

No. 199.

1st Session, 6th Parliament, 21 Victoria, 1858.

(PRIVATE BILL.)

BILL.

An Act to amend and extend three several Acts, passed respectively in the 7th, 9th, and 14th years of Her present Majesty's Reign, relating to "The Trust and Loan Company of Upper Canada."

Received and read, first time, Tuesday, 1st June, 1858.

Second reading, Friday, 4th June, 1858.

Hon. Mr. Atty. Gen. MACDONALD.

TORONTO :

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An Act to amend and extend three several Acts, passed respectively in the 7th, 9th, and 14th years of Her present Majesty's Reign, relating to "The Trust and Loan Company of Upper Canada."

WHEREAS an Act, hereinafter called the "Principal Act," was passed in the 7th year of the Reign of Her present Majesty, intituled "An Act for incorporating and granting certain powers to the Upper Canada Trust and Loan Company," and powers were by the said Act given to the said Company to borrow money on Mortgage and Bonds, as therein mentioned: And whereas the said Act has since been amended by two Acts passed, the one in the 9th and the other in the 14th year of the Reign of Her present Majesty: And whereas shortly after the passing of the said principal Act, subscriptions for Shares in the Capital of the said Company were opened, and for the better carrying on and regulating the affairs of the said Company, a Deed of Settlement was prepared and executed, bearing date the 1st day of June in the year of our Lord 1844, and made between the several persons named in the said Act of the first part, the several persons whose names are thereto subscribed and seals affixed (except the several persons parties thereto of the first part) of the second part, and the Trust and Loan Company of Upper Canada of the third part; And whereas by the said Deed of Settlement, after reciting that application was about to be made for a Royal Charter, it was amongst other things provided that the Capital and business of the said Company, and the affairs and concerns thereof, and the rules and regulations under which the same were to be conducted and carried on, should be according and conformable to the several provisions expressed and contained in the said principal Act, or in any Act of the Legislature of Canada, that might be passed for amending the same: And whereas by Royal Charter, under the Great Seal of England, dated the 13th November, 1845, it was declared that the said Trust and Loan Company of Upper Canada, should enjoy all the Corporate and other privileges, immunities, and powers granted to them by the said principal Act, not only in the said Province of Canada, but also in the United Kingdom of Great Britain and Ireland; and that they should be one body Politic and Corporate by the name of "The Trust and Loan Company of Upper Canada:" And it was by the said Charter, amongst other things provided that two successive Extraordinary General Meetings, specially called for the purpose, should be requisite to make, and should have power to make, any new laws, regulations, provisions, and bye-laws for the Company, or to amend, alter, or repeal either wholly or in part, all or any existing laws, regulations, provisions, or bye-laws of, or relating to, the Company, or the Officers or affairs

Preamble.

thereof, so as what shall be so done be not inconsistent with the provisions contained in the Charter now in recital, or contained, or referred to in the said principal Act or Deed of Settlement : And it was thereby further provided, that it should be lawful for the Directors, for the time being, to borrow and owe such sums of money as the Company then was, or thereafter might be, authorized to borrow, by the provisions of the said principal Act, or any Act or Acts of the Parliament of Canada, amending, altering, or extending the same or by the provisions of any Act or Acts of the Parliament of the United Kingdom of Great Britain and Ireland, passed in pursuance of the said principal Act, for investing the Company with further powers and privileges, provided that such powers of borrowing were exercised in conformity with the requirements of the said Act or Acts, and also provided that such sums did not exceed at any period, the amount of the Capital of the Company, which for the time being should have been subscribed for and paid up, or be liable to be paid by the Shareholders : And it was thereby further provided that it should not be lawful for the said Company to carry on the business of a Banker, by keeping Cash of or for any person or persons payable on demand, or by borrowing, owing or taking up money on their Bill or Notes payable on demand, or at any less time than twelve months from the borrowing thereof, or for a less sum than £100 : And whereas it is expedient to amend the said Acts, and to make such further provisions as are hereinafter contained : Therefore Her Majesty, &c., enacts as follows :

Power of the Company to borrow.

I. The Company may borrow on the security of Mortgages, Bonds Notes, Bills, or any other securities they may be advised to issue, any sums authorized to be borrowed by them. 25

Restrictions on borrowing power.

II. All Notes and Bills issued by the Company shall be conformable to the provisions of the said Charter, and to the Law of England.

Form of Note or Bill

III. Every Promissory Note or Bill of Exchange made, drawn, accepted, or endorsed on behalf of the Company, shall be signed by two or more Directors and by the Secretary of the Company, and shall be stamped with the Seal of the Company. 30

Specialty Creditors not to have priority.

IV. No Creditor by Mortgage or Bond, shall by reason only of the nature of his security, have any priority over a Creditor by Promissory Note or Bill. 35

Power to increase capital.

V. The Directors may, with the sanction of the Company previously given in general Meetings, increase its Capital to such sum, as with the Capital already subscribed for, will make up in the whole three millions of pounds Sterling money of Great Britain. 40

Incidents of New Capital.

VI. Any Capital raised by the creation of New Shares shall be considered as part of the Original Capital, and shall be subject to the same provisions in all respects, whether with reference to the payment of Calls or the forfeiture of Shares on non-payment of Calls or otherwise, as if it had been part of the Original Capital. 45

Distribution of New Capital.

VII. The sum to be raised shall be divided into Shares of such amount as will conveniently allow the same to be apportioned among the then Shareholders, in proportion to the existing Shares, held by

them respectively, and such new Shares shall be offered to the then Shareholders in the proportion aforesaid, and such offer shall be made by letter, under the hand of the Secretary, given to or sent by post, addressed to each Shareholder, according to his address in the Share-
5 holders' Address Book, or left at his usual or last known place of abode.

VIII. The said new Shares shall vest in, and belong to, the Share-
holders who accept the same, but if any Shareholder fail for one month
after such offer of new Shares, to accept the same, it shall be lawful
10 for the Company to dispose of such Shares, in such a manner as they
deem most for the advantage of the Company. New Shares to
vest in Share-
holders who
accept the
same.

IX. The new Shares shall be of such amount, and may be issued in
such manner, and on such terms as the Directors may think fit; Pro-
vided, nevertheless, that no Shares shall be issued at a discount or below
15 the nominal amount thereof. Provision in
case of new
Shares not
being at par.

X. The Company may, from time to time, borrow such sums of
money as may be sanctioned by a General Meeting, so that the whole
amount of money for the time being, on Loan to the Company, do not
exceed the amount of the Capital of the Company for the time being,
20 subscribed for, and remaining uncalled, and liable to be paid up by
the Shareholders; nevertheless no call made subsequently to the date
of any Loan to the Company shall invalidate such Loan. Limit of Bor-
rowing powers
of Company.

XI. All new laws, regulations, provisions and bye-laws, and all
amendments and alterations of existing laws, regulations, provisions,
25 and bye-laws, made by the Company in pursuance of the powers of the
said Charter, shall be binding on the said Company in Canada to
the same extent as they would be binding on the said Company in
England, if the Company were carrying on its business altogether in
England, and were altogether subject to English Law. Alterations
made in pur-
suance of
Charter to
be binding in
Canada.

XII. In the event of the Company obtaining any Supplemental Charter
from Her Majesty, or any Act of the Imperial Parliament, amending or
altering any provisions relating to the Company contained in the said
Charter, the said Deed of Settlement, or in any Act passed by the Legis-
lature of Canada in relation to the said Company, such supplemental
35 Charter, or Imperial Act, shall be valid in Canada to the same extent as
if the provisions therein contained, had been enacted by the Legislature
of Canada. Effect of Sup-
plemental
Royal Charter
or Imperial
Act.

XIII. All powers given by either of the said recited Acts to the Com-
pany, of receiving and taking, and paying or agreeing to pay, any rate
40 of interest not exceeding £8 per cent. per annum, for money lent or
borrowed by them respectively, in pursuance of the said Acts, or of
demanding or receiving in advance half-yearly interest accruing on
loans granted by the Company, shall extend and apply to any Capital
raised, and money lent or borrowed by them respectively, in pursuance
45 of this Act, and the Company may in respect of such last mentioned
Capital and Money, receive and take and pay, or agree to pay, demand
and receive in advance such interest accordingly. Provision as to
rate of interest

XIV. This Act shall be deemed a Public Act.

Public Act.