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## Draft of a Supplemental Charter for The Hudson's Bay Company.

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VICTORIA, by the grace of God of the United Kingdom of Great Britain and Ireland Queen, Defender of the Faith, Empress of India, to all to whom these presents shall come, greeting.

*Whereas by a Royal charter granted on the 2nd day of May in the two-and-twentieth year of the reign of his late Majesty King Charles the Second (in this our charter called "the original charter"), a company was incorporated by the name of "The Governor and Company of Adventurers of England, trading into Hudson's Bay" with a common seal, for the purpose of trading within the territories mentioned in the said original charter :*

*And whereas by the said original charter, after declaring that one of the Company should be elected in manner thereafter mentioned, to be called the Governor of the Company, and that the said Governor and Company should or might elect seven of their members in such form as thereafter mentioned, to be called the Committee of the Company, which Committee of seven or any three of them, together with the Governor or the Deputy-Governor for the time being, should have the general management of the affairs of the Company, it was declared that the Governor and Company and their successors should from thenceforth for ever be ruled, ordered, and governed according to such manner and form as was thereafter expressed, and not otherwise :*

*And whereas by the said original charter, after appointing Prince Rupert to be the first Governor of the Company, and seven persons to be the seven first Committees of the Company, it was provided that it should and might be lawful to or for the said Governor and Company for the time being or the greater part of them at any public assembly, commonly called the Court General, to be holden for the said Company, the Governor of the said Company being always one from time to time, to elect, nominate, and appoint one of the said Company to be Deputy to the said Governor, which Deputy should take a corporal oath before the Governor and three or more of the Committee of the said Company for the time being, well and truly and faithfully to execute his said office of Deputy to the Governor of the said Company, and after his oath so taken should and might from time to time, in the absence of the said Governor, exercise and execute the office of Governor of the said Company in such sort as the said Governor ought to do :*

*And whereas the said original charter similarly provided for the election in each and every year between the first and last day of November of one of the Company to be Governor for one whole year then next following, and required the Governor or Deputy-Governor for the time being to be present at each such election, and required the person so elected to be Governor of the Company, before being admitted to execute his office, to take a corporal oath before the last Governor being his predecessor or his Deputy, and any three or more of the Committee of the said Company for the time being, that he would well and truly execute the office of Governor :*

*And whereas the said original charter similarly provided for the election in each and every year between the first and last day of November of seven of the Company to be a Committee of the*

*Company for one whole year then next ensuing, and required the Governor or the Deputy-Governor of the Company for the time being to be present at each such election, and required the persons so elected to be a Committee of the Company, before being admitted to execute their office to take a corporal oath that they and every of them should well and faithfully perform their office of Committee.*

*And whereas the said original charter similarly provided for the election of a Governor or Deputy-Governor of the Company in the event of the Governor or Deputy-Governor for the time being, at any time within one year after being elected and sworn to the office of Governor or Deputy-Governor, dying or being removed from his office (which Governor or Deputy-Governor not demeaning himself well in his office was to be removeable at the pleasure of the rest of the Company or the greater part of them present at a general court), and provided that the Governor or Deputy-Governor so elected should hold office for the residue of the said year, and before being admitted to execute his office should take a corporal oath as aforesaid.*

*And whereas the said original charter similarly provided in the event of any person or persons of the Committee of the Company for the time being within one year after being elected and sworn to such office dying or being removed from his or their office (which committee not demeaning themselves well in their said office were to be removeable at the pleasure of the Governor and Company or the greater part of them, whereof the Governor for the time being, or his Deputy should be one), for the election of one or more of the Company to be of the Committee in the place of him or them dying or being removed as aforesaid, and the said original charter provided that the person or persons so elected should hold office for the residue of the said*

*year, and before being admitted to execute the office of Committee should take a corporal oath as aforesaid, and the Governor or the Deputy-Governor for the time being was required to be present at each such election.*

*And whereas by the said original charter the Governor and Company were empowered to assemble themselves and hold court for the Company and the affairs thereof, and it was thereby declared that it should be lawful for them and the greater part of them present at such assembly, whereof the Governor or his Deputy for the time being should be one, to make, ordain, and constitute such and so many laws, constitutions, orders, and ordinances as to them or the greater part of them being there present should seem necessary and convenient for the good government of the Company, and at their pleasure to revoke and alter the same or any of them as the occasion should require :*

*And whereas by the said original charter the Governor or Deputy-Governor for the time being was required to be present at the admission into the Company of servants, factors, and other persons :*

*And whereas by the said original charter it was declared that it should be lawful in all elections and bye-laws to be made by the general court of the Adventurers of the said Company, that every person should have a number of votes according to his stock, that was to say, for every hundred pounds by him subscribed or brought into the present stock one vote, and that any of those who had subscribed less than £100 might join their respective sums to make up £100 and have one vote jointly for the same, and not otherwise :*

*And whereas by a deed under the seal of the Company, dated the 19th November, 1869, certain rights of government and other rights and*

*privileges granted by the said original charter, but not affecting the subject matter of their own charter, were duly surrendered to Her Majesty, and such surrender was duly accepted by Her Majesty by an instrument under her sign manual:*

*And whereas for many years the capital of the Company has comprised no stock, but has been and is now divided into shares of equal value, and it is desirable that the qualifications for votes should be changed from the holding of stock in the Company to the holding of shares therein:*

*And whereas many of the provisions contained in the original charter have been found very inconvenient in practice, and are not in accordance with the usual provisions regulating the affairs of modern companies, and in particular the following provisions have been found very inconvenient, that is to say: the provisions requiring the Governor, Deputy-Governor, and Committee to be elected every year, and fixing the date of the election between the first and last day of November; the provisions requiring the presence of the Governor or Deputy-Governor at the general courts for the elections of Governors or Members of the Committee, and at the general courts assembled for the purpose of making bye-laws, and on other occasions specified in the said original charter; the provisions requiring a corporal oath to be taken by the Governor, Deputy-Governor, and Committee, and by certain other persons on certain occasions.*

*And whereas, in addition to the above provisions complained of, the absence of any power in the said original charter enabling the Governor, Deputy-Governor, or any member of the Committee, to resign office, or enabling votes to be taken by proxy, and the absence of several other powers usually given to trading companies for the better regulation of their internal affairs, has been found in practice to be*

*very inconvenient and detrimental to the interests of the Company.*

*And whereas the Company is desirous that the provisions in the original charter above complained of should be cancelled or modified, and has applied to us for a supplemental charter embodying more suitable provisions.*

Now know ye that We by these presents do will and ordain that the several provisions contained in the said original charter relating to the election to the office of Governor, Deputy-Governor, or Committee, and to the filling up of any vacancy in any such office, and requiring corporal oaths to be taken, and the other provisions contained in the said original charter, shall, so far as they are inconsistent with the provisions contained in this our charter, on and after the day of the date of this our charter, cease to be in force and be annulled.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, the presence of the Governor or Deputy-Governor at any general court or at any meeting of the Governor, Deputy-Governor, and Committee (who are hereinafter collectively referred to as the Board) shall not be essential for the proper holding of such court or Board meeting, and that nothing done at any general court or meeting of the Board shall be questioned or disputed on the ground of the absence of the Governor or Deputy-Governor from such general court or meeting of the Board, and that in case neither the Governor nor Deputy-Governor happen to be present at any such general court or meeting of the Board, at the appointed time for holding such general court or meeting of the Board, the members of the Committee present or the major part of them shall nominate and appoint one of



themselves Chairman or President of such court or Board, and that the general powers of management and other powers given by the said original charter to any three members of the Committee, together with the Governor or Deputy-Governor, shall be exerciseable by any four members of the Board, whether the Governor or Deputy-Governor shall form one of such four or not.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, a general court for the Company shall be held every year at such place and on such day in November or December as may be appointed by the Board.

And We do hereby further will and ordain that every question submitted to a general court shall be decided by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by at least five members present at such general court, and holding in the aggregate not less than 100 shares, and unless a poll is so demanded a declaration by the Chairman that the motion has been carried or lost, or carried or lost by a particular majority, shall be deemed conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the motion, and that if a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place, and either at once or after an interval or adjournment as the Chairman of the general court directs, and the result of such poll shall be deemed to be the resolution of the general court at which the poll was demanded. In case of an equality of votes, the Chairman shall, whether on a show of hands or at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

In computing the majority when a poll is demanded, reference shall be had to the number of votes to which each member is entitled by this our charter.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, every member of the Company shall have one vote for every five shares in the Company held by him, and that any of those members who hold less than five shares may join their respective shares, so as to make up five or more shares, and have one vote jointly for the same; provided nevertheless that no member shall be entitled to vote, or to join with any other member or members in making up a joint vote at any general court in respect of any shares or share, unless he shall have been the holder of such shares or share for at least six months prior to such general court.

And We do hereby further will and ordain that votes may be given at every general court either personally or by proxy, but such proxy must be a proprietor in the Company, and himself entitled to vote, and the appointment of every such proxy must be in writing and must be in the form following or to the like effect, that is to say:

I (or we) appoint \_\_\_\_\_ my (our) proxy to vote and act for me (us) and in my (our) name (names) on all questions at the general court of the Hudson's Bay Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and every adjournment thereof whereat I (we) shall not be present in person. Dated this \_\_\_\_\_ of \_\_\_\_\_

And We do hereby further will and ordain that the Chairman may, with the consent of the meeting, adjourn any general court from time to time and place to place, but that no business shall be transacted at any adjourned general court other than the business left unfinished at the general court from which the adjournment took place.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, the Governor, Deputy-Governor and Committee-men shall no longer hold their respective offices for one year only, but subject to retirement by rotation as hereinafter provided, that is to say, at the general court to be held in the year 1884, and at every succeeding general court, three members of the Board shall retire from office, and that, until all the present Board shall in turn have retired, the members of the Board to retire shall from time to time be determined by ballot or otherwise amongst the members of the present Board, or such of them as for the time being shall not have retired, but afterwards the members of the Board to retire shall be those who shall have been longest in office since their last election, and as between members of the Board of equal seniority the member or members to retire shall be determined by lot; provided always that the Governor and Deputy-Governor shall not both retire at the same time, and that in the ballot for determining who shall retire in the year 1884, the Governor and Deputy-Governor shall not both be included, but only one of them, such one to be determined by lot; and in the event of neither the Governor nor the Deputy-Governor being selected by ballot to retire in the year 1884, one of them to be determined by lot shall retire in the year 1885. And provided also that a retiring member of the Board shall be eligible for re-election, and that, if the retiring member be the Governor or Deputy-Governor of the Company, he shall be eligible for re-election, or any other member of the Board shall be eligible for election as Governor or Deputy-Governor respectively; and in the event of any member of the Board being elected to the office of Governor or Deputy-Governor in the place of

the retiring Governor or Deputy-Governor, such member shall be deemed to have retired from his former office.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, the Company at any general court at which any members of the Board retire in manner aforesaid shall, if it be the turn for the Governor or Deputy-Governor to retire first fill up that office and then shall fill up the other vacated offices including any office rendered vacant by the election of any member of the Board to the office of Governor or Deputy-Governor aforesaid by electing a like number of persons to be members of the Board; and that every election or re-election to the office of Governor, Deputy-Governor, or Committee shall be conducted in the manner and according to the forms from time to time to be prescribed by the byelaws of the Company, and that such notice of the names of every candidate for election or re-election to any such office shall be given as may be required by the byelaws for the time being in force.

And We do hereby further will and ordain that notwithstanding anything contained in the original charter, any member of the Board may at any time give notice to the Board in writing of his wish to resign, and on the acceptance of his resignation by the Board, but not before, his office shall be vacant.

Nothing in this our charter contained shall affect the power given by the original charter to the Company to remove any Governor, Deputy-Governor, or member of the Committee who should not demean himself well in his respective office.

And We do hereby further will and ordain that, notwithstanding anything in the original charter contained, any casual vacancy occurring among the members of the Board through death, resignation,

removal or other cause, except the expiration of the period of office, may be filled up by the Board or the remaining members of the Board whatever the number may be; and if the casual vacancy occur in the office of Governor or Deputy-Governor, such vacancy may be filled by electing any one of the remaining members of the Board; and if so filled up, a casual vacancy shall be deemed to have occurred in the office of the member of the Board so elected to the office of Governor or Deputy-Governor; provided always that any person so chosen to fill up any casual vacancy shall retain his office until the next general court held for the election of members of the Board, and at such general court the Company shall either confirm such person in his office or shall elect some other person to hold such office in his place, and provided always that the person so chosen and confirmed as aforesaid or the person elected by the Company in his stead (as the case may be) shall retain his office so long only as the vacating member of the Board would have retained the same if no vacancy had occurred, and provided always that, notwithstanding any vacancy in the Board, the continuing members of the Board may act so long as there remains not less than four members of the Board.

And We do hereby further will and ordain that, notwithstanding anything contained in the original charter, the corporal oath thereby required to be taken on the occasions and by the persons therein mentioned shall no longer be required to be taken by any person on any occasion whatsoever.