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1st Session, 5th Parliament, 18 Victoria, 1854.

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(PRIVATE BILL.)

**BILL.**

An Act to incorporate a Company for  
the erection of an Hotel in the Village  
of Windsor.

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Received and Read, first time, Wednesday,  
27th Sept., 1854.

Second Reading, Wednesday, 18th Oct., 1854.

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QUEBEC:

PRINTED BY JOHN LOVELL, MOUNTAIN STREET.

1854.]

BILL.

[No. 19.]

An Act to incorporate a Company for the erection of an Hotel in the Village of Windsor.

**W**HEREAS amuel Smith Macdonell, John McEwar, Charles Hunt, John Watson, William A. Ritchie, Alexander Macdonell, Dennis Ouellette, James Cuthbertson, George Lowe Reid and Thomas Eggar, Trew: have by their Petition represented that they are desirous of forming a company for the erection of an Hotel in the Village of Windsor for the convenience of Travellers, and in order to carry the said object into execution they have prayed for an Act of Incorporation.

Preamble.

Be it therefore enacted, &c. as follows.

The above named Samuel Smith Macdonell, John McEwar, Charles Hunt, John Watson, William A. Ritchie, Alexander Macdonell, Dennis Ouellette, James Cuthbertson, George Lowe Reid and Thomas Eggar, Trew: and all such persons as shall hereafter form part of the said Company, their heirs, executors, curators, administrators and assigns, being proprietors of shares in the undertaking hereinafter mentioned, shall be and they are hereby declared to be a Body Politic and Corporate by the name of "The Windsor Hotel Company," and by the same name they and their successors shall have perpetual succession, with power to sue and be sued, plead and be impleaded, answer and be answered unto in all Courts and places whatsoever, and they may have a common seal with power to change and alter the same at pleasure, and by the same name they may lawfully acquire and hold real and personal estate for the use of the said Corporation, and sell, alienate and lease the same as they may deem convenient and useful; but the value of the said real and personal estate shall not exceed the sum of seventy five thousand pounds current money of this Province.

Certain persons incorporated.

Corporate name.

Amount of Corporation property.

II. The Capital of the said Company shall be fifty thousand pounds current money aforesaid, divided into five thousand shares of ten pounds currency each, with power to increase the said Capital Stock to seventy-five thousand pounds or seven thousand five hundred shares of ten pounds currency each, and the said five thousand or seven thousand five hundred shares shall be and are hereby vested in the Shareholders, and their respective heirs, executors, curators, administrators, successors and assigns, to their proper use and behoof, proportionately to the sums subscribed and paid by each of the said Shareholders respectively; and the said Shareholders may sell, transfer, lease, give, or alienate shares held by them, whenever and so often as they shall think fit, subject to the By-laws of the Company, to be made by the Board of Directors to be appointed as hereinafter provided.

Capital and number and amount of shares

III. Any Shareholder who shall have subscribed and paid the sum of one pound per share or more, shall be a member of the said Company,

Who may be members of Company

and as such, shall be entitled to have and receive, after the erection of the said Building, all the net profits and advantages accruing from any sum of money, levied, recovered or received under the authority of this Act, proportionably to the number of shares held by him.

Other corporations may hold stock.

IV. Any Joint Stock Company or Corporate Body may take shares in the said Company. 5

Shareholders to pay all necessary instalments.

V. Every Shareholder shall, in proportion to the number of shares held by him, pay in the manner by this Act prescribed, his just portion of the sum necessary to carry into execution the said undertaking, proportionably to the number of shares held by him. 10

Payment of instalments to be directed by Board of Directors.

VI. Payment of the amount of the Instalments shall be made at the periods and in the manner fixed and determined by the Board of Directors hereinafter mentioned; but no instalment shall at any time exceed twenty per cent of the amount subscribed or forty shillings currency per share, and an interval of at least three months shall be allowed between each instalment called in under this Act. 15

Shareholder neglecting to pay, to forfeit right to shares held by him.

VII. Any Shareholder neglecting to pay any of the instalments called in by the Board of Directors, shall be called upon so to do by a written notice under the hand of the Treasurer, addressed to such Shareholder at his or her or their last known place of residence. And if the Shareholder shall not have paid in the instalment called in, within one month after such notice, he shall forfeit his right in the shares held by him, without its being necessary to obtain a judgment for that purpose in a Court of Justice; and the said shares shall be sold for the benefit of the said Company in such manner as shall be determined by the Board of Directors, and if the Shareholders so in arrear shall have already paid at the time of such notice one or several instalments, he shall, nevertheless, forfeit his right in the said shares, and the amount paid in shall belong to the Company as an indemnification, without prejudice to any right of action which the Company may have against such Shareholder for the balance due by him on his shares. 20 25 30

Books of subscription may be opened.

VIII. Immediately after the passing of this Act, any three of the persons above named may open one or more books of subscription for the purposes aforesaid, and so soon as one thousand shares have been subscribed in the said books the said persons shall call a meeting of the Shareholders at the said Village of Windsor, by public notice inserted twice in a Newspaper published in the said Village, or if there be no Newspaper published therein, then in a Newspaper published in the County of Essex, for the purposes of electing the Board of Directors of the said Company and Auditors as hereinafter mentioned, and such notice shall state the day, place, and hour of the said meeting, and shall be given at least eight days before the day fixed for the holding of such meeting. 35 40

Shareholders liability limited.

IX. No Shareholder shall be liable for the payment of any debt or obligation due by the said Company, beyond the amount of the unpaid shares held by him in the said Company. 45

At first meeting, Directors to be appointed.

X. At the first meeting of the Shareholders called, as provided in the foregoing section, numbered eight, a majority of the Shareholders who have paid not less than ten shillings per share, shall choose by ballot, among the Shareholders holding at least six shares each, five persons 50

to form the Board of Directors of the said Company, and two persons to be Auditors, for the year next after the day on which the said election shall have taken place, and not until after such first meeting, shall the Company purchase or lease any lands or buildings, or cause to be erected any building or buildings for or on account of the said Company.

XI. The Annual Meeting for the election of the Board of Directors Annual Meeting of the Company and of the Auditors, shall be called in the manner provided by the eighth section, and shall take place on the same day of the year as the preceding election, except that if such day shall happen to be a Sunday or a Statutory holiday, the election shall, in such case, be held on the next day thereafter not being a Sunday or Statutory holiday. Annual meeting.

XII. At all General Meetings of Shareholders to be held under this Act, all questions submitted to the consideration of the meeting shall be decided by the majority of votes of the Shareholders. Each Shareholder shall be entitled to one vote for each share held by him in the stock of the Company in his, her or their own name or names, and that no transfer of any share shall be valid until entered in the books of the Corporation according to such form as the Directors may from time to time appoint. And any Shareholder may vote in person or by a proxy, being also a Shareholder, to be appointed by him for that purpose by a written instrument under his signature. General meeting.  
Proxies.

XIII. All General Meetings (except the first meeting called under this Act, which shall be presided over by the person elected for that occasion by the Shareholders then present in person or by proxy,) shall be presided over by the Chairman of the Board of Directors, or in the absence by such Shareholder as shall be chosen for that purpose by his meeting. Who shall preside at general meetings.

XIV. The powers and duties of the Board of Directors shall be:— Duties of Directors.

30 Firstly,—To choose from among the members of the Board, a Chairman, who shall have a casting vote in case of an equal division of votes, at the meetings of the Board.

Secondly,—To appoint and employ and remove at pleasure such Officer or Officers, Agent or Agents, Servant or Servants of the said Company, as they may find from time to time expedient or necessary, and to regulate the duties and fix the salaries of the Officers, Agents and Servants of the said Company, and all the necessary expenditure for the management and working of the Company.

40 Thirdly,—To regulate the form of certificates of shares, and the mode of their transfer.

Fourthly,—To choose a convenient site for the construction of an Hotel and its dependencies, and to cause the necessary plans and surveys to be made.

45 Fifthly,—To make and enter into all such contracts, agreements, deeds and other instruments as may be necessary for acquiring lands for the purpose of a site for a Hotel and its dependencies, and for the erection of such Hotel, with or without shops or stores thereunder, as they may deem desirable, and to furnish the same. And to enter into and execute all such leases and other agreements for leasing or letting the

same, as they may think proper or deem most advantageous for the Company: Provided that all deeds, leases, agreements, contracts and other instruments shall be subscribed by the President, or in case of his absence, by two of the Directors.

Sixthly,—To order the payment of any sum of money, as they may 5  
deem necessary for the purposes of this Act.

Seventhly,—To contract a loan or loans, for and in the name of the said Company, not exceeding in the whole, at any one time, the sum of twenty thousand pounds currency, and pledge the moveable and immoveable property of the said Company for the payment of the said loans and 10  
interest.

Eighthly,—To determine the amount of the several instalments and the periods at which each Shareholder shall be obliged to pay his instalments, and the amount of the dividends of the profits among all the Shareholders, after deducting therefrom the costs and expenses incurred for 15  
the purposes of this Act.

Ninthly,—To make the necessary By-laws for the government and management of the said Company, provided such By-laws be not contrary to this Act, nor to the laws of this Province.

Tenthly,—To submit to the Annual General Meeting of the Share- 20  
holders, a clear and detailed statement of the affairs of the said Company, certified by the Auditors as having been examined and found correct.

Eleventhly,—To call Special and General Meetings of the Shareholders whenever it shall be necessary, and so often as they shall be required, by at least three Shareholders, giving at least fifteen days' notice 25  
thereof in some newspaper published in the said Village of Windsor, or if none published therein, in some newspaper published in the County of Essex.

Quorum of  
Board of Di-  
rectors.

XV. The number of Members of the said Board, which shall be sufficient for the legal exercise of the powers and duties herein mentioned, 30  
shall be three; and in the absence of the Chairman, it shall be in the power of the Members present to elect from among themselves a Chairman for the time being, who, in addition to his own vote as a Member of the Board, shall have a casting vote in case of an equal division of votes at the Meeting of the Board at which he shall be chosen to 35  
preside.

How Directors  
may be re-  
placcd.

XVI. In event of the death or resignation, or of the absence for a period of more than six months from the Village of Windsor, or of the disqualification of any Member of the Board of Directors, the Shareholders shall, at a Meeting held after due notice given in the manner provided by the 40  
eighth section, choose a Shareholder in place of the Member who shall have deceased, resigned, absented himself or become disqualified, and such Shareholder shall form part of the said Board until the then next Annual Election.

Members of  
Board going  
out of office  
may be re-  
elected.

XVII. The Members of the Board of Directors going out of Office may 45  
be re-elected.

XVIII. In case it shall happen at any time that an Election of Directors should not be made on the day herein appointed, the said Company

shall not, on that account, be deemed to be dissolved, but it shall and may be lawful on any other day to hold and make an Election of Directors, in such manner as shall have been regulated by the By-laws, Rules and Regulations of the said Company.

5 XIX. The said Company, shall, whenever required so to do by any one of the three Branches of the Legislature, furnish a detailed statement, shewing the real and personal estate held by them, the amount of their debts and the amount of their last dividend, and they shall also furnish a list of the Shareholders and the names of the Members of the Board of  
 10 Directors of the said Company.

General state-  
ment to be  
furnished  
when required.

XX. The Interpretation Act shall apply to this Act, which shall be a Public Act.  
 Public Act.