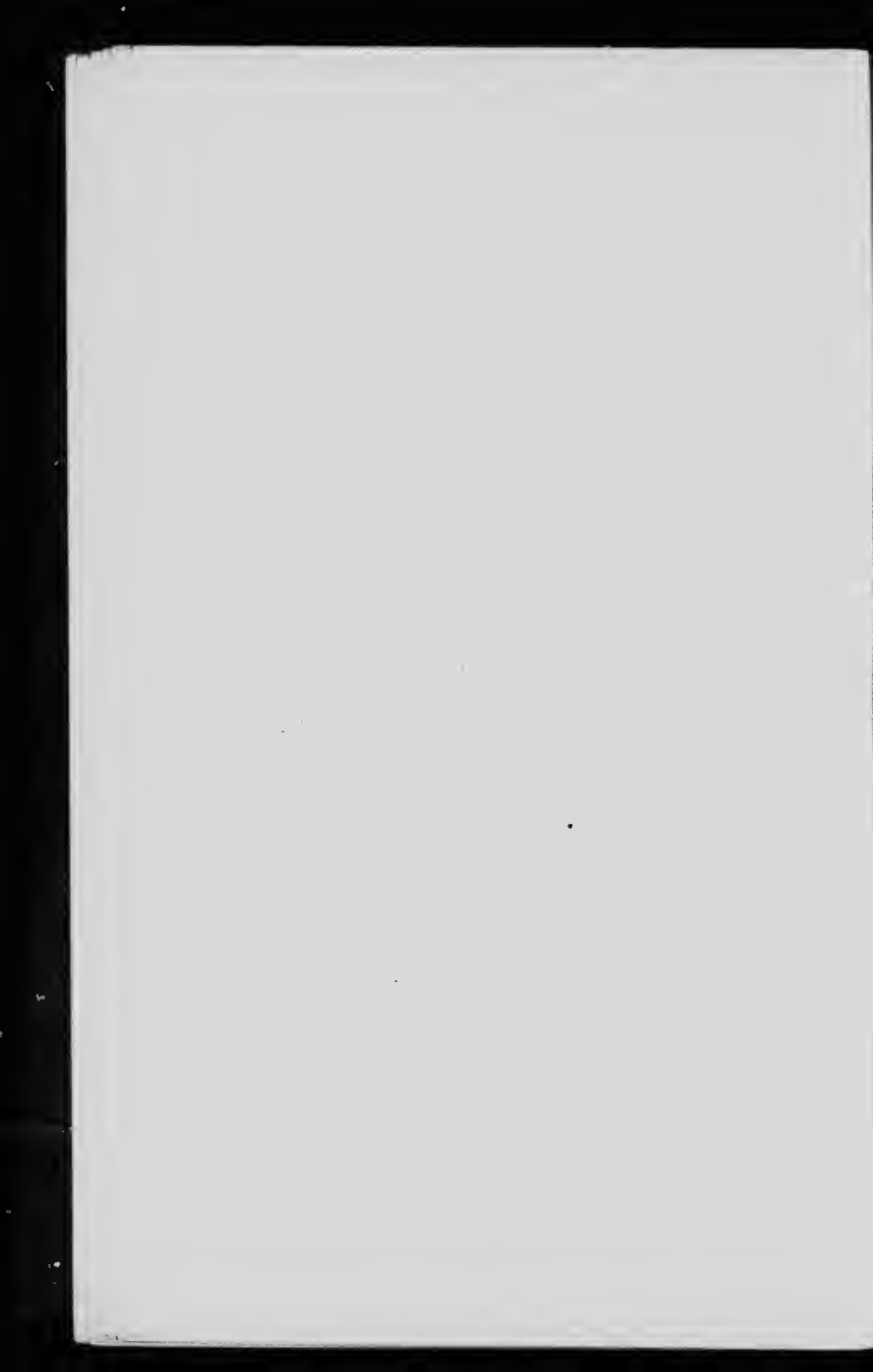
BY-LAWS

OF THE

UNITED FRUIT COMPANIES  
OF NOVA SCOTIA, LIMITED

AND

AMENDMENTS



**BY-LAWS**  
**OF THE**  
**United Fruit Companies of Nova Scotia**  
**LIMITED**

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**OFFICERS YEAR 1914-1915**

**ELECTED:**

*President*—JOHN DONALDSON, Port Williams.  
*Vice-President*—F. W. BISHOP, Bridgetown.  
*Secretary*—A. E. ADAMS, Berwick.  
*Auditor*—F. OXLEY, F. C. A. (Canada), Halifax.

**BOARD OF MANAGEMENT.**

JOHN DONALDSON, Port Williams.  
F. W. BISHOP, Paradise.  
F. H. JOHNSON, Bridgetown.  
T. L. HARVEY, Volfville.  
C. A. BORDEN, Sheffield Mills  
*General Manager*—A. E. MACMAHON.

**BY-LAWS**

1. In these By-laws, including this section thereof, unless the context otherwise requires:

(a) "Act" shall mean Chapter 22 of the Statutes of Nova Scotia for the year 1912, and include Chapter 63 of the Statutes of Nova Scotia for the year 1913.

(b) "Board" shall mean the Board of Management provided by Chapter 63 aforesaid.

(c) "Brand" shall mean words, letters, figures or marks, or all or any of them combined, stamped or put on packages for shipment or sale containing fruit or produce.

(d) "Company" shall mean The United Fruit Companies of Nova Scotia, Limited.

(e) "Manager" shall mean the General Manager provided for by the said Chapter 63.

(f) "Share-holding Company" shall include all companies to which stock has been allotted by the Company under the provisions of the said Act.

(g) The singular may extend to the plural and the plural be confined to the singular.

### **NAME. OBJECTS AND SEAL**

2. The name of the Company is The United Fruit Companies of Nova Scotia, Limited.

3. The object of the Company is to advance the interest of Share-holding Companies in the ways permitted by the powers of the Company conferred by the Act.

4. The Company shall have a seal of such device as shall make a circular impression showing the words, "The United Fruit Companies of Nova Scotia, Limited," in a circle between two circular scrolls with a star having five points between the word "Limited" and the word "The" and having the word "Incorporated" and the words and letters "Berwick, N. S.," within the inner scroll with the figures "1912" between, and three dots or points above, and three dots or points below the words, all within the inner scroll, the whole impression being as stamped on the margin of these By-laws.

### **HEAD OFFICE AND OFFICERS**

5. The Head Office of the Company shall be at Berwick in the County of Kings.

6. The Officers of the Company shall consist of President, Vice-President, Secretary, Treasurer, Directors and an Auditor, who, with the Board provided for by the Act and subject thereto, shall have the management and charge of the business affairs of the Company.

7. The Secretary and Treasurer shall perform all such duties as may be required of them from time to time by the Directors and may be one and the same person.

8. The Secretary shall keep a record of all meetings of the Company as well as of the Directors.

9. Any officer of the Company or member of the Board shall be eligible for re-election or re-appointment after his term shall have expired.

10. The Treasurer and General Manager, who may be one and the same person, shall furnish security by

bond from some Guaranty Company for the faithful performance of their duties, in such sum as the Directors shall determine.

### MEETINGS

11. The Annual Meeting of the Company shall be held on the last Tuesday of June in each year at such hour and place as the Directors shall determine.

12. Special meetings of the Company may be called by the President at any time.

13. Notice of the hour and place of Annual Meetings and of the time and place of all special meetings of the Company shall be given by postcard mailed to the Secretary or Manager of all Share-holding Companies at least fourteen days previous to any such meetings.

14. (1) The Directors may meet at any time or place.

(2) All meetings of the Directors must be called by the President, who may at any time call such meeting and shall do so upon the request in writing of any five Directors.

15. The Directors may by a majority vote at any meeting require the President to call a meeting of the Company which he shall thereupon do in manner provided by these By-laws.

16. It shall be the duty of the President, if present, to preside at all meetings of Directors and of the Company, and in his absence the Vice-President shall preside, and if both are absent one of the Directors shall be elected chairman of the meeting.

17. All questions arising at any meeting of the Company or of the Directors or of the Board shall be decided by a majority vote, and in case of an equality of votes the Chairman shall have a casting vote.

18. (1) Immediately after each Annual Meeting of the Company, the Directors shall meet and appoint the Board of Management and the Auditor provided for by the Act.

(2) All vacancies in the Board or Auditorship shall be filled by the Directors so soon after the vacancy occurs as is practicable.

19. Any representative of a Share-holding Company may vote at any Annual or Special Meeting of the Company personally or by some other representative of such Share-holding Company as his proxy.

20. All appointments of proxies shall be in writing, and may be in form A in the Schedule to these By-laws.

21. At any general or special meeting of the Company no business shall be transacted unless at least one-half of the Share-holding Companies shall be represented thereat by one or more representatives.

22. A majority of Directors shall form a quorum for the transaction of any business within the scope of their powers.

23. A majority of the members of the Board shall form a quorum for the transaction of any business competent for the Board.

### RECORDS

24. Minutes shall be made in books provided for the purpose:

- (a) of all appointments made,
- (b) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of the Board.

25. All acts done at any meeting of the Company or of the Directors or of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any representative, director or member not suggested at the meeting, be as valid as if such defect did not exist.

### ACCOUNTS

26. True accounts shall be kept

- (a) of all sums of money received and expended by the Company, and the matters in respect to which such receipt and expenditure takes place.

(b) of all transactions had by the Company including all sales and purchases.

- (c) of the assets and liabilities of the Company.

(d) The books kept of such accounts, transactions, assets and liabilities shall be such and kept in such manner as may be approved by the Auditor of the Company.

27. The Directors shall lay before the Company at its next Annual Meeting a profit and loss account for the period since the incorporation of the Company, made up to the first day of June next preceding such meeting, and thereafter for the period since the preceding account up to the first day of June next preceding each Annual Meeting.

28. A balance sheet shall be made out in each year up to the first day of June next preceding each Annual Meeting and laid before the Company at such meeting.



29. As soon as prepared and at least ten days before the Annual Meeting of the Company, a typewritten copy of such profit and loss account and balance sheet approved by the Directors shall be sent to each Stock-holding Company.

### NOTICES

30. All notices required by these By-laws or by the Act shall be deemed to be duly given if mailed, postage prepaid, to the address of the person to whom the same is to be given for the time specified in that behalf for such notice.

31. All other notices for which no time is specified may be given in like manner, and shall not require more time than ten days.

32. All notices of meetings of the Company shall be duly given if mailed in the manner aforesaid and for the required time to the Secretary or Manager of each Shareholding Company.

33. When any given number of days notice is required, the same shall be reckoned exclusive of the first day and inclusive of the last day.

34. All notices of any special meeting of the Company shall state the business intended to be transacted thereat, and no business shall be done at the meeting except what is stated in such notice.

35. All notices calling any meeting of the Directors shall specify the business for the transaction of which such meeting is called, and no business shall be done at the meeting except what is stated in such notice.

### AUDITORS

36. (1) The Auditor shall prepare and submit to the Board.

(a) a scheme for books in respect to all business transactions of or for the Company,

(b) all required profit and loss accounts.

(c) all required balance sheets, and

(d) all other accounts, statements and reports required of him by the Board or the Directors.

(2) He shall advise the manner in which all books of the Company shall be kept, and shall audit the books and accounts of the Company and make reports thereon as and when required of the Board or the Directors with such details as may be required of him.

### DIVIDENDS

37. Until a call shall be made on the stock of the Company, the Directors may from time to time pay to

Share-holding Companies such interim dividends as appear to the Directors to be justified by the profits of the Company.

38. After any call is made on the stock of the Company, any dividend shall be paid as prescribed by the Act.

### **CALLS**

39. (1) A call upon the stock of the Company shall be deemed to have been made at the time when the resolution of the Directors authorizing the same is passed.

(2) Such resolution may be in form C in the schedule to these By-laws.

40. If the call payable in respect to any share is not paid before or on the day appointed for payment thereof, interest shall be payable thereon at the rate of six per cent from the day appointed for such payment to the time of actual payment.

41. (1) When any call is made at least fourteen days notice thereof shall be given the Secretary or Manager of the Company on the stock of which such call has been made.

(2) Such notice shall specify the time and place when and where the same shall be paid, and may be in form D in the schedule to these By-laws.

### **STOCK**

42. (1) The Directors shall issue stock certificates to Companies which are or shall become shareholders under the provisions of the Act.

(2) Such certificates shall be in form B in the Schedule to these By-laws, and shall be under the Seal of the Company, and signed by the President and Secretary.

### **BILLS AND NOTES**

43. All bills and promissory notes to which the Company is a party shall be drawn, accepted, made or endorsed in the name of the Company, which shall be affixed thereto by the Manager, and signed by him and the Secretary.

44. All deeds, leases and transfers of property to which the Company is a party shall be executed on the part of the Company by the President, subscribing the name of the Company thereto with his own name as President, and affixing thereto the Seal of the Company.

### **EMPLOYEES AND SALARIES**

45. (1) At the beginning of each season the Board shall meet with the Directors and submit their estimates

of expenses as far as possible and list of employees for the ensuing year.

(2) Subject to the approval of the Directors the Board may employ such Organizer, Salesmen and Agents for foreign or home purposes and other persons to help carry on the concerns of the Company, as in their judgment shall be necessary to assist the Management in the business of the Company, and may fix the scope of their employment and determine their salary, wages and remuneration.

### FRUITS AND PRODUCE

46. (1) All apples and potatoes of shareholding Companies shall be subject to inspection by the Inspectors of the Company and any fruit or produce badly packed shall not be shipped with the Company's brand, but such fruit or produce shall be properly repacked and graded at the expense of the Share-holding Company furnishing the same before it shall receive such brand.

(2) In case such Share-holding Company shall refuse or neglect to have any such fruit or produce repacked or regraded, the same shall be shipped with the brand of the Share-holding Company, which shall be paid the proceeds of the sale of such fruit or produce after deducting all expenses and charges incident to the shipment and sale of the same.

47. (1) The Company's brand for shipment shall only be put upon such varieties of apples and on such grades of the said varieties as the Board shall determine.

(2) All other grades of the said varieties and all other varieties shall be shipped with the brand of the Share-holding Company by which they are furnished.

48. (1) All apples and potatoes had or held for shipment or sale by Share-holding Companies shall be disposed of by and through the Company, and shall be surrendered to the Company by such Share-holding Companies for such disposal at such time and place and in such quantities as the Board shall determine, unless consent of the Board to dispose of otherwise shall be obtained.

(2) Any Share-holding Company which shall neglect or refuse to surrender to the Company at such time and place as the Company shall require any apples or potatoes for shipment or sale had or held by such Share-holding Company, shall not be entitled to the average price on the variety in question, but shall take the price realized for that particular shipment, unless the Directors shall otherwise determine.

## BOARD OF MANAGEMENT AND GENERAL MANAGER

49. (1) The Board shall be charged with the inspection, marketing and disposal of all apples and potatoes controlled by the Company and with the purchase of all articles or commodities required by the Company in which it is entitled to deal, and shall determine

(a) the manner of such marketing, or disposal or purchase,

(b) the time when any variety of apples and potatoes shall be put on the market or disposed of, and the quantity of the same at any such time,

(c) the market or place to which the same shall be sent or consigned for sale or disposal.

(d) the articles or commodities which shall be purchased by the Company, the quantity of any such articles or commodities and the time such purchase shall be made, and the place where or the person from whom the same shall be bought.

(e) the manner and route of shipment or carriage to market or place of disposal of any apples and potatoes, and the manner and route of shipment or carriage from any place of purchase of any article or commodity bought for the Company.

(2) For the purpose of this section the Board shall have power without limiting any general or other power possessed or conferred

(a) to charter and employ steamships, vessels or boats of any kind or description,

(b) to contract for special trains or special conveyances of any kind, and for through rates or special rates for the transport of fruit, produce, articles or commodities by vessel or cars or otherwise.

(c) to lease or hire evaporators, vinegar factories, warehouses or storehouses for the purpose of storing or packing or manufacturing evaporated stock or vinegar or any such fruit or produce, or storing any articles or commodities bought,

(d) to employ and contract with salesmen, agents, fruit brokers, inspectors, packers, and every kind of employee or servant for such pay, commissions or wages as the Board may think proper,

(e) generally to do or cause to be done any matter or thing in the judgment of the Board necessary or expedient in relation to any business in their charge or under their control.

50. Such books and records shall be kept as shall enable the Auditor to submit to the Board at the first of each month a report of all transactions for the month previous, including all receipts and disbursements.

51. The Manager and Secretary shall be subject in all matters to the direction and control of the Board except where fixed by these By-laws, and the Board shall prescribe their duties and may delegate such part of their powers to them as the Board shall deem expedient, and may at any time enlarge or decrease their powers and duties.

52. (1) The Manager and Secretary shall transact such matters of business and discharge such duties as are from time to time imposed on them by these By-laws or by the Board, which shall be responsible for their faithful performance of the same.

(2) The Manager and Secretary shall have no powers in connection with the business of the Company except such as are conferred upon or delegated to them by the Board or given by these By-laws.

53. All By-laws heretofore made are hereby repealed.

### SCHEDULE

#### FORM A

I, \_\_\_\_\_ of  
the County of \_\_\_\_\_, being a representative of  
\_\_\_\_\_, Limited, a Share-holding  
Company in The United Fruit Companies of Nova Scotia,  
Limited, hereby appoint \_\_\_\_\_

of \_\_\_\_\_, also a representative of the  
said \_\_\_\_\_ Limited, as my proxy to vote for  
me and on my behalf at the \_\_\_\_\_ meeting of the  
said Company to be held on the \_\_\_\_\_ day of  
A. D. 19 \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of  
A. D. 19 \_\_\_\_\_

#### FORM B

No. \_\_\_\_\_ Share Certificate  
The United Fruit Companies of Nova Scotia,  
Limited,  
(Incorporated under Chapter 22 of the Statutes of Nova  
Scotia for the year 1912)

Capital  
Shares \$100 each

This is to certify that  
Limited, is the registered holder of \_\_\_\_\_ shares of \$100  
each Nos. \_\_\_\_\_, in the Capital of the Company,  
subject to the provisions of the said Chapter and to the  
By-laws of the Company, unpaid excepting so far as  
endorsed on this certificate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ A. D. 19 \_\_\_\_\_

(Note to be endorsed on the payment of any call)  
 Received of..... Limited,  
 the sum of \$....., being the amount of the call of \$.....  
 per share made in respect of the within mentioned shares  
 on the .....  
 day of..... A. D. 19....

## FORM C

RESOLVED, that the following call be made on each  
 of the Share-holding Companies, that is to say a call  
 of \$.....per share on all stock held by  
 such companies, payable on or before the.....day  
 of..... A. D. 19....at the office of the Company  
 at N. S.

## FORM D

The United Fruit Companies of Nova Scotia, Limited  
 To..... Limited.

Notice is hereby given that the Directors of The  
 United Fruit Companies of Nova Scotia, Limited, have  
 made the below mentioned call upon all Share-holding  
 Companies, that is to say a call of \$.....per share  
 on all stock held by such Companies payable on or before  
 the.....day of..... A. D. 19....,  
 at the office of the Company in..... N. S.

As a holder of..... shares the amount  
 payable by you in respect of such call is \$.....

Upon payment of the same and on presentation of  
 your Certificate of Shares at the Office of The United  
 Fruit Companies of Nova Scotia, Limited, a note of  
 payment will be endorsed on the Certificate.

Your obedient servant,

Secretary.

I certify the foregoing to be the By-laws of The  
 United Fruit Companies of Nova Scotia, Limited, passed  
 at a Meeting of the Directors of the Company, duly  
 called for that purpose at Berwick on Wednesday, the  
 30th day of July, A. D. 1913.

In witness whereof I have hereto set my hand and  
 the Seal of the Company at Berwick, aforesaid, this  
 1st day of October, A. D. 1913.

**THE UNITED FRUIT COMPANIES OF N. S. LTD.**

A. E. ADAMS, Secretary.

Approved by the Lieutenant Governor of Nova  
 Scotia in Council on the 8th day of September, 1913.

FRED F. MATHERS,

Clerk of the Executive Council.

**Amendment to By-laws passed by Meeting of  
Directors on July 1st, 1914.**

**RESOLVED.**

That By-laws No. 46 be amended by adding to subsection two, the following words: "and such shareholding Company shall not be entitled to any refund or share in any profits from or in respect of any transaction by the Company during such year".

**RESOLVED.**

That By-law No. 48 be amended by adding to subsection one, after the words "and in such" in line six the words "manner and in such", and in subsection two, line three, after the words "and place", the words "and in such manner", and in line eight, after the word "shipment", the words "and shall not be entitled to any dividend, or to an interest in any part of any reserve fund, declared or set apart by the Company, for the year in which such neglect or refusal shall take place, or to any part of any rebate, or commissions, or other refund, or profit, from, or in respect of any transaction by the Company during such year".

I certify that the foregoing resolutions amending the By-laws of The United Fruit Companies of Nova Scotia Limited, were passed at meeting of the Directors of the Company notice of such resolution having been mailed to each shareholding Company fourteen days prior to the date of the meeting which was held on July 1st, 1914.

In witness whereof I have hereto set my hand and the seal of the Company at Berwick, aforesaid, this tenth day of July A. D. 1814.

**THE UNITED FRUIT COMPANIES OF N. S. LTD.**

**A. E. ADAMS,**  
Secretary.

Approved by the Lieutenant Governor of Nova Scotia in Council on the 13th day of October, 1914.

**FRED F. MATHERS,**  
Clerk of the Executive Council.





**CHAPTER 33**

**OF THE**

**STATUTES OF NOVA SCOTIA**

**FOR THE YEAR 1908**

**AND**

**AMENDMENTS THERETO**



# **ACT UNDER WHICH SUBSIDIARY COMPANIES ARE INCORPORATED.**

## **CHAPTER 33.**

**OF THE STATUTES OF NOVA SCOTIA FOR THE YEAR 1906.**

**An Act to facilitate the incorporation of Farmers' Fruit, Produce and Warehouse Associations.**

**(Passed the 16th day of April, A. D., 1906).**

Be it enacted by the Governor, Council, and Assembly, as follows:—

1. Any number of persons not less than five may form themselves into a company for the purpose of—

(a) Buying, selling, bartering, taking on consignment, dealing in and packing fruit, fodder and other farm produce;

(b) Buying, selling, leasing, erecting, improving, managing and operating storehouses, warehouses and other buildings which may be incidental or conducive to the purposes of the Company, and carrying on the business of warehousemen in connection therewith;

by subscribing their names and addresses to a Memorandum of Association in the form "A," in the Schedule to this Act, and otherwise complying with the requirements of this Act in respect to registration, provided that no subscriber shall take less than one share.

2. The signatures to such Memorandum of Association shall be proved by the affidavit of a witness in the form "B," in the Schedule to this Act, and made before a Justice of the Peace

3. The Memorandum of Association shall be delivered to the Registrar of Joint Stock Companies, who shall retain and register the same, and it shall, when registered, bind the Company and the members thereof to the same extent as if each member had subscribed his name and affixed his seal thereto, and there was in the memorandum contained on the part of himself, his heirs, executors and administrators a covenant to observe all the conditions of such memorandum, subject to the provisions of this Chapter.

4. Every company incorporated under the provisions of this Act shall have the word "limited" as the last word of its name.

5. Upon the registration of the Memorandum of Association the registrar shall certify under his hand and seal that the Company is incorporated under the provisions of this Act.

6. A certificate of the incorporation of any company given by the registrar shall be conclusive evidence that the requisitions of this Chapter in respect to registration have been complied with.

7. The capital stock of any company formed under the provisions of this Chapter shall be not less than one thousand dollars, of which one half shall be subscribed.

8. There shall be not less than three, nor more than seven, directors. The subscribers to the Memorandum of Association shall be the directors of the company until replaced by others duly elected in their stead.

9. Directors shall be elected by the shareholders at a general meeting of the company. Such election shall take place annually, all the members of the board retiring, and if otherwise qualified, being eligible for re-election.

10. Notice of the time and place of holding the annual meeting, or any general meeting, of the company, shall be given by mailing written notices thereof, postage paid, to the shareholders' addresses respectively, at least two weeks before the date of such meeting.

11. At all annual and general meetings each shareholder shall be entitled to give one vote for each share held by him, and all questions proposed for the consideration of shareholders shall be determined by a majority of votes, the chairman presiding at any meeting having the casting vote in case of an equality of votes.

12. The directors shall from time to time elect from among themselves a president, and if they see fit, a vice-president, of the Company, and also may appoint all other officers.

13. The companies organized under the provisions of this Act shall have all the usual powers, rights and franchises incident to incorporated companies.

14. The Shareholders at any annual meeting or at a special general meeting called for the purpose may, from time to time, make by-laws, rules and regulations not contrary to this Act or the laws of the province, to regulate any matter connected with the internal affairs of the company, and to alter, amend, or repeal the same;

a copy of such by-laws, rules and regulations, certified under the seal of the Company and the hand of its President or Secretary, shall be delivered to the registrar who shall register the same, and such by-laws, rules and regulations when so registered shall be in force unless and until altered, amended or repealed by the Shareholders in accordance with this Chapter, or disallowed by the Governor-in-Council.

15. The directors shall have the power to cancel the stock of any shareholder who refuses or neglects after sixty days' notice to pay any calls regularly payable upon the share or shares held by such shareholder, and any calls previously paid shall upon such cancellation be forfeited to the company.

16. No shareholder shall be held personally liable for any debt, default or liability of the company beyond the amount unpaid on his respective shares in the capital stock thereof, unless he has rendered himself liable for a greater sum by becoming surety for the debts of the company.

17. No fee for incorporation or annual registration fee shall be payable by any company incorporated under this Act.

## SCHEDULE A.

### MEMORANDUM OF ASSOCIATION

of the..... Limited.

1st. The name of the Company is..... Limited.

2nd. The head office of the Company will be situated at..... in the Province of Nova Scotia.

3rd. The objects for which the Company is established, are:

(a) Buying, selling, bartering, taking on consignment, dealing in and packing Fruit, Fodder and other Farm Produce;

(b) Buying, selling, leasing, erecting, improving, managing and operating storehouses, warehouses and other buildings which may be incidental or conducive to the purposes of the company, and carrying on the business of warehousemen in connection therewith.

4. The capital of the Company is .....  
 ..... Dollars divided into .....  
 ..... Shares of .....  
 ..... dollars each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectfully agree to take the number of Shares in the Capital Stock of the Company set opposite our respective names.

Name and Addresses of Subscribers to be written by the Subscribers themselves.	No. of Shares taken by each Subscriber.

Total number of Shares taken.....

Dated the.....day of  
 .....19.....

Witness to the above signatures.....

Address.....

Occupation.....

(B)

County of.....

SS.

I certify that.....subscribing witness to the foregoing Memorandum of Association, made oath before me that the said memorandum was duly signed in his presence by the therein names (*here insert all the names subscribed*).

Dated at.....the.....day  
 of.....19.....

Justice of the Peace for the County of.....

## CHAPTER 40.

Amendments to Chapter 33, Acts of 1908, entitled,  
 "An Act to facilitate the incorporation of Farmers' Fruit, Produce and Warehouse Associations."

Being Chapter 40, 1910; Chapter 63, 1912; Chapter 45, 1913; Chapter 47, 1914.

An Act to amend Chapter 33 of the Acts of 1909, entitled, "An Act to facilitate the Incorporation of Farmers' Fruit, Produce and Warehouse Association."

(Passed the 22nd day of April, A. D. 1910.)

Be it enacted by the Governor, Council, and Assembly, as follows:

1. The following sub-section is added to section 5 of Chapter 33 of the Acts of 1908, namely:

(2) The subscribers of the Memorandum of Association, together with such other persons as from time to time become members of the Company, shall thereupon be a body corporate, by the name mentioned in the Memorandum of Association.

2. The said sub-section enacted by this Act shall be construed and take effect as if it had been enacted as a part of and incorporated in said Chapter 33 of the Acts of 1908, when said Chapter was passed.

## CHAPTER 63.

An Act to amend Chapter 33, Acts of 1908, entitled,  
 "An Act to facilitate the Incorporation of Farmers' Fruit, Produce and Warehouse Associations."

(Passed the 12th day of April, 1912.)

Be it enacted by the Governor, Council, and Assembly, as follows:

1. Section 7 of Chapter 33, Acts of 1908, is hereby amended by adding thereto the following sub-sections:

(2) Any such company may increase its capital stock by a two-thirds vote of the shareholders of such company at any general meeting of the company called for that purpose.

(3) Before such resolution is passed, fifty per cent. of the proposed increase of capital stock shall be subscribed.

(4) In such case, a copy of the resolution so increasing the amount of capital stock, together with a copy of the subscription list certified by the president and secretary of the company, shall be deposited with the Registrar of Joint Stock Companies, who shall register the same, and thereupon the capital stock of the company shall be increased to the amount specified in the resolution.

#### CHAPTER 45.

An Act to amend Chapter 33, Acts of 1908, entitled,  
"An Act to facilitate the Incorporation of Farmers'  
Fruit, Produce and Warehouse Associations."

Be it enacted by the Governor, Council, and Assembly, as follows:

1. Paragraph (a) of section 1 of Chapter 33 of the Acts of 1908 is hereby amended by adding thereto the following: "Arsenate of lead, spraying materials and all kinds of insecticides and fungicides, power spraying outfits, hand pumps and all other commodities or material incidental to the use of the same, nails, pulp head, paper, and all material necessary for the purpose of packing fruit and farm produce, flour, feeds and all milling produce, artificial fertilizers of all kinds, seeds, farming implements, tools and waggons, and all manner of merchandise."

2. Paragraph (b) of the said section is hereby amended by inserting before the word "storehouses" in said paragraph, the word "stores," and by inserting before the word "warehousemen," where it occurs therein, the words "storekeepers and"

#### CHAPTER 47.

An Act to amend Chapter 33, Acts of 1908, entitled,  
"An Act to facilitate the Incorporation of Farmers'  
Fruit, Produce and Warehouse Associations."

(Passed the 14th day of May, A. D. 1914.)

Be it enacted by the Governor, Council, and Assembly, as follows:

1. Section 14 of Chapter 33 of the Acts of 1908, is repealed and the following substituted therefor:—

14. The shareholders at any annual meeting, or at a special general meeting called for the purpose, may



from time to time make by-laws, rules and regulations not contrary to this Act or the laws of the Province—

(a) to regulate any matter connected with the internal affairs of the Company;

(b) to regulate the sale, barter, or disposition by the Company's shareholders, of fruit and farm produce grown by them;

(c) to provide for forfeiting the shares of any shareholder who violates any of such by-laws;

(d) to provide for the payment of pecuniary penalties by any shareholder who violates any of such by-laws, which penalties shall be recoverable on summary conviction; and to alter, amend or repeal the same. A copy of such by-laws, rules and regulations, certified under the seal of the Company and the hand of its President or Secretary, shall be delivered to the Registrar, who shall register the same, and such by-laws, rules and regulations when so registered shall be in force unless and until altered, amended or repealed by the shareholders in accordance with this Chapter, or disallowed by the Governor-in-Council.

2. Paragraph (a) of the third clause of the form of Memorandum of Association in schedule "A" to said Act is amended by adding thereto the following:—

"Arsenate of lead, spraying materials and all kinds of insecticides and fungicides, power spraying outfits, hand pumps, and all other commodities or material incidental to the use of the same, nails, pulp heads, paper and all material necessary for the purpose of packing fruit and farm produce, flour, feeds and all milling produce, artificial fertilizers of all kinds, seeds, farming implements, tools and wagons, and all manner of merchandise."

3. Paragraph (b) of the third clause of the form of Memorandum of Association in schedule "A" to said Act is amended by inserting before the word "store-houses" in said paragraph, the word "stores," and by inserting before the word "warehousemen" where it occurs therein the words "storekeepers and"

4. Section 13 of said Chapter is amended by adding thereto the following sub-section:

(2) Every Company under this Chapter subject to the conditions of and in addition to all other powers conferred by this Chapter shall, with the sanction of

a resolution of the shareholders at a general meeting called for the purpose, have power to borrow money for the purpose of carrying out the objects of its incorporation and to execute mortgages of its real and personal property, to issue debentures secured by mortgage or otherwise, to sign bills, notes, contracts and other evidences of or securities for money borrowed or to be borrowed by it for the purpose aforesaid, and to pledge debentures as security for temporary loans.

BY-LAWS

OF THE

PORT WILLIAMS FRUIT CO.

(LIMITED)



## **BY-LAWS**

OF THE

### **PORT WILLIAMS FRUIT COMPANY, LIMITED.**

1. The name of the company shall be The Port Williams Fruit Company, Limited.

2. The objects and business of the Company shall be the packing and the disposing of the farm produce grown by its members, and the buying and the disposing of such other fruit, fodder and other farm produce and all manner of merchandise as the Directors of the Company may deem expedient, and also the buying, selling, leasing, mortgaging, erecting, improving, managing and operating store-houses and other buildings which may be incidental or conducive to the business of the Company, and carrying on the business of warehousemen in connection therewith.

3. The Company shall have a seal of such device as shall make a circular impression showing the words Fort Williams Fruit Co., Limited, between two circles having a star before the word Port Williams, and also after the word Limited, and having within the inner circle the word Incorporated under which are the figures 1910. Above the word "Incorporated" being three points or dots, and underneath a star with two points on either side, and also three points or dots under the figures 1910, the two circles being of a rope design, the whole impression being as stamped on the margin of these By-Laws.

4. (1) The annual meeting of the Company shall be held at the Company's office Greenwich, on the second Monday in June, each year, and special meetings may be held at any time and shall be called by the Secretary on the written order of the President, and the President shall give such order on the written request of any five members.

(2) Notice shall be given of the day on which the annual meeting shall be held and of special meetings by written notice mailed to the address of the members at least two weeks before the time for holding such meetings.

(3) At all annual and general meetings each member shall be entitled to give one vote for each share held by him on which no call is unpaid, and all questions proposed for the consideration of members shall be determined by a majority of votes, the chairman presiding at any meeting having the casting vote in case of an equality of votes. Twenty-five per cent. of the members of the Company shall form a quorum.

(4) Any member may vote at any meeting of the company by proxy in writing held by any other member.

(5) The books of the Company shall be audited before the date of the annual meeting each year, and a financial statement showing receipts and expenditures, assets and liabilities and profit and loss account shall be mailed to each member at least three days prior to the Annual Meeting.

5. (1) The officers of the Company shall consist of Directors, President, Vice-President, Secretary and Treasurer, and an Auditor or Auditors.

(2) It shall be the duty of all officers to attend all regular and special meetings of the Company.

6. There shall be not less than three nor more than seven Directors of whom four shall be a quorum for the transaction of business..

7. Directors shall be elected by the members at a general meeting of the Company. Such election shall take place annually, all the members of the board retiring, and if otherwise qualified, being eligible for re-election.

8. (1) After each Annual Meeting the Directors shall meet and elect from their number a President and Vice-President for the Company. They shall also elect a Secretary, Treasurer, and Auditor or Auditors.

(2) All vacancies in any of such offices shall be filled by the Directors as soon after the vacancy occurs as practicable.

9. The President elected shall preside at all meetings of the Company and of the Directors. In his absence the Vice-President shall discharge all his duties.

10. (1) The secretary shall keep a record of the proceedings of the Company at all its meetings, and of the proceedings of the Board of Directors at all meetings of the Board. Books shall be kept by him in which such records shall be written.

(2) The Auditor shall prepare and submit to the Board of Directors,

- (a) All required profit and loss accounts,
- (b) all required balance sheets, and
- (c) all other accounts, statements and reports required of him by the Board of Directors.

(3) He shall advise the manner in which all books of the Company shall be kept, and shall audit the books and accounts of the Company and make reports thereon as and when required by the Board of Directors with such details as may be required of him.

(4) The books of the Company shall be open to the inspection of any shareholder for six weeks after each annual meeting, and at such other time as the Directors shall determine.

11. (1) The Directors shall, at a meeting as soon after election as possible, employ a manager who shall, subject to an advisory Board appointed by the Directors, transact all business of the Company in detail keeping such books as are provided by these By-Laws.

(2) The Manager shall give security by Bond to the Company in such sum as the Directors shall from time to time determine for the faithful performance of his duties.

(3) The Manager shall have authority to use the corporate name of the Company in the making of any contract which he has power to enter into on behalf of the Company, including bills, cheques, drafts, and promissory notes.

12. (1) The Directors shall issue to each member a stock certificate showing the number of shares held by such member.

(2) The certificate shall be in the form in the schedule to these By-Laws, and shall be sealed with the seal of the Company, and signed by the President and Secretary.

13. (1) There shall be a stock book kept by the Company in such form as the Directors shall determine in which shall be registered the names of all persons to whom stock certificates shall have been issued or transferred, and no transfer of any share from one person to another shall be valid or entitle the transferee to any right in respect to the said company directly or indirectly until the same is registered in the said stock book.

(2) Shareholders may dispose of their stock subject to the approval of the Directors.

(3) A new certificate shall be issued for all shares so transferred.

14. (1) The Directors may from time to time make such calls on capital stock of the Company as they may deem necessary for the conduct of the business of the Company.

(2) The Directors shall have the power to cancel the stock of any shareholder who refuses or neglects after sixty days notice to pay any calls regularly payable upon the share or shares held by such member, and any calls previously paid shall upon such cancellation be forfeited to the company.

15. At the close of every year's operations the Directors may declare a dividend out of any profit made by the company, but such dividend shall not exceed 6 % of any one year. Any profits over and above the said 6 % shall, after an amount which the Directors shall deem sufficient has been set aside for Reserve Fund, be paid to the members in such manner as the Directors shall determine.

16. The Company may pay any officer a salary, and the amount of same shall be determined by the Directors.

17. (1) All apples grown by any shareholder of the Company shall be handed over to the Manager of the Company's packing house for packing and disposal.

(2) Such apples shall be delivered at such time as directed by the Manager, in prime condition for grading, packing and shipping.

(3) The Company may receive from any member any fruit or produce other than apples for sale or commission.

(4) Directors may refuse to accept for shipment fruit not grown by members.

(5) All apples left after packing known as "culls," shall be the property of the Company, and the amount realized from their sale shall be applied to the expenses of the company incurred in carrying on its business.

(6) The grading and packing of apples shall be under the supervision of officials of the United Fruit Companies of N. S. Ltd., appointed for that purpose.

18. No member shall make sale otherwise than through the Company except by the permission of the Management, of any apples grown by him. He may, however, give away any fruit he has grown.

19. (1) Any shareholder who shall dispose of any apples grown by him, otherwise than through the Company, shall pay the Company ten cents per barrel for all such apples so disposed of, which may be retained by the Company from any monies of his in the Company's possession, or collected from him in such manner as the Directors shall determine, and shall be deprived from all



profits, rebates, interests or dividends paid by the Company for that year.

(2) Any member failing for any reason whatever to deliver the produce of his orchard to the Company even when such orchard shall be sublet, shall pay to his Company ten cents per barrel on such fruit, number of barrels to be determined by three arbitrators, one appointed by the members, one by the Directors of the Company, and two so appointed to choose a third.

20. All apples shall be sent forward for sale in the name of the Company or in the name of the United Fruit Companies of Nova Scotia, Ltd., and payment shall be made to members in accordance with the average price obtained for each variety in such amounts as the Manager or Directors shall determine, and as is expedient and in the interests of the Company.

21. (1) All expenses of handling, packing and disposing of apples delivered by any shareholder shall be borne by members in proportion to the number of barrels so delivered.

(2) The expenses necessary for running the business of the Company shall be collected as follows:—

(a) That portion of expense which the Directors shall determine has been incurred in handling fruit shall be collected from members on a basis of so much per barrel for each barrel brought into the Company to be packed.

(b) that portion of expense incurred in handling of supplies for members shall be collected out of profits made on the handling of such supplies.

22. All profits on any fruit or produce purchased by the Company shall be divided in whole or in part among the members or otherwise dealt with as the Directors shall determine.

23. Insurance shall be effected by the Manager on buildings and in season on fruit stored, and on consignments of fruit or other merchandise in transit to foreign markets.

24. No smoking during working hours, or the use of intoxicating liquors will be allowed in warehouses. An employee who violates this by-law shall be discharged without notice.

This by-law to be posted in all warehouses.

25. All by-laws of the Company heretofore made are hereby repealed.

I certify the foregoing to be the By-laws of the Port Williams Fruit Company, Limited, passed at a meeting of the shareholders of the Company duly called for that purpose at Greenwich on Saturday, the twelfth day of September, A. D. 1914.

In witness whereof I have hereto set my hand and seal of the Company at Greenwich aforesaid, on this twelfth day of September 1914.

JOHN DONALDSON,  
Secretary to Port Williams Fruit Company, Ltd.



