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No. 252.

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2nd Session, 6th Parliament, 22 Victoria, 1859.

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**B I L L .**

An Act to incorporate the Collingwood  
Cotton Manufacturing Company.

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*As passed by the Legislative Council.*

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[Printed by Order of the Legislative  
Assembly.]

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S. Derbishire & G. Desbarats, Queen's Printer.

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**BILL.**

[As passed by the Legislative Council.]

**An Act to incorporate the Collingwood Cotton Manufacturing Company.**

**W**HEREAS John Lyall, William Basil Hamilton, and Charles Macdonald, have, by their petition, represented that the Town of Collingwood, in the County of Simcoe, possesses singular facilities for the successful carrying on of the Spinning and Manufacture of Cotton and Cotton goods, and it is desirable to encourage the establishment and to continue the protection of our home manufactures, and it appears that for these purposes considerable capital is required, which can only be procured by a Company having a Charter of Incorporation : Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows :

1. The persons aforesaid, or such of them, and all such other persons as shall become Shareholders in the said Company, shall be and are hereby constituted a body politic and corporate under the name of the "Collingwood Cotton Manufacturing Company," and shall by that name have perpetual succession and a Common Seal, and by the same be capable of suing and being sued in all Courts of Justice in this Province, and shall by that name be authorized and empowered to carry on the business of Spinning and Manufacturing Cotton and Cotton fabrics in all or any of its branches, and to establish and carry on works for such spinning and manufacturing, or either of them, and shall for such purpose be authorized to purchase, hold and use such land and such water-power as may be necessary for properly carrying on such business, and also to erect and maintain the necessary buildings, machinery and apparatus therefor.

2. The Capital Stock of the Company incorporated by this Act shall not exceed the sum of Fifty Thousand Pounds, unless increased in the manner hereinafter provided, and shall be composed of shares of Ten Pounds each ; but it shall be lawful for the Company to commence business and exercise any of the powers given by this Act as soon as the sum of Ten Thousand Pounds of the Stock of the Company shall have been subscribed and paid : and any shares remaining unsubscribed for at the time of the first election of Directors shall be disposed of thereafter in such manner as the Stockholders shall at any general meeting determine.

The Road known as the Waterloo Road, from the boundary of the Town of Guelph, to the boundary of the County of Wellington ;

The Road known as the York Road, from the boundary of the Town of Guelph along said York Road, and the present travelled road to Eden Mills, to the boundary of the County of Wellington ;

The Road known as the Eramosa Road, from the boundary of the Town of Guelph along the present travelled road to Erin Village in the Township of Erin ;

A Road from the Eastern boundary of the Village of Fergus to Orangeville, and a branch from some point on the said road to a point on the Northern boundary of the Township of Amaranth, passing near the South-Easterly angle of the Township of Luther ;

A road from the South-East corner of the Township of Arthur, along or near the road known as the Owen Sound Road, to the Northern boundary of the Township of Arthur, in the Village of Mount Forrest ;

A Road from the Owen Sound Road near Arthur Village, North-Easterly, to some point on the boundary line between the Townships of Luther and Proton ;

A Road from the Northern boundary of the Village of Elora, along or near the road known as the Saugeen Road, to the North-Western boundary of the Township of Minto, and a road from the Western boundary of the Town of Guelph to a point on the boundary line between Maryborough and Wallace, by the Villages of Elmira, Glenallan and Hollin.

**2.** The words "Roads Act of 1853," when used in this Act, shall mean and refer to the Act passed in the Sixteenth Year of Her Majesty's Reign, Chapter One Hundred and Ninety ; and the words "this Company," when used in this Act, shall mean "the Company Incorporated by this Act."

**3.** The Capital Stock of this Company shall be Fifty thousand dollars, divided into shares of Twenty dollars each, with power to increase the same as provided in the Roads Act of 1853.

**4.** Within sixty days of the passing of this Act, the Warden of the County of Wellington shall give ten days' notice by advertisement, in at least three newspapers of the County, of the time and places when and where books for the subscription of the Stock of this Company shall be opened ; and as soon as one half of the said stock shall be subscribed, irrespective of stock taken by municipalities, and six per cent thereon paid in to the

credit of the Company, with such persons as the Warden may by such notice authorize to receive the same, the Warden shall give twenty days' notice, in the same papers as before, of the time and place for the meeting of the Shareholders in the Company, for the election of Directors of the Company; and at such meeting five Directors shall be elected by the Shareholders, who shall have one vote for every share; and no one shall be at any time elected a Director of the Company who shall not possess in his own name at least five shares of the said stock; and such Directors, with any Directors who may be appointed by the Municipalities taking stock in the Company, shall manage and conduct the affairs of the Company until the annual meeting for the election of Directors, on the second Monday in December following; after which time the Directors to represent the private stock of the Company shall be five in number, and shall be elected in accordance with the provisions contained in the Roads Act of 1853; and the affairs of the Company shall be managed by such Directors and the Directors appointed by Municipalities as hereinafter provided.

**5.** It shall be lawful for any Municipal Body Corporate owning any of the Roads first hereinbefore mentioned, or having any interest therein, or in any stock in any Company formed for the construction of either of them, or having any bond, mortgage, or debenture of any such Company, or any transfer, assignment, or lien, of or upon either of the said roads or the tolls to be collected thereon, to bargain, sell and transfer the same by Deed, under a By-law duly passed for that purpose, to this Company, and this Company shall have full power to take, receive and hold the same, and all the rights and advantages the Municipality may have in the same, and to pay therefor, to such Municipality in paid up stock or shares of this Company, to such amount as may be agreed upon between the Municipality and this Company; and it shall be lawful for such Municipality to accept and hold such stock.

**6.** Municipalities taking or holding stock in this Company to any amount under Ten thousand dollars shall be represented in the Direction of the Company by a Director appointed from time to time by By-law, duly passed for that purpose by the Council of the Municipality holding such stock, and in the same manner for every Twenty thousand dollars of stock so held, over the first Ten thousand dollars, an additional Director may be appointed.

**7.** And it shall be lawful by consent of the Stockholders of any Company formed for the construction of either of the said roads first mentioned, such consent being expressed by resolution, passed at a general meeting of the Stockholders, by Shareholders representing at least two-thirds of the Capital Stock of the Company, either in person or by proxy, for the Directors of such Company to bargain, sell and convey such road by Deed,

is indebted to the Company in the sum of money to which the calls in arrear shall amount, in respect of one call or more upon one share or more, (stating the number and amount of each of such calls,) whereby an action hath accrued to the said Company ; and on the trial it shall only be necessary to prove that the Defendant was owner of certain shares, and the call or calls thereon, and the notice required by this Act, and no other fact or thing whatsoever.

**11.** The Directors of the said Company shall have power from time to time to make such By-laws as they shall deem proper for the determination of the number and quorum of Directors,---for the management and disposition of the stock and business affairs of the said Company,---for the appointment of officers, and for prescribing their powers and duties and those of all artificers and servants, that may be employed for carrying on all kinds of business within the objects and purposes of the said Company,---for making contracts relating thereto, and for carrying into effect all of the powers vested in the Company by this Act, and to amend or repeal any such By-laws and make others in their stead ; and any copy of such By-laws or any of them purporting to be under the hand of the Clerk, Secretary, or other officer of the said Company, and having the Corporate Seal of the said Company affixed to it, shall be received as *prima facie* evidence of such By-law or By-laws in all Courts of Law or Equity in this Province ; the said Company may purchase and sell all materials and things required for carrying on the business aforesaid, and manufactured by the Company, and may appoint agents within and without the Province, for such purchase and sale ; and the said Company may become parties to Bills of Exchange or Promissory Notes without affixing their Corporate Seal to the same ; Provided they shall be signed, made, accepted or endorsed in such manner as shall be prescribed by the By-laws of the Company.

**12.** The stock of the said Company shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the By-laws of the Company ; but no share shall be transferable until all previous calls thereon shall have been fully paid in, or it shall have been declared forfeited for the non-payment of calls thereon ; and it shall not be lawful for the said Company to use any of its funds in the purchase of any stock in any other Company.

**13.** No Shareholder in the said Corporation shall be in any manner liable to be charged with the payment of any debt or demand due by the said Corporation beyond the amount of his or her subscribed share or shares in the Capital Stock of, said Corporation.

**14.** Provided that if the said sum of fifty thousand pounds shall be found insufficient for the purposes of this Act, it shall

and may be lawful, by a vote representing two-thirds of the Capital Stock aforesaid, at any general meeting to be called for that purpose, to increase the capital stock aforesaid either by the addition of new subscribers to the said undertaking or otherwise, to a sum not exceeding in all the sum of seventy-five thousand pounds ; and the capital so to be raised shall be in all respects part of the capital stock of the said Company, and every holder of the new stock shall be a member thereof.