

*The Provincial Statutes of Lower-Canada, Being the fifth session of the Special Council, begun and holden at the City of Quebec, in the said Province of Lower Canada, the eleventh day of November, 1839.* Quebec: John Carleton Fisher & William Kemble, Law Printer to the Queen's Most Excellent Majesty, 1839.

3 Victoria – Chapter 34 (Session 5)

### **An Ordinance to Incorporate the Montreal Public Bakery and Fuel Company.**

Whereas a Joint Stock Association hath been formed in the City of Montreal, under the name of the "Montreal Public Bakery," for the purpose of supplying the poor and others with good and wholesome bread, at the cheapest possible rate; and whereas the several persons hereinafter mentioned, being the persons who formed the said Association, have by their petition to His Excellency the Governor of this Province, declared their intention of establishing in like man--manner a Fuel Yard for supplying the poor with Fuel, at the cost price thereof, and have prayed that they may be incorporated for the purposes aforesaid; and whereas the useful purposes of the said Association will be much promoted, and the public good advanced by granting the prayer of the said Petition:—Be it therefore Ordained and Enacted by His Excellency the Governor of this Province of Lower Canada, by and with the advice and consent of the Special Council for the affairs of this Province, constituted and assembled by virtue and under the authority of an Act of the Parliament of the United Kingdom of Great Britain and Ireland, passed in the first year of the Reign of Her present Majesty, intituled, "An Act to make temporary provision for the Government of Lower Canada," and also by virtue and under the authority of a certain other Act of the same Parliament, passed in the Session held in the second and third years of the Reign of Her present Majesty, intituled, "An Act to amend an Act of the last Session of Parliament, for making temporary provision for the Government of Lower Canada;" and it is hereby Ordained and Enacted by the authority of the said Acts of Parliament, that Norman Bethune, Olivier Berthelet, Adam Ferrie, James Crawford, Henry Vennor, Charles H. Castle, William Workman, John E. Mills, Alexis Laframboise, William Pawson, James Potts, James Ferrier, and such other persons as may be at the time of the passing of this Ordinance, Stockholders in the said Association or Company, their several and respective heirs, successors, executors, curators, administrators and assigns, and all such persons as may, under the provisions of this Ordinance, become Proprietors and Stockholders in and of the said Association, shall be and they are hereby ordained, constituted and declared to be a body corporate and politic by the name of the "Montreal Public Bakery and Fuel Company," and shall by that name have uninterrupted succession and a common seal, with power to break or change the said seal at their pleasure, and as such body corporate and politic, shall and may hold and possess all and every the monies, capital stock, debts active and goods and chattels, to the said Association, Proprietors and Stockholders belonging at the time of the passing of this Ordinance; and shall and may by the same name, sue and be sued, answer and be answered unto in all Courts and places whatsoever, and shall and may acquire, take and receive by gift, donation, legacy or otherwise, all and every sum and sums of money and all goods, and

chattels, and lands, and immoveable property; subject always to the provisions hereinafter made with regard to the amount of the capital and funds of the said Corporation, and to the said lands and immoveable property.

II. And be it further Ordained and Enacted by the authority aforesaid, that the capital stock of the said Corporation, shall at no time exceed the sum of four thousand pounds, current money of Lower Canada, divided into three thousand two hundred shares, of one pound five shillings each.

III. And be it further Ordained and Enacted by the authority aforesaid, that no individual, Association, company, or body corporate or politic, shall hold more than forty shares of the stock of said Corporation.

IV. And be it further Ordained and Enacted by the authority aforesaid, that as soon as one thousand shares of the stock shall have been subscribed for, a general meeting of the Stockholders shall be called by public advertisement, for the purpose of electing a Committee of Management for conducting the affairs of the said Corporation; and the Committee elected at such meeting, shall continue in office until the first Monday in the month of May, one thousand eight hundred and forty-one, or until another Committee be duly elected in their stead; Provided always, that save and except for the purpose of convening the first general meeting and electing officers as herein provided, this Ordinance, or the capacities, powers or authority hereby conferred, shall not be in force, or in any manner operative or available to the said Association, or to any person or persons whatsoever until the whole Capital Stock of the said Association shall be paid in.

V. And be it further Ordained and Enacted by the authority aforesaid, that such Committee of Management shall consist of twelve members of the said Corporation, each of whom shall be proprietor of at least five shares of the stock of the said Corporation; and such Committee shall be elected annually, on the first Monday in the month of May, in each and every year, or if such Monday be a holiday, or if from any cause such election be not had on that day, then the election may be had on any day thereafter, and the Committee elected at the then next preceding election, shall continue in office until another be duly elected in its stead, and in the event of the death, sickness or absence from the Province for more than three consecutive months, of any member or members of the said Committee of Management, his or their places may be held and filled by a person or persons to be appointed by the remaining members of the Committee of Management, without calling a meeting of Stockholders for that purpose, and the person or persons so appointed shall have the same powers and authority as if they had been elected members of the said Committee in the manner aforesaid; and any three members of the said Committee shall form a quorum thereof for the transaction of business, and may do all things which the said Committee may do: Provided always, that if the Chairman of the Committee be not one of them, a Chairman for the time being shall be chosen by the members present.

VI. And be it further Ordained and Enacted by the authority aforesaid, that the said Committee of Management shall elect a Chairman from among themselves, and shall have power and authority to appoint and pay out of the Funds of the Corporation a Secretary, Treasurer, or Manager, and all other officers and servants by them deemed necessary, and to do, execute and perform all acts, matters and things generally, which shall or may by them be deemed requisite and necessary for carrying on and prosecuting the business of the said Corporation, under and subject to the provisions of this Ordinance.

VII. And be it further Ordained and Enacted by the authority aforesaid, that the Committee of Management shall have power to call upon the Stockholders for the whole amount of stock subscribed, by giving thirty days notice thereof, in two or more of the Public Newspapers published in the City of Montreal, and in case of non-payment of the said capital stock, by any subscriber or subscribers, the said Committee under the name and style of the said Corporation, may recover the amount by action at law, in any Court of competent jurisdiction, or may at their option, after notice as aforesaid, cause the share or shares of the subscriber or subscribers, so in default, to be forfeited to the said Corporation at a general meeting of the Stockholders thereof.

VIII. And be it further Ordained and Enacted by the authority aforesaid, that the Committee of Management shall have power and authority to purchase, acquire and hold in the name of and for the use and benefit of the Corporation, landed estate within the Parish of Montreal, and not elsewhere, without Her Majesty's Letters of Mortmain, and such landed estate shall be used and appropriated solely for the purpose of carrying on the business of the said Corporation under the provisions of this Ordinance, by the erection of Ovens, Dwelling-houses, Store-houses, and other buildings and works thereon as may be necessary for the purposes aforesaid and no other, and so that the real property held by the said Corporation at any one time shall not exceed in value the sum of one thousand five hundred pounds currency aforesaid: And the said Committee of Management for the time being, shall have power and authority, in the name of the Corporation, and by deed or deeds, under their hands and the seal of the Corporation, to sell, alienate, and dispose of any and all such landed estate and property, and good and sufficient deeds of sale and titles to grant thereof, whenever they shall deem and consider it advantageous to the interests of the Corporation, and other landed estate in lieu thereof to acquire or purchase for the purposes aforesaid, and subject always to the provisions aforesaid as to the value thereof.

IX. And be it further Ordained and Enacted by the authority aforesaid, that the Committee of Management shall have power to make such rules and regulations for the internal government of the said Corporation and the affairs thereof, as may by them be deemed requisite and necessary, and they shall assize or fix the price of the bread to be sold by the said Corporation once in each week.

X. And be it further Ordained and Enacted by the authority aforesaid, that the shares of the Stock of the said Corporation shall be transferable by an assignment thereof under the

hand of the party assigning the same, and a certificate upon or relating to such assignment, signed by the Chairman of the Committee of Management for the time being, and shewing that such assignment has been recorded in a Book to be kept for that purpose by the Corporation.

XI. And be it further Ordained and Enacted by the authority aforesaid, that each holder of one share of the Stock of the Corporation shall have one vote at all general meetings and elections to be held under the authority of this Ordinance; and each holder of five shares or more, but of less than ten, shall have two votes; and each holder of ten shares, and of less than fifteen, shall have three votes; and each holder of fifteen shares or more shall have one additional vote for every five shares over and above ten, except in certain cases hereinafter provided for; but no person shall be allowed to vote by proxy.

XII. And be it further Ordained and Enacted by the authority aforesaid, that it shall be the duty of the Committee of Management to call a general meeting of the Stockholders to be held on the first Monday of the month of May in each and every year, provided such Monday be not a holiday, and if it be such holiday, or if the election be not held on that day, then on such day next thereafter as shall not be a holiday, for the purpose of electing a Committee of Management for the ensuing year: And the votes at all such meetings shall be taken by ballot; and the Committee of Management shall at all such general meetings lay before the Stockholders a clear, detailed and distinct report, statement and account of the affairs of the Corporation, a copy whereof shall be transmitted to the Governor, Lieutenant Governor, or person administering the government; Provided always, that the Governor, Lieutenant Governor, or person administering the Government may, from time to time, and as often as he shall deem fit, require and obtain from the Committee for the time being, a clear and detailed report, statement and account, under oath, of the affairs and transactions of the said Corporation, which said report, statement and account, whether rendered at a general meeting or upon such requirement as aforesaid, shall be published in at least two of the Newspapers of the City of Montreal.

XIII. And be it further Ordained and Enacted by the authority aforesaid, that if from the said accounts, reports or statements so to be rendered as aforesaid, or any of them, or in any other manner, it shall appear that the Committee for the time being have created or incurred debts or liabilities, to or in favour of any person or persons, body or bodies politic or corporate to an amount exceeding the capital stock actually in the hands of and available to the said Corporation, such Committee and the persons who may compose or may have composed the same and their heirs, assigns and legal representatives, shall be held jointly and severally liable in their private capacities, for such amount of debts or liabilities so exceeding the said capital stock; and an action or actions for the recovery of the same may be had and prosecuted to judgment and execution by the person or persons, body or bodies politic to and in whose favor such debts and liabilities shall have been created and incurred, or by their assigns or legal representatives, according to the Laws of this Province.

XIV. And be it further Ordained and Enacted by the authority aforesaid, that the said Corporation shall not at any time or in any way divide among the Stockholders any dividend, bonus, profit or emolument of any kind, exceeding the rate of six per centum per annum on the amount of the said capital stock as aforesaid; nor shall any such dividend be taken out of the profits of the Corporation until after all debts owing by the Corporation, and all expenses necessary for carrying on the business and affairs thereof, shall have been deducted and paid: nor shall any profits be reserved in the hands of the Corporation or of any party for them, so as at any time to increase the funds of the said Corporation to more than the said sum of four thousand pounds, currency, and twenty-five per cent thereon.

XV. And be it further Ordained and Enacted by the authority aforesaid, that any further surplus profits which may remain in the possession of the Committee of Management, after paying such dividend or dividends to the Stockholders as they may think proper to declare from time to time, (provided that the same shall not exceed the rate of six per centum per annum as aforesaid) shall be applied to charitable purposes, in such way as the Committee of Management, for the time being, may think proper and advisable; and in order to enable the Committee of Management more fully to extend the usefulness of the said Corporation to the poorer classes of society, they are hereby authorized to borrow a sum of money not exceeding one thousand five hundred pounds, currency, in amount, upon the security of the said Corporation, for the purpose of investing the same in fire wood and other fuel, for the purpose of selling and disposing of the said firewood and fuel to the poorer classes of persons residing within the limits of the banlieue of the City of Montreal, in preference to all other persons, at the price which the same may have cost, adding thereto the interest of the money paid for it, and other necessary expenses incurred about it; and whenever the profits of the Corporation shall become sufficient to enable the Committee of Management to lay in a stock of fuel by means thereof, they shall be at liberty to apply such profits, or so much thereof as they think may be so applied most advantageously to the poor for that purpose: and the said Committee of Management shall at all times have discretionary power to give away to the poor a portion of the surplus profits of the Corporation either in fuel or otherwise as to them may seem fit.

XVI. And be it further Ordained and Enacted by the authority aforesaid, that a general meeting of the Stockholders may be called at any time by the Committee of Management, or by a requisition signed by at least forty of the Stockholders, and inserted in two or more of the newspapers published in the City of Montreal, giving at least fifteen days notice thereof, and stating the object of the meeting.

XVII. And be it further Ordained and Enacted by the authority aforesaid, that the said Corporation shall, in any case, be dissolved, cease and determine at the end of twenty one years from the passing of this Ordinance, but may be dissolved at any time by the votes of the proprietors of two-thirds in amount of the whole stock of the Corporation, (in which case only one vote shall be allowed for each share of stock) at a special meeting to be for that purpose called by at least forty Stockholders, after they shall have given at least thirty

days previous notice of such meeting, in two or more of the newspapers published in the City of Montreal, stating the object of such meeting; but no such voluntary dissolution shall take effect until after the Stockholders shall have indemnified the Committee of Management for the time being, for all engagements which they may have entered into on behalf of the Corporation, nor until all the debts and liabilities of the Corporation shall have been paid and satisfied in full, or adequate provision made and security given for the payment and satisfaction of all such debts and liabilities, as from any cause whatever, cannot then be legally discharged.

XVIII. And be it further Ordained and Enacted by the authority aforesaid, that this Ordinance shall be a Public Ordinance, and as such shall be taken notice of by all Judges, Justices, persons and bodies corporate whomsoever, without being specially pleaded.

XIX. And be it further Ordained and Enacted by the authority aforesaid, that this Ordinance shall be and it is hereby made permanent, and shall remain in force until repealed or altered by competent authority.

C. POULETT THOMSON.

Ordained and Enacted by the authority aforesaid, and passed in Special Council, under the Great Seal of the Province, at the Government House, in the City of Montreal, the Sixteenth day of June, in the Third year of the Reign of Our Sovereign Lady Victoria, by the Grace of God, of Great Britain and Ireland, Queen, Defender of the Faith, and so forth, and in the year of Our Lord one thousand eight hundred and forty.

By His Excellency's Command,  
W. B. LINDSAY,  
Clerk Special Council.