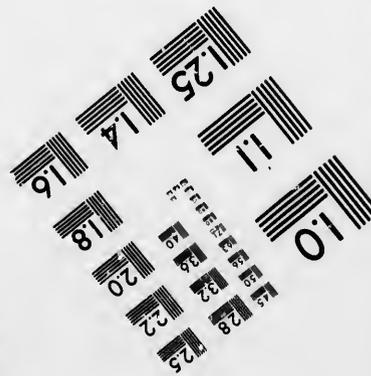
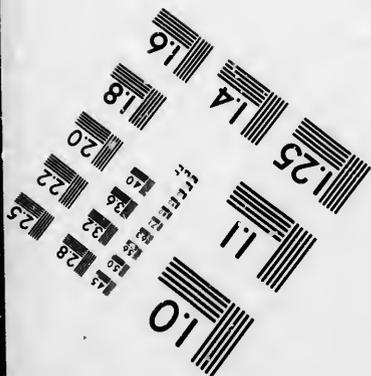
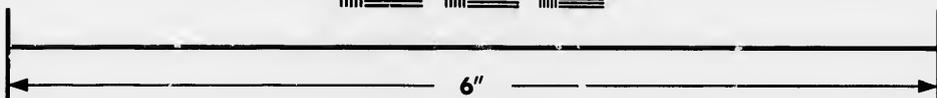
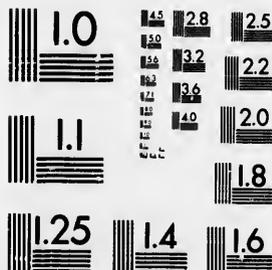


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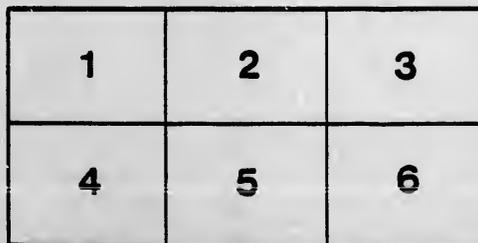
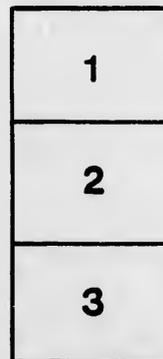
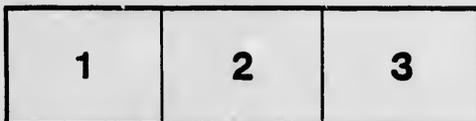
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BY-LAWS
AND
REGULATIONS
FOR THE
MANAGEMENT OF THE BUSINESS
OF THE
UPPER CANADA
MINING COMPANY.

HAMILTON, C. W.

PRINTED AT THE SPECTATOR OFFICE.

1848.

BY-LAWS, &c.
MEETING OF STOCKHOLDERS!

I.—The General Meeting of the Stockholders to take place annually, by virtue of the Act of Incorporation, on the first Monday in January, at the Office of the Corporation, in the City of Hamilton, shall be held at twelve o'clock, noon,—and thirty days' notice of such Meeting shall be given in such Newspapers as may from time to time be ordered by the Directors.

II.—The Board of Directors may, as often as it may deem expedient, call general meetings of the Stockholders, to be held at the said Office or elsewhere, on giving the like public notice as above mentioned, of the time and object of holding any such special meeting; and also by sending to every registered Stockholder a notice by mail, thirty days previous to such general meeting.

III.—The Secretary shall, on the written requisition of not less than twenty of the Shareholders, who, together, shall be proprietors of, or represent by proxy, at least ten thousand Shares of the Capital Stock of the Corporation, call by such notice as last aforesaid, a special meeting of the Stockholders, at such Office or elsewhere—the said requisition to specify the object, and the said notice, as well as the object, the time and place of holding such meeting.

IV.—The President, or in his absence the Vice-President, of the Corporation, shall *ex officio* take the chair at all general and special meetings of the Stockholders; or in case they shall both be absent, then a Chairman shall be elected by the Stockholders present, or represented, at the meeting.

V.—Any such meeting as aforesaid, may be adjourned to a future day; but no new matter, not specified in the notice or requisition, shall be introduced at any adjournment of a special meeting.

VI.—The ballot-box for the election of Directors shall remain open on the day of the annual general meeting, from twelve o'clock noon until four in the afternoon of the same, when it shall be closed, and the votes ascertained, as hereinafter provided for.

VII.—No transfer of Shares of Stock shall be registered during the fifteen days next preceding the general or any special meeting of the Stockholders for the election of Directors.

VIII.—The Votes at any meeting of the Stockholders shall be ascertained by two Scrutineers, to be appointed by the meeting; and when so ascertained, the state of the Votes or Poll shall be reported to the Chairman, and by him proclaimed to the meeting. In case of there appearing an equality of votes, the Chairman shall decide by his casting vote.

BOARD OF DIRECTORS.

IX.—The Directors may hold Meetings at such times and places, in the said City of Hamilton, or elsewhere, as the President or Vice-President, or any two of the Directors, may appoint, two days at least previous notice in writing, of such special meeting being forwarded by Post, by the Secretary, to the several Members of the Board.

X.—The Directors shall, agreeably to the Act of Incorporation, immediately after their election to Office, elect from among themselves a President; and at the first meeting of the Board of Directors after their annual

election, shall proceed to elect from among themselves, a Vice-President for the ensuing year; and such President, or in his absence the Vice-President, or in the absence of both of them, a Chairman, to be chosen for that purpose alone, by the Directors present, shall be Chairman at all Meetings of the Board.

XI.—Any President, Vice-President, or Director, desirous to resign his office, shall give notice in writing to the Secretary, of his intention to do so, and the Office shall be vacant at the expiration of ten days from the receipt by the Secretary of such notice, or sooner if a successor be appointed.

XII.—In the event of any vacancy occurring, either in the office of President or Vice-President, the said vacancy shall, from time to time, be filled up by the Directors, by electing one of themselves to fill the vacant office; such election being made at the first general meeting of the Board after such vacancy, or at a special meeting to be called as aforesaid, for that purpose.

PRESIDENT AND VICE PRESIDENT.

XIII.—It shall be the duty of the President, and in his absence, of the Vice-President and one of the Directors, and in the absence of

both President and Vice-President, of two of the Directors, by virtue of the Act of Incorporation, to sign all Bonds, Deeds, Debentures or Contracts entered into, or by or on behalf of the Corporation, and also all Cheques or Drafts for Money, and Certificates of Stock, and generally to superintend the affairs of the Corporation.

SECRETARY.

XIV.—The Secretary shall be appointed by the Board of Directors, and hold office during its pleasure. He shall prepare and keep proper Books of Account; a Register of Stockholders; a Minute Book of the Proceedings as well of the Meetings of the Stockholders as of the Directors; and all such other Books and Papers as the Directors may prescribe; and shall carry on the Correspondence of the Corporation under the instructions of the President, Vice-President, and one Director, or of two Directors, acting severally for those absent, as prescribed in the preceding Article:—all which Books, Registers, Papers, and Correspondence, shall at all times be open to the inspection of the Directors. He shall likewise sign Receipts and Acknowledgements for all Monies, Securities and Papers, the property of the Corporation, which may come into his

hands. He shall deposit in one of the chartered Banks, or Branches of chartered Banks, in the said City of Hamilton, all Cash received by him; and shall countersign all Bonds, Deeds and Debentures, Contracts, Cheques, Drafts, Certificates, and other Documents requiring to be signed by the President, Vice-President and one Director, or two Directors, as aforesaid.

SOLICITOR.

XV.—The Solicitor shall be appointed by the Board of Directors, and hold Office during its pleasure. He shall be a Member of the Upper Canada Bar, in good standing, and shall have the management of all matters requiring legal advice and assistance.

CALLS.

XVI.—When and so often as the Directors shall see fit to make any Call upon the Stock of the Corporation, not less than forty days' notice of such Call shall be given, in such papers as they shall direct, as well as by letter sent through the Post Office, addressed to each of the then enregistered Proprietors of Stock; and such Advertisement and Let-

ters shall state the amount of such Call, and the place or places, and the time or times, of the payment thereof.

XVII.—It shall be competent for the Directors to forfeit, after the expiration of thirty days from the period at which any Call shall become due, the Stock of such Parties as may fail in paying such Call, and the interest accruing, at six per cent. per annum, thereon, from the expiration of the time of such Call being so due, without any other form or act than an official notification, under the Seal of the Company, to be sent to the Parties so making such default in payment as aforesaid, to their, his, or her, usual places or place or abode through the Post Office—or in the event of the residence of the Stockholder or Stockholders not being known to the Officers of the Company, a publication of such notification twice in the *Mining Journal & Railroad Gazette*, to be equivalent to such notice sent through the Post Office—stating that such forfeiture had taken place; and the Stock so forfeited shall thereafter become the absolute property of the Corporation; which said share or shares may be re-issued in such way, and on such terms, as the Directors may deem most expedient for the interests of the Company.

CERTIFICATES AND TRANSFERS.

XVIII.—The Certificates of Stock shall exhibit the Holders' Names, the number of Shares, and shall be signed by the President or the Vice-President and one Director, or two Directors as aforesaid, and shall be countersigned by the Secretary, a copy of the Seal of the Corporation being engraved on same.

XIX.—It shall be competent to the Directors to withhold the issuing of any Certificates of Stock to Shareholders at present indebted, or who may hereafter be indebted, to the Corporation by Book Debt, Note, or Obligation of any kind, or in any other way, until such debt shall be cancelled.

XX.—Transfers of Stock shall be in the form given by the Act of Incorporation.

ATTORNEY OR PROXY.

XXI.—In all cases where any act is to be done or vote given, for or on behalf of a Stockholder, the deed, letter, or written authority for such act or vote, shall be produced by said Attorney or Proxy, and deposited with the Secretary, who shall examine the same, and, if correct, shall file it among the records of the Corporation, and in case the authority or power is to vote for, or in any other manner

represent a Stockholder at any meeting, the Attorney or Proxy shall himself be a Stockholder.

DIVIDENDS.

XXII.—The Directors may declare Dividends of the Profits of the Corporation, when and as often as they may deem that the state of the funds will permit, giving thirty days' public notice, as before provided for, in the matter of making Calls ; setting forth the amount of Dividend, and the time or times, and place or places, of paying the same ; such payment to be made to those Stockholders whose names shall appear on the Register fifteen days prior to the day of such payment, or who shall show satisfactory evidence of having been the owner of Stock thirty days previous thereto. The Transfer Books to be closed during the said fifteen days previous to day of payment.

COMMON SEAL.

XXIII.—The Seal produced to the Meeting having been approved of, shall hereafter be used as the Common Seal of the Corporation, and shall be affixed by the Secretary to such documents as the President, the Vice-President and one Director, or two Directors as before provided, to act in his or their absence respectively, may appoint.

