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No. 74.

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1st Session, 8th Parliament, 27 Victoria, 1863.

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BILL.

An Act to incorporate the Royal Mining  
Company of Canada East.

(PRIVATE BILL.)

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Received and read, 1st time, Monday, 7th  
September, 1863.

Second reading, Wednesday, 9th September,  
1863.

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Mr. O'HALLORAN.

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QUEBEC:

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

An Act to incorporate the Royal Mining Company of Canada East.

Preamble.

**WHEREAS** it has been represented by petition, that certain parties have acquired and hold valuable mining rights and properties in the townships of Lower Canada, and have expended large sums of money in acquiring and preparing to prosecute the same, and that they are desirous of making researches, and carrying on the business of mining on an extensive scale, but cannot do so to advantage unless 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 their prayer be granted: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:—

1. Alfred B. Ely, Daniel D. Brodhead, Abner French, David C. Rogers, and Henry E. Cobb, with such others as shall become shareholders, are hereby constituted a body corporate and politic, by the name of the Royal Mining Company of Canada East. Incorporation

2. The Company may follow the business of exploring and mining for ores, metals, and minerals within the limits aforesaid, and of reducing, manufacturing, and dealing in the same, and may do all things necessary thereto, consistently with the rights of other parties, and may by any legal title, acquire and hold any lands and mining rights needful or proper for the carrying on of such business; and all leases, rights and titles, legally acquired, shall be held and enjoyed by the said Company and its assigns, for and during the terms thereof, and they may sell, lease, or otherwise dispose of the same as they may see fit; Provided the total purchase money paid for lands held at any one time shall not exceed two thirds the whole capital stock of the Company. Business and Corporate powers.

3. The whole capital stock of the Company shall be one million dollars, to be divided into shares of not more than five nor less than one dollar each: the same to be determined by the Directors, and when once determined to remain fixed and uniform, the same to be issued as and to the amounts subscribed for, subject to such assessments as and to the amounts laid upon the same. Capital and shares

4. Assessments may be made upon such stock and the issued shares thereof; and all calls of money thereon shall be paid when, where, and as the Directors of the Company shall from time to time require, in conformity with such rules as the By-Laws of the Company may direct, with interest from the time appointed for the payment of such call; and such payments, with interest, may be enforced by law. Calls; and enforcing calls.

5. If, after due demand or notice, as the By-Laws may prescribe, any call or assessment upon any share or shares issued, be not paid within the time limited by such By-Laws, the Directors may, by vote to that effect duly recorded, summarily forfeit such shares, and the same shall Forfeiture for non-payment of calls.

become the property of the Company, and may be disposed of by auction or otherwise, as the By-Laws may ordain or they by vote may direct.

Transfer of shares.

6. The stock shall be deemed personal property, and shall be assignable and transferable only as the By-Laws may prescribe; but no share shall be transferable until all calls or assessments thereon prior thereto have been paid, or until declared forfeited for non-payment of any call thereon.

Power to borrow money and issue bonds.

7. The Company may at any time borrow sums of money equal to the amount of capital stock paid in up to the sum and amount of five hundred thousand dollars, and may make their bonds for such sums, payable at such rates of interest and at such places as they may deem desirable; and such bonds or other securities may be in such form and transferable as the Directors may determine, and for the payment thereof they may hypothecate any of their real or personal estate, and the registration of such hypothecation shall create such hypothecation for the purposes declared.

Votes and proxies.

8. At all meetings of the Company every shareholder not in arrears in respect of any call shall be entitled to as many votes (when stock votes are called for) as he holds shares, and all votes may be given in person or by proxy, such proxy not being in arrears under the requirements of the By-Laws.

Directors Qualification.

9. The affairs of the Company shall be administered by a Board of not less than five, nor more than seven Directors, being severally holders of at least two hundred shares of stock, who shall be elected at each annual meeting of the Company, to hold office until others are elected to fill their places respectively, or the same are re-elected as may be. A majority of Directors in office shall constitute a quorum, and in case of a vacancy in the Board, the other Directors may fill the same until the next annual meeting of the Company, or other meeting called for the purpose. Absent Directors may vote by proxy, such proxy not being in arrears to the Company.

Quorum.

Vacancies.

Proxies.

In case of failure of election.

10. If at any time an election of Directors be not made, or do not take effect at the proper time, the Corporation shall not cease, but such election may take place at any general meeting of the Company duly called for the purpose, and the existing Board shall meantime continue.

Provisional Directors Powers.

11. Until the first election of such Board, Alfred B. Ely, Daniel D. Brodhead, Abner French, David C. Rogers, and Henry E. Cobb shall be the provisional Board of Directors of the Company, with power to fill vacancies, to open stock books, issue and assign stock, and make calls and assessments thereon, and grant certificates and receipts therefor; to make provisional By-laws which shall have effect until altered by the Company; to convene the first general meeting of the Company; and to do all things needful and proper to organize the Company and conduct the affairs and business thereof.

Powers of Directors. By-laws

12. The Board of Directors shall have full power to administer the affairs of the Company, and to make any contract which the Company may legally make; they may make any By-laws, not contrary to law, for the issuing, registration, and transfer of stock, and the certificates thereof,—the making of calls and assessments thereon,—the for-

feiture of stock for non-payment of calls or assessments,—the disposal of forfeited stock, and of the proceeds thereof,—the declaration of dividends,—the employment of agents,—the calling of all meetings of the Board and of the Company,—and all such other by-laws, rules, and regulations, as may be needful and proper for the prompt and effective administration of the affairs of the Company, and the conduct of the business thereof. But all such By-laws shall have force only until confirmed and adopted by a special general meeting of the Company called for the purpose, or until the next annual meeting of the Company, but when confirmed, shall remain the By-laws of the Company; and any copy of any By-law under the seal of the Company, and purporting to be signed by an officer thereof, shall be *prima facie* evidence thereof.

must be confirmed.

How proved.

**13.** The Company may establish any place or places of business in Great Britain or in the United States of America, and may open Stock and transfer books at any time thereof, and may make calls, assessments, dividends, &c., payable there respectively; and may regulate all the business in relation thereto, as may be found needful and proper, by By-laws or otherwise, and may prescribe the mode of assimilating shares of stock, as between such several places and the Canadas: And in case any association already formed for mining purposes, has created stock, received subscriptions, issued certificates, and acquired mining rights and properties in the Townships of Canada East, upon the transfer of all the Stock, subscriptions, properties, estates and effects of such association, and the surrender of the certificates of Stock thereof to this Company, it shall be lawful for this Company to receive the same as so much subscribed to its capital stock, and to issue certificates in lieu of the certificates so surrendered as aforesaid, and the stockholders of such association shall to that extent become stockholders of this Company, upon such rules and terms as to the assessment or otherwise, as the Directors may prescribe, and to the extent to which such certificates are surrendered.

Places of business, one of Canada.

Amalgamation of other companies with this Company.

**14.** The Company shall not be responsible regarding any trusts in respect of any shares, but transactions between the Company and the shareholders named in the books, whether Trustees or otherwise, shall be valid and final; and the shareholders shall not at any time be responsible for any matter relating to the Company beyond the shares held by them respectively.

Company not responsible for Trusts. Liability of shareholders limited.

**15.** Every agreement or paper writing signed in behalf of the Company by any officer or agent thereof, in general accordance with his authority, shall be binding upon the Company, and need not be under the seal of the Company; and such acting officer or agent shall not be individually liable therefor, if acting in good faith within the scope of his authority.

Agreements on behalf of the Company, how to be executed.

**16.** Any action may be prosecuted between the Company and any shareholder in the ordinary forms of law, as between independent parties, and any shareholder may be a witness in any action in behalf of or against the Company.

Actions by or against shareholders.

**17.** The President of the Company shall be a Director thereof. The Secretary and Treasurer shall make oath before some magistrate competent, at the place, to administer oaths, faithfully to discharge the duties of their offices, and that being done, their record shall be evidence of the things therein recorded, as also any copy thereof under their hands and the seal of the Company.

President. Officers to be sworn.

**18.** This Act shall be deemed a Public Act.

Public Act.