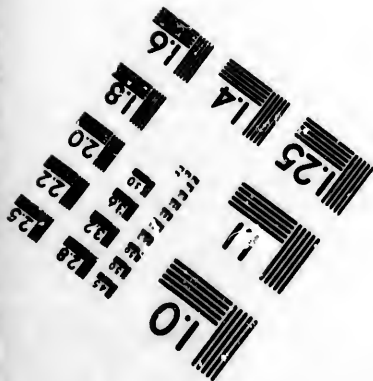
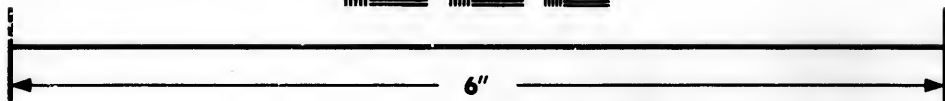
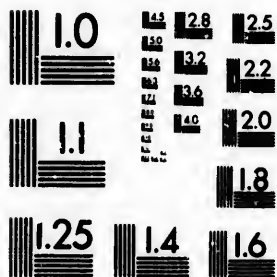


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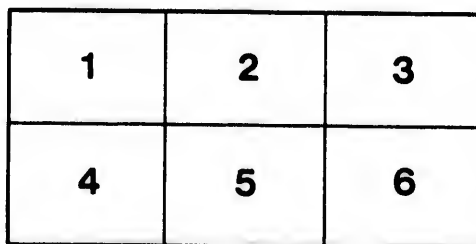
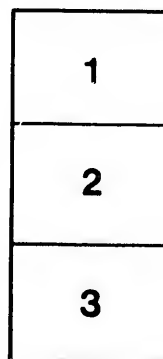
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Commerce No. 210

# THE CANADIAN RUBBER COMPANY,

FORMERLY

The British American Manufacturing Company,

INCORPORATED BY

SPECIAL ACTS OF PARLIAMENT,

23 VICTORIA, CAP. 119 ;

AMENDED BY

24 VICTORIA, CAP. 103,

AND

26 VICTORIA, CAP. 24.

—+—+—+—  
**DIRECTORS.**

J. BARSALOU, President,  
A. ROY, Vice-President,  
E. SCHOLES, Secretary,

F. S. MURPHY, Treasurer,  
WM. MOODIE,  
WM. LEARMONT,

W. R. HIBBARD, Manager.

CAPITAL STOCK PAID UP \$200,000,  
WITH POWER TO INCREASE TO  
\$1,000,000.

MONTREAL:

PRINTED BY FENIGANT & LAPLANTE.



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# THE CANADIAN RUBBER COMPANY,

FORMERLY

The British American Manufacturing Company,

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24 VICTORIA, CAP. 103,

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**\$1,000,000.**



MONTREAL :

PRINTED BY PLINGUET & LAPLANTE.

1864

1912

# AMERICAN MEDICAL ASSOCIATION

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1880

23 VICTORIA, CAP. 119.

## AN ACT TO INCORPORATE

The British American Manufacturing Company,

CHANGED BY 26 VICT., CAP 24.

TO THE

Canadian Rubber Company,

OR

La Compagnie Canadienne de Caoutchouc.

**WHEREAS** Ashley Hibbard, John Preamble.  
R. Ford, James Bishop and  
Christopher Meyer, have petitioned for  
the incorporation of themselves and  
others as the British American Manu-  
facturing Company, for the Manufac-  
ture of Cotton and other goods, and it  
is expedient to grant their Petition :  
Therefore, Her Majesty, by and with  
the advice and consent of the Legis-  
lative Council and Assembly of Ca-  
nada, enacts as follows :

1. The aforesaid persons and all others who shall become Shareholders in the said Company, shall be and are hereby constituted a body politic and corporate by the name of *The British American Manufacturing Company*.  
Incorporation and corporate name.

*The Canadian Rubber Company.*

What business  
the Company  
shall carry on.

**2.** The Company may carry on the business of manufacturing goods and fabrics of all descriptions, that are capable of being produced from Cotton, as also such other goods of other materials and descriptions as they may judge it advisable to manufacture, whether of Wool, India Rubber, Gutta Percha, or any other material or commodity, and to employ all or any part of their capital and available means for the above mentioned purposes, after first paying out of the same all the costs incurred relative to the passing of this Act.

What real prop-  
erty the  
Company may  
hold.

**3.** The Company may acquire by purchase, lease or otherwise, and may hold absolutely or conditionally, any lands, tenements, real or immoveable estates, for the convenient conduct and management of their business, including water and other motive powers, not exceeding the yearly value of ten thousand dollars, and may sell, alienate, let, release and dispose of the same from time to time, and may acquire others in their stead not exceeding at any time the value aforesaid.

Capital and  
shares.

**4.** The capital of the Company shall be the sum of one million of dollars and shall be divided into shares of two hundred dollars each

which shares shall be held to be personal estate.

5. The said Ashley Hibbard, John R. Ford, James Bishop and Christopher Meyer, shall be the Directors of this Company until a choice of Directors, by election of the Shareholders, shall take place in the manner hereinafter prescribed, and they shall have power to open Books for the subscription of Shares, and to make and collect calls thereon, and they shall call a meeting of the subscribers of shares, by notice in the manner hereinafter mentioned.

First Directors and their powers.

6. The Directors, or any three of them, may take all necessary means for the opening of subscription books, and may receive the subscription of persons desirous of becoming shareholders in the Company, and may allot to such persons the number of shares that each or any of them shall have in the capital of the Company.

Opening subscription books and allotting shares.

7. The shares in the capital of the Company shall be transferable in such manner as may, from time to time, be prescribed by the By-laws; but no share shall be transferable until all calls previously made thereon shall have been paid, or until such share shall have been declared forfeited for non-payment of calls.

Transfer of shares.

Condition of power to transfer.

*The Canadian Rubber Company.*

Elective Directors; qualification and terms of office.

8. The affairs of the Company shall be managed by a board of five Directors, to be elected annually from among the Shareholders at their annual meeting, each of which Directors must be proprietor of twenty-five shares in the capital stock of the Company; and they shall always remain in office, and be Directors, until their successors shall be elected.

Annual general meetings of the Company.

9. An annual meeting of the Shareholders of the Company, for the transaction of the general business of the Company and the election of Directors, shall be held at such time and place, and under such regulations with regard to notice, as may be determined by the By-laws of the Company; and until it shall be otherwise so determined, the same shall take place on the first Wednesday in May of each year; and previous notice of the time and place of the holding of the first annual meeting shall be given in one or more public newspapers, by three of the Directors; and of subsequent annual meetings, a like notice shall be given under the hand of the Secretary of the Company, unless and until otherwise regulated by the By-laws thereof, and the latter provision, with regard to notice, shall apply also to special general meetings;

Notice.

and in case of a vacancy occurring among the Directors, by death, resignation or otherwise, at any time previous to the annual meeting, the same shall be filled up for the remainder of the unexpired year, in such manner as may be prescribed by the By-laws of the Company.

Vacancies between such meetings.

10. Each share shall entitle the holder thereof to vote at all meetings of the Company, either personally or by proxy, such proxy being also a Shareholder and having a written authority; should the manner and form of voting by proxy be regulated by any of the By-laws of the Company, such By-laws will be required to be conformed to, and every Shareholder shall have a number of votes equal to the number of shares held by him, subject to any provision that may be made in the By-laws, with regard to the registration and payment of calls;—and all questions shall be determined by the majority of votes given in respect thereof.

Each share to give a vote.

Proxies, &c.

By-laws as to proxies.

Majority of votes to decide questions.

11. The Company shall have a President, who shall be elected by the Directors from among themselves; the Directors shall also appoint a Secretary, and may appoint such other officers as they may from time to time judge expedient, and may re-

President.

Secretary and other officers to be appointed.

*The Canadian Rubber Company.*

quire such officers and Secretary to give such security for the faithful performance of their duties as the Directors shall see fit to exact, and may pay and allow such Secretary and officers such salaries as may be agreed upon.

Special general meetings how called.

Notice.

Directors to make calls and compel payment, &c.

Forfeiture of shares for non-payment.

**12.** A special general meeting may at any time be called by the Directors; and they shall call such meeting whenever thereunto required by not less than fifteen of the Shareholders who together shall be proprietors of at least two hundred shares, and at least twenty days notice, of every such meeting shall be given to the Shareholders by sending to each of them, by post or otherwise, a written or printed notice specifying distinctly the purpose or purposes for which such meeting is called; and no matter or business not so specified shall be discussed, concluded upon or settled at such meeting.

**13.** The Directors may make such calls upon the respective Shareholders, in respect to the shares subscribed or held by them respectively, as they may, from time to time, deem expedient; and may require the same to be paid with or without interest, and may impose penalties for failure of payment not exceeding ten per

centum at any one time, on the amount of the call or calls made ; and likewise, but not without six weeks' notice, either served personally or published in a public newspaper requiring payment of such calls, may declare forfeited all such shares as may be in arrear in respect of any call or calls, interest or penalty, and such shares shall, upon such declaration, be and become forfeited in favor of the Company, as well as the amounts paid thereon ; and such shares may thereupon be sold and disposed of in such manner as the Directors see fit, and the net proceeds applied in deduction of the claims of the Company against the Shareholders who shall have respectively been in default in regard thereto, and who shall remain liable for and be bound to make good any deficiency in respect of their shares ; or the Directors may, in their discretion, should they see fit, first proceed, by suit or action, for the recovery of any sum or sums due for a call or calls on such shares, with or without interest and penalties, or either, as the case may be, and may afterwards, if not recovered in full, proceed by forfeiture as above directed.

Directors may proceed by suit.

14. In any action or proceeding which may be brought by the Com-  
What allegations and evi-

dence shall  
suffice in any  
such action.

pany against any Shareholder for the recovery of any sum due on any call or calls, or for interest or penalties thereon, it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more in the capital stock of the Company, and is indebted in the sum to which the arrears on the call or calls, made on such share or shares amount (together with interest and penalties, if any,) and it shall only be necessary to prove that the defendant was proprietor of a share or shares, and that a call or calls had been made thereon, and notice thereof given to the defendant in the manner required by this Act.

Directors to  
make By-laws  
for certain  
purposes.

**15.** The Directors of the said Company may make By-laws for the determination of the *quorum* of Directors, for the management and disposition of the stock and business affairs of the 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 of the Company, for making Contracts relating thereto, and for carrying into effect all of the powers vested in the Company by this Act; and may



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 Company, and having the corporate seal of the 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.

16. The Company may become a party to Promissory Notes and Bills of Exchange for sums of not less than one hundred dollars: and any such Promissory Note made or endorsed, and any such Bill of Exchange drawn, accepted or endorsed by the President or Vice-President of the Company and countersigned by the Secretary-Treasurer or by the Clerk, or Secretary, or Treasurer thereof, under authority of a Quorum of the Directors, shall be binding upon the Company ; and every such Promissory Note or Bill of Exchange so made, drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary-Treasurer or by the Clerk or Secretary or Treasurer thereof, shall be presumed to have been properly so made, drawn, accepted and endorsed, as the case may be, unless the con-

Proof of By-laws.

May be parties to bills of exchange, &c.

Seal not necessary.

Not to issue Bank notes.

Company may divide their business into departments.

May employ managers, &c.

May pay them a percentage on net profits, &c.

trary be shown ; and it shall not be necessary to have the seal of the Company affixed to such Promissory Note or Bill of Exchange ; nor shall the officers of the Company, signing or countersigning the same, or such acceptance or endorsement thereof, be thereby subjected individually to any liability whatever, but the Company shall not issue any Note or Bill payable to bearer, or intended to be circulated, or of a character to be circulated, as money, or as the notes of a Bank.

**17.** The business of the Company may be divided into and managed by separate departments, distinguished by the particular nature of the business which may be carried on in each, or otherwise as may be judged most expedient ; and the Company may employ Superintendents, Managers, Agents and Servants for one or more of such Departments, at their pleasure, and may agree to remunerate them, in whole or in part, by a percentage on the net profits of any particular department, towards which such services may be rendered, or generally, as the Directors see fit, without thereby causing such Superintendents, Managers, Agents or Servants to incur any personal liability for the debts of the Company, or being in any manner held to be partners therein.

**18.** No Shareholder in the Company shall, in any manner, be liable to, or charged with, the payment of any debt or demand due by the Company, beyond the amount of his or her subscribed share or shares in the capital stock of the Company.

Liability of Shareholders limited.

**19.** The Company shall not establish any manufactory whatever, until the whole of the capital stock shall have been *bonâ fide* subscribed for, nor until an amount, equal to twenty per centum on the said sum of one million of dollars, shall have been paid up by the Shareholders, and placed at the disposal of the Directors for the purpose of carrying out the objects contemplated by this Act.

Company not to commence business until all the capital is subscribed, and 20 per cent. paid up.

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



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1861

24 VIC. CAP. 103.

AMENDMENT TO ACT INCORPORATING

THE

British American Manufacturing Company,

CHANGED BY 26 VIC., CAP 24, TO THE

Canadian Rubber Company,

OR

La Compagnie Canadienne de Caoutchouc.

—o—

**W**HEREAS the British American Preamble. Manufacturing Company and the Directors thereof, interested therein, have petitioned for an amendment to their Act of Incorporation, being the Act twenty-third Victoria, chapter one hundred and nineteen, and it is expedient to grant their Petition: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. The said Act twenty-third Victoria, chapter one hundred and nineteen, and particularly the fourth section thereof, is hereby amended, so that notwithstanding any thing therein contained, the capital of the said Company shall be the sum of two hundred thousand dollars, with power to increase the same from time to

Capital of the Company fixed with power to increase it.

||

*The Canadian Rubber Company.*

( time to one million dollars, by sums of no less than fifty thousand dollars at each time; such increase, in every case, to be authorized by a vote of no less than two thirds of the shares of the Company, which may be passed at any meeting of the Shareholders specially convened for the purpose, or at any meeting, in the notice convening which, it shall be stated that it is proposed to increase the capital.

A certain sum to be paid up before a Manufactory may be established.

2. The aforesaid Act, and particularly the nineteenth section thereof, is also hereby amended, so that notwithstanding any thing therein contained, the Company shall not establish any manufactory whatever, until the whole capital stock to the extent of the said sum of two hundred thousand dollars, shall have been *bona fide* subscribed for, nor until an amount equal to fifty per cent on the said sum of two hundred thousand dollars shall have been paid up by the Shareholders, and placed at the disposal of the Directors, for the purpose of carrying out the objects for which the Company has been incorporated.

Public Act.

3. This Act shall be deemed a Public Act.

1863

26 VIC. CAP. 24.

**AN ACT TO FURTHER AMEND**

THE ACT INCORPORATING

**The British American Manufacturing Company,**

AND TO

**Change the Name of the said Company**

TO THE

**Canadian Rubber Company,**

OR

**La Compagnie Canadienne de Caoutchouc.**



**WHEREAS** the British American Preamble. Manufacturing Company have petitioned for a further amendment of their Act of Incorporation being the Act twenty-third Victoria, chapter one hundred and nineteen, and to have the name of the said Company changed, and it is expedient to grant their Petition: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. The Directors of the said Company may have the power to elect a Vice-President from among themselves a Vice-President.
- 1) sident in the same manner as is pro-

His powers. ( provided for the election of a President, for the performance of such duties and the exercise of such powers as may be conferred upon him by the By-laws of the Company, and he shall, irrespective of such By-laws, in the absence of the President, have power to act in his stead.

Company may elect additional Directors. 2. The Directors of the said Company are authorized to make one or more By-laws for the election of one or two additional Directors to be elected at the annual meetings of the Shareholders, and may amend or repeal such By-laws and make others in their stead provided that the number of Directors shall at no time be increased beyond the number of seven, nor reduced below the number of five; and provided further that every By-law passed under this section shall be subject to the approval of the Shareholders at the meeting at which the election takes place, or at any other meeting called for this purpose.

By-laws to be subject to approval.

By-laws fixing qualifications of Directors. 3. The said Directors shall have the like power to regulate by By-law what number of shares in the capital stock of the said Company must be owned by any person to qualify such person to be elected as a Director of the Company, provided that such qualification shall at no time be



reduced below twenty-five shares, and which said By-law shall not go into effect without the approval of the Shareholders expressed at any annual meeting or some other meeting called for this purpose. Approval required.

4. The corporate name of the said Company is hereby changed, so that hereafter it shall bear and be known by the corporate name of "The Canadian Rubber Company" which name may be used in the french language also and shall then be "La Compagnie Canadienne de Caoutchouc" and either of these names shall be held to be the corporate name of the Company and shall be a good designation thereof; but such change of name shall in no manner whatsoever change, alter or affect any contracts, liabilities, rights, obligations, powers or attributes pertaining or attaching to the said Company. Corporate name changed. Proviso.

5. This Act shall be deemed a Public Act.



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**BY-LAWS**  
OF THE  
**Canadian Rubber Company,**  
OR  
**La Compagnie Canadienne de Caoutchouc,**  
UNANIMOUSLY ADOPTED BY THE  
**BOARD OF DIRECTORS,**  
— JUNE 10, 1863. —

**1.** The Annual meeting of the Annual Meeting-  
Shareholders of the Company for the Shareholders.  
Election of Directors and the trans-  
action of the general business of the  
Company, shall be held at the office  
of the Company in the City of Mont-  
real on the third Wednesday of  
January in each year whereof ten  
days previous notice shall be given  
under the hand of the Secretary and  
published during that time in at  
least two City newspapers.

**2.** Special general Meetings shall Special Gene-  
be called as provided in Section 12 ral Meetings.  
of the Act of Incorporation of the  
Company.

**3.** At all meetings of the Company Meetings of  
five Shareholders at least must be Shareholders.  
personally present to constitute a  
quorum for the transaction of busi-  
ness.

**4.** The President or in his absence Proce dings  
the Vice-president or one of the Di. at Meetings.  
rectors shall preside at all meetings of  
the Shareholders, and all votes therea t

*The Canadian Rubber Company.*

shall be taken by ballot when demanded by any Stockholder present, but if not so demanded they shall be taken in the usual way by assent or dissent.

Proxies.

5. Shareholders may vote by proxy provided the authority for that purpose be given to another Shareholder in proper form and deposited with the Secretary of the Company at least twenty four hours previous to the meeting at which such proxy is to be used and not otherwise.

Of Directors.

6. The affairs of the Company shall be managed by a board of seven Directors, to be elected annually from among the Shareholders at their annual meeting, each of which Directors must be the proprietor of at least twenty-five shares of the capital stock of the Company; and they shall always remain in office, and be Directors, until their successors shall be elected.

Of Vacancies.

7. In case of any vacancy occurring among the Directors during their term of office, by death, resignation or otherwise, such vacancy must be filled up for the remainder of the unexpired year by the remaining Directors.

Quorum of Directors.

8. Three Directors present shall be a quorum for the transaction of business.

Notice of Meetings of Directors.

9. Due notice shall be held to be given of a meeting of the Directors, if they be notified personally by the

Secretary, or if a notice be deposited in the Montreal Post Office to the address of such Directors respectively, at least twenty four hours before the meeting.

10. It shall be the duty of the Directors to manage the affairs and business of the Company generally and in conformity with the charter of the Company, and it will be specially incumbent on them, within ten days after their own election to elect from among themselves a President and Vice-president. It will also be their duty to fix the rates of salary or remuneration for all Officers of the Company, and they may in their discretion require security to their satisfaction from all Officers of the Company, but in no case shall they accept the security of any Officer of the Company for and on behalf of any other Officer or employee of the Company.

Duty of the Directors.

11. It shall be the duty of the President to preside at all meetings of the Stockholders or Directors when present, to execute all Bonds and Deeds entered into by the Directors of the Company, to sign certificates of stock, to sign all promisory notes given by the Company, to accept and endorse drafts and to endorse Bills Receivable, and all notes, drafts and Bills Receivable when signed by

The duties of the President.

the President and countersigned by the Treasurer shall always be binding on this Company, without further action by the Directors.

Duties of the  
Secretary.

12. The Directors shall from time to time appoint a fit and proper person to be Secretary of the Company, whose duty it shall be to see that all necessary books and records of the Company, either required by their Charter or by their By-Laws or by the exigencies of their business, including the minutes of the proceedings of the Directors are regular and properly kept. It shall also be his duty to call all meetings of the Company and Directors, and to countersign all certificates of shares issued to parties holding stock in this Company.

Duties of the  
Treasurer.

13. They shall in a like manner appoint a fit and proper person to be Treasurer of the Company; whose duty it shall be to manage the financial concerns of the Company and among other things, to sign all cheques for money, to countersign all promisory notes, drafts and Bills Receivable and certificates of Capital Stock, issued by the Company, none of which shall be valid and binding on this Company unless so countersigned by the Treasurer of this Company. It shall also be his duty to see that proper and correct records are kept of all his transactions on behalf of the Company.

14. The Directors shall also ap-<sup>Duties of</sup>point a Manager whose duty it shall <sup>Manager.</sup> be to have general charge and management of all the properties and business of the Company. He shall under the authority of the Directors make all contracts for the proper transaction of the business of the Company and have sole charge and direction of all the employees of the Company being at all times responsible to the board of Directors for the proper discharge of his duties.

15. No person or persons shall be permitted as of right to enter into the factory or premises of the Company, except the office, without producing a written order from the President or one of the Directors of the Company.

16. Certificates of Shares of the <sup>Certificate of</sup>Capital Stock of the Company may <sup>Shares.</sup> be granted and issued to the proprietors thereof in the following form:

No.	Shares
This is to certify that	
	is the proprietor of
	Shares
	of the Capital Stock of The Canadian
	Rubber Company, or La Compagnie
	Canadienne de Caoutchouc, subject
	to the provisions of the Act of Incorporation and the By-Laws of the
	Company, transferable only at the
	office of the Company, in the City of
	Montreal, by the said
	or

*The Canadian Rubber Company.*

attorney on the surrender of this certificate

In witness whereof the President and Secretary have hereunto affixed their Signatures and the corporate seal of the said Company, this

day of 18

Countersigned

President.

**SEAL** Treasurer.

Secretary.

17. The Shares of the Company shall only be transferable by recording in the stock book of the Company at the office of the Company, in the City of Montreal, by the Shareholder or Attorney on surrender of the certificate for such Share or Shares. No transfer of Shares shall be made when the holder is indebted to the Company, without the consent of the President and Secretary and the transfer may be in the following form :

Transfer of  
Stock.

Form of Transfer.

I of in consideration of the sum of dollars paid to me by of do hereby bargain, sell and transfer to the said of Shares of the Capital Stock of The Canadian Rubber Company, or La Compagnie Canadienne de Caoutchouc, now standing in my name on the Books of the said Com-



pany to hold to the said  
heirs, executors, curators, admin-  
istrators or assigns subject to the  
same rules and on the same condi-  
tions that I hold the same. And I the  
said do hereby agree to accept  
and receive of the said the  
above named shares subject  
to the same rules, liabilities and  
conditions upon which the said  
held said shares

Witness our hands and seals this  
day of 18

18. Shareholders may grant pow-  
ers of attorney for the transfer pur-  
chase or sale of Stock or the receipt  
of dividends, &c., which may be in  
the following form :

Form of power of Attorney  
Know all men by these presents, that  
I of do make, constitute  
and appoint of my  
true and lawful attorney for me and  
in my name and on my behalf to  
purchase and receive or sell assign  
and transfer all or any part, interest  
or share of the Capital Stock of The  
Canadian Rubber Company, or La  
Compagnie Canadienne de Caout-  
chouc, to me belonging or standing in  
my name to receive the consideration  
therefor, and give receipt or receipts  
for the same, to accept all transfers  
that now are or hereafter may be  
made unto me, to receive and give re-

Form of  
Power of  
Attorney.



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At the Annual Meeting of the  
SHAREHOLDERS of the CANADIAN  
RUBBER Co., held at their Office, this  
day, the foregoing By-Laws were  
unanimously approved, and declared  
to be in full force from date.

F. SCHOLLES,

*Secretary.*

Montreal, January 20th, 1864.



