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2nd Session, 7th Parliament, 26 Victoria, 1803

BILL.

An Act to incorporate the Durham Mining Company.

Received and read, first time, Tuesday, 17th March, 1863.
Second reading, Wednesday, 18th March, 1863.

(PRIVATE BILL.)

Mr. KNIGHT.

QUEBEC:

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

An Act to incorporate the Durham Mining Company.

WHEREAS, the persons hereinafter named have by petition repre- Preamble. sented, that they desire to engage in the business of exploring. mining, manufacturing and disposing of copper and other ores, in the township of Durham, in the county of Drummond, in the District of St. 5 Francis, in the Province of Canada, and that they can do so to better advantage by the aid of a Charter of Incorporation, and have prayed for the passing of an Act to that end; and whereas it is expedient that such prayer be granted: Therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada. 10 enacts as follows:

1. Benjamin S. Rotch, L. A. Plummer, Albert Knight, Matthew Cox, Incorpora-Carlos Pierce, Abbott Lawrence, Aaron A. Adams, Esquires, together with all such other persons as shall become shareholders in the Company hereby constituted, shall be, and they are hereby made, a body Corporate 15 corporate and politic, by the name of "The Durham Mining and Smelt-name. ing Company.'

2. The company may carry on the business of exploring for, mining, smelting, manufacturing and selling, copper and other ores and metals, and for this purpose, may acquire and hold by purchase, lease, Real estate. 20 or other legal title, such lands in the county aforesaid, and construct and maintain such buildings, and machinery and other improvements, within the said district, or elsewhere, and sell and dispose of the same, as the company may deem to be for its advantage.

be Company.

3. The capital stock of the Company shall be the sum of Five Capital 25 hundred thousand dollars, divided into Two hundred thousand shares, of two dollars and fifty cents each, and may be from time to time increased, as the wants of the Company require, by vote of the stock- Increase. holders at a meeting of the company called for the purpose, to an amount not exceeding one million dollars in the whole.

4. The capital stock shall be paid by the subscribers therefor, Callson when, where, and as the Directors of the Company shall require, or as stock. the By-laws may provide, and if not paid at the day required, interest at the rate of six per centum, per annum, shall be payable after the said day, upon the amount due and unpaid; and in case any instalment or 35 instalments shall not be paid as required by the Directors, with the interest thereon, after such demand or notice as the By-laws prescribe, and within the time limited by such notice, the Directors may, by vote, reciting the facts and duly recorded in their records, summarily forfeit any shares whereon such payment is not made, and the same shall Porfeiture for 40 thereupon become the property of the company, and may be disposed of as the by-laws or votes of the Company may provide.

non-payment.

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Stock to be personalty. How assignable.

5. The stock of the Company shall be deemed personal estate and be assignable in such manner only, and subject to such conditions and restrictions, as the by-laws prescribe, but no share shall be assignable until all instalments called for thereon have been paid, unless it has been declared forfeited for non-payment.

Votes.

6. At all meetings of the Company every shareholder, not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he holds shares in the stock of the company; and no shareholder being in arrear, shall be entitled to vote; and all votes may be given in person or by proxy; provided, always, the proxy is 10 held by a shareholder not in arrear, and is in conformity with the by-

Proviso.

Directors, qualification and election.

7. The affairs of the company shall be administered by a Board of not less than five, and not more than seven Directors, being severally holders of at least two hundred shares of stock, who shall be elected at 15 the first general meeting, and thereafter, at each annual meeting of the company, to hold office until their successors are elected, and who, (if otherwise qualified) may always be re-elected; and four members of such Board, until otherwise provided by the by-laws, shall be a quorum thereof, and in case of the death, resignation, removal or disqualification of any director, such Board, if they see fit, may fill the vacancy 20 until the next annual meeting of the company, by appointing any qualified shareholder thereto; but a failure to elect directors, or any failure of directors, shall not dissolve the corporation; and an election may be had at any general meeting of the company called for the purpose.

Vacancies.

Quorum.

Failure to el :ci.

Powers of Directors.

8. The Board of Directors shall have full power in all things to 25 administer the affairs of the company, and to make or cause to be made any purchase and any description of contract which the company may May make by- by law make, to adopt a common scal; and to make from time to time, laws for cer- any and all by-laws (not contrary to law or to the votes of the company) regulating the calling in of instalments on stock and payment thereof; the 30 issue and registration of certificates of stock; the forfeiture of stock for non-payment; the disposal of forfeited stock and the proceeds thereof; the transfer of stock; the declaration and payment of dividends; the appointment, functions, duties, and removal of all agents, officers, and servants of the company; the security to be given by them to the com-35 pany; their remuneration, and that (if any) of the directors; the time and place for holding the annual and other meetings of the company; the calling of meetings of the company and of the board of directors, the quorum, the requirements as to proxies, the procedure in all things at such meetings; the site of their chief place of business, and of any 40 other offices which they may require to have; the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct, in all other particulars, of the affairs of the company; but every such by-law, and every repeal, amendment, and re-enactment pany, unless confirmed at some general meeting of the company; and

ject to confirm tion.

By-laws sub-thereof, shall have force only until the next annual meeting of the com-45 How proved, every copy of any by-law, under the seal of the company, and purporting to be signed by any officer of the company, shall be received in all courts of law as prima facie evidence of such by-law.

Provisional Directors,

9. Until the first election of such board, the said Benjamin S. Rotch, 50 L. A. Plummer, Albert Knight, Matthew Cox, Carlos Pierce, Abbott Lawrence and Aaron A. Adams, shall be a Provisional Board of Direc-Their powers, tors of the company, with power to fill vacancies, to open stock-books, assign stock, make and collect instalments, issue certificates and re-

ceipts, convene the first general meeting of the company at such time Places of and place within this Province, or elsewhere, as they shall determine; business. and to do other acts accessary or proper to be done to organize the company and conduct its affairs.

10. The company may establish and have any place or places of To have an business in this Province, in Great Britain, or in the United States of agent in this America, and may at any time thereof order direct do and transfer. America, and may, at any time thereof, order, direct, do, and transact their affairs and business, or any thereof, in as ample manner as they can do within this Province; but the said company shall at all times, 10 after the organization of the company, have some director, officer, or agent residing in this Province, authorized to take service of all legal and other process against the company, relating to its business or property, whose authority by vote or power, shall be filed with the Registrar of Deeds for the said county of Drummond.

11. The company shall not be bound to see to the execution of any Company not trust, whether express, implied, or constructive, in respect of any shares, bound to see trust, whether express, implied, or constructive, in respect of any shares, to trusts on and the receipt of the person in whose name the same shall stand in the shares. books of the company shall be a discharge to the company, for any dividend or money payable in respect of such shares, whether or not 20 notice of such trust shall have been given to the company; and the company shall not be bound to see to the application of the money paid upon such receipt.

12. The shareholders of the company shall not, as such, be held re-Liability of sponsible for any act, default or liability whatsoever of the company, or shareholders for any engagement, claim nayment, loss injury, transaction, matter or limited. 25 for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the company, beyond their shares in stock thereof.

13. All contracts, promissory notes, bills of exchange, and engage- As to conments made on behalf of the company, by the directors, officers, agents tracts, bills, 80 or servants of the company, in accordance with their powers under the by-laws, or by vote of the company, shall be binding upon the Company, and in no case need the scal of said company be affixed thereto, nor shall such directors, officers, agents or servants, thereby become individually liable to any third party therefor; but the company shall issue no Bank Not to issue 35 Note, or Note to circulate as money.

14. Any description of action may be prosecuted and maintained Suits and erbetween the company and any shareholder thereof, and no stockholder, idence. not being himself personally a party to such action, shall be incompetent as a witness therein.

15. The company shall not commence operations under this Act, un-Commence til at least ten per centum of the amount of their capital stock shall ness.

16. This Act shall be deemed a public Act.

bave been paid in.

Public Act.