

CAP. XIII.

An ACT to incorporate sundry persons by *Vid: 2.9.4.6.20*
 the name of the *The President, Directors,*
and Company of the Bank of New-Brunswick.

Passed the 25th of March 1820.

WHEREAS it is thought that the es-
 tablishment of a Bank at the City of Preamble.
 Saint John, would promote the interests of
 the Province by increasing the means of cir-
 culation---

I. *Be it enacted by the Lieutenant-Governor,*
Council, and Assembly, That the Honorable
 John Robinson, the Honorable William
 Black, the Honorable Samuel D. Street,
 Henry Wright, Hugh Johnston, Thomas
 Millidge, Nehemiah Meritt, Ward Chipman,
 jun. Zalmon Wheeler, Robert Pagan, Peter
 Fraser, Harry Peters, John Campbell, Charles
 I. Peters, Henry Smith, Mark Needham,
 Thomas Wyer, jun. Christopher Scott, Elijah
 Miles, and William Botsford, their associates,
 successors, or assigns, be, and they are hereby
 declared to be, a Body Corporate, by the
 name of *The President, Directors, and Com-*
pany, of the Bank of New-Brunswick, and that
 they shall be persons able and capable in
 law to have, get, receive, take, possess, and
 enjoy, houses, lands, tenements, heredita-
 ments, and rents, in fee simple or otherwise,
 and also goods and chattels, and all other
 things real, personal, or mixt, and also to
 give, grant, let, or assign, the same, or any
 part thereof, and to do and execute all other
 things in and about the same, as they shall
 think necessary for the benefit and advantage
 of the said Corporation, and also that they
 be persons able and in law capable to sue
 and be sued, plead and be impleaded, answer
 and

Names of persons
 to be a Body Cor-
 porate, styled The
 Pres-^d, Direc-
 tors & Co of the
 Bank of New-
 Brunswick.

Capable to sue &
 be sued, &c.

and be answered unto, defend and be defended, in any Court or Courts of Law and Equity, or any other places whatsoever, in all and all manner of actions, suits, complaints, demands, pleas, causes, and matters whatsoever, in as full and ample a manner as any other person or persons are in law capable of suing and being sued, pleading and of being impleaded, answering and of being answered unto, and also that they shall have one common seal to serve for the ensealing of all and singular their grants, deeds, conveyances, contracts, bonds, articles of agreement, assignment, powers and warrants of attorney, and all and singular their affairs and things touching and concerning the said Corporation, and also that they the President, Directors, and Company, or the major part of them, shall from time to time and at all times, have full power, authority, and licence, to constitute, ordain, make, and establish, such laws and ordinances as may be thought necessary for the good rule and government of the said Corporation. *Provided* that such laws and ordinances be not contradictory or repugnant to the laws or statutes of that part of the United Kingdom of Great Britain and Ireland called England, or repugnant or contrary to the laws and statutes of this Province.

Shall have a Common Seal.

The President, Directors, and Company, may make Laws for government of the said Corporation.

Capital to amount to £50,000.

Ord. 2. Ser:
4th Dec. 20
A. G. L. C. 3.

II. *And be it further enacted*, That the capital or stock of the said Corporation shall consist of current Gold and Silver Coins of the Province to the amount of fifty thousand Pounds; the sum of twenty-five thousand Pounds, one half part thereof, to be paid in current Gold and Silver Coins of the Province, on or before the first day of September next ;

next; and the further sum of twenty-five thousand Pounds, the residue thereof, on or before the first day of September, which will be in the year one thousand eight hundred and twenty-one; the whole amount of said Stock to be divided into shares of fifty Pounds each, making in the whole one thousand shares.

In shares of £50 each.

III. *And be it further enacted*, That the said Corporation shall have full power and authority to take, receive, hold, possess, and enjoy, in fee simple, any lands, tenements, real estates, and rents, to any amount not exceeding three thousand Pounds. *Provided nevertheless*, that nothing herein contained shall prevent or restrain the said Corporation from taking or holding real estate to any amount whatsoever by mortgage, taken as collateral security for the payment of any sum or sums of money advanced by, or debts due to the said Corporation. *Provided further*, that the said Corporation shall on no account lend money upon mortgage, or upon lands or other fix'd property, nor such be purchased by the said Corporation upon any pretext whatsoever, unless by way of additional security for debts contracted with the said Corporation in the course of its dealings.

The Corporation may hold lands, &c. not exceeding £3000,

or to any amount by mortgage, as collateral security.

Shall not lend money on mortgage, &c.

IV. *And be it further enacted*, That whenever three hundred shares shall have been subscribed of the said capital stock, a general meeting of the Members and Stockholders of the said Corporation, or the major part of them, shall take place, by notice in one or more of the public newspapers thirty days previous to such meeting, for the purpose of making ordinary and establishing such bye-laws, ordinances, and regulations,

When 300 shares shall have been subscribed, a general meeting of the Members to be called.

To make ordinary and bye-laws, &c

for

and choosing 13
Directors, to con-
tinue in office one
year.

for the good management of the affairs of the said Corporation, as the Members and Stockholders of the said Corporation shall deem necessary, and also for the purpose of choosing thirteen Directors, being Stockholders and Members of the said Corporation, under and in pursuance of the rules and regulations hereinafter made and provided; which Directors so chosen, shall serve until the first annual meeting for choice of Directors, and shall have full power and authority to manage the concerns of the said Corporation, and shall commence the operations of the said Bank, subject nevertheless to the rules and regulations hereinafter made and provided; at which general meeting, the Members and Stockholders of the said Corporation, or the major part of them, shall determine the amount of payments to be made on each share, also the mode of transferring and disposing of the stock and profits thereof, which being entered on the books of the said Corporation, shall be binding upon the said Stockholders, their successors, and assigns.

Annual meeting
of Stockholders.

V. *And be it further enacted*, That there shall be a general meeting of the Stockholders and Members of the said Corporation, to be annually holden on the first Monday in May in each and every year, at the City of Saint John; at which annual meeting there shall be chosen, by a majority of the said Stockholders and Members of the said Corporation, thirteen Directors, who shall continue in office for one year, or until others are chosen in their room; in the choice of which Directors, the Stockholders and Members of the said Corporation shall vote according

President. how to
be chosen.

according to the rule hereinafter mentioned; and the Directors when chosen, shall at their first meeting after their election, choose out of their number, a President. *Provided always*, that seven of the Directors in office shall be re-elected at such annual meeting for the next succeeding twelve months, of which the President shall always be one.

VI. *And be it further enacted*, That the Directors for the time being shall have power to appoint such Officers, Clerks, and Servants, as they, or the major part of them, shall think necessary for executing the business of the said Corporation, and shall allow them such compensation for their respective services, as to them shall appear reasonable and proper; all which, together with the expenses of Buildings, House-rent, and all other contingencies, shall be defrayed out of the funds of the Corporation; and the said Directors shall likewise exercise such other powers and authorities for the well regulating the affairs of the said Corporation, as shall be prescribed by the bye-laws and regulations of the same.

Directors to appoint Officers, Clerks, &c.

VII. *And be it further enacted*, That not less than seven Directors shall constitute a Board for the transaction of business, of which the President shall always be one, excepting in case of sickness or necessary absence, in which case the Directors present may choose one of their Board as Chairman in his stead---that the President shall vote at the Board as a Director---and in case of their being an equal number of votes for and against any question before them, the President shall have a casting vote.

Not less than 7 Directors to constitute a Board.

No Director to
have a salary.

VIII. *And be it further enacted,* That no Director shall be entitled to any salary or emolument for his services; but that the Stockholders and Members of the said Corporation may make such compensation to the President as to them shall appear reasonable and proper.

No person hold-
ing less than ten
shares, to be a
Director.

IX. *And be it further enacted,* That no person shall be eligible as Director, unless such person is a Stockholder and holding not less than ten shares of the capital stock of the said Corporation.

Sureties for the
Cashiers and
Clerks.

X. *And be it further enacted,* That every Cashier and Clerk of the said Corporation, before he enters upon the duties of his office, shall give bonds, with two or more sureties, to be approved of by the Directors, that is to say, every Cashier in a sum not less than ten thousand Pounds, with a condition for his good and faithful behaviour, and every Clerk, with the like condition and sureties, in such sum as the Directors shall deem adequate to the trust reposed in him.

Number of votes
of Stockholders.

XI. *And be it further enacted,* That the number of votes which each Stockholder shall be entitled to on every occasion when in conformity to the provisions of this Act the votes of the Stockholders are to be given, shall be in the following proportion, that is to say,--For one share and not more than two, one vote; for every two shares above two, and not exceeding ten, one vote, making five votes for ten shares; for every four shares above ten, and not exceeding thirty, one vote, making ten votes for thirty shares; which said number of ten votes shall be the greatest that any Stockholder shall be entitled to have.

XII.

XII. *And be it further enacted,* That all Stockholders resident within this Province or elsewhere, may vote by proxy, provided that such proxy be a Stockholder, and do produce sufficient authority from his constituent or constituents so to act.

Stockholders may vote by proxy.

XIII. *And be it further enacted,* That no Member of the said Corporation during the first six months, to be accounted from and after the passing of this Act, shall be entitled to hold or subscribe for more than twenty shares of the said capital stock; that if the whole of the said capital stock shall not have been subscribed within the said six months, so to be accounted as aforesaid, that then and in such case it shall be lawful for any Stockholder or Stockholders to increase his, her, or their subscription, to thirty shares. *Provided always,* that no Stockholder shall be permitted to hold more than fifty shares in the whole, unless the same be acquired by purchase after the said Bank shall have commenced its operation.

For the first six months, no Member shall hold more than 20 shares.

not more than 50 shares after, unless by purchase.

XIV. *And be it further enacted,* That the Directors be, and they are hereby authorized to fill up any vacancy that shall be occasioned in the Board by the death, resignation, or absence from the Province for three months, of any of its Members; but that in the case of the removal of a Director by the Stockholders, for misconduct or mal administration, his place shall be filled up by the said Stockholders, and the person so chosen by the Directors or the Stockholders, shall serve until the next succeeding annual meeting of the Stockholders.

Vacancies in the Board to be filled up by the Directors.

XV. *And be it further enacted,* That before any Stockholder shall be required to make payment

Notice to be given when Stockholders are required to make payment.

payment of any instalment upon the amount of his subscription, fifty days previous notice shall be given by the Directors, in two of the newspapers published in this Province, of the time and place of such payment.

When the operations are to commence.

XVI. *And be it further enacted*, That as soon as the sum of fifteen thousand Pounds shall have been actually paid in on account of the subscriptions to the said Stock, notice thereof shall be given in two of the newspapers published in this Province, and the Directors shall commence with the business and operations of the Bank of the said Corporation. *Provided always*, that no Bank Bills or Bank Notes shall be issued or put in circulation, nor any Bill or Note be discounted at the said Bank, until the said sum of fifteen thousand Pounds shall be actually paid in and received on account of the subscriptions to the capital stock of the said Bank.

Shares to be assignable.

XVII. *And be it further enacted*, That the shares or capital stock shall be assignable and transferable according to the rules and regulations that may be established in that behalf, but no assignment or transfer shall be valid or effectual, unless such assignment or transfer shall be entered and registered in a book to be kept by the Directors for that purpose, nor until such person or persons so making the same, shall previously discharge all debts actually due and payable to the said Corporation---that in no case shall any fractional part of a share, or other than a complete share or shares, be assignable or transferable---that whensoever any Stockholder shall transfer in manner aforesaid, all his stock or shares in the said Bank, to any other person or persons whatever, such
Stockholder

Stockholder shall cease to be a Member of the said Corporation.

XVIII. *And be it further enacted*, That the said Company shall not directly or indirectly deal in any thing excepting in Bills of Exchange, Gold or Silver Bullion, or in the sale of Goods really and truly pledged for money lent and not redeemed in due time, or in the sale of Stock pledged for money lent and not so redeemed; which said Goods and Stock so pledged, shall be sold by the said Corporation at public sale, at any time not less than thirty days after the period for redemption; and if upon such sale of Goods or Stock there shall be a surplus, after deducting the money lent, together with the expenses of sale, such surplus shall be paid to the proprietors thereof respectively.

The Company shall deal in any thing but Bills of Exchange, Gold and Silver, or in the sale of Goods pledged

XIX. *And be it further enacted*, That the joint stock or property of the said Corporation, shall alone be responsible for the debts and engagements of the said Corporation, and that no person or persons who shall or may have dealings with the said Corporation, shall, on any pretence whatsoever, have recourse against the separate property of any present or future Member of the said Corporation, or against their persons, further than may be necessary to secure the faithful application of the funds of the said Corporation.

The joint stock alone is responsible for the debts.

XX. *And be it further enacted*, That every Bond, Bank Bill, or Bank Note, or other Instrument, by the terms or effect of which the said Corporation may be charged or held liable for the payment of money, shall specially declare in such form as the Board of Directors shall prescribe, that payment shall be made out of the joint fund of the said Corporation.

XXI.

Total amount of the debts shall never exceed twice the amount of the Capital Stock.

XXI. *And be it further enacted,* That the total amount of the debts which the said Corporation shall at any time owe, whether by Bond, Bill, or Note, or other contract whatsoever, shall not exceed twice the amount of the capital stock actually paid in by the Stockholders; and in case of any excess, the Directors, under whose administration and management the same shall happen, shall be liable for such excess in their natural and private capacities. *Provided always,* that the lands, tenements, goods, and chattels of the said Corporation, shall also be liable for such excess.

Directors to make half-yearly dividends.

XXII. *And be it further enacted,* That the Directors shall make half-yearly dividends of all the profits, rents, premiums, and interest of the said Corporation, payable at such time and place as the Directors shall appoint, of which they shall give thirty days previous notice in two of the newspapers published in this Province.

Books, &c. to be subject to inspection of the Directors.

XXIII. *And be it further enacted,* That the books, papers, correspondence, and funds, of the said Corporation, shall at all times be subject to the inspection of the Directors, but no Stockholder, not a Director, shall inspect the account of any individual with the said Corporation.

Bills or notes to be signed by the President and Cashier.

XXIV. *And be it further enacted,* That all the Bills or Notes issued by the said Corporation, shall be signed by the President for the time being, and countersigned and attested by the Cashier, and shall be printed and made in stereotype plates, and all Bills or Notes so signed and countersigned, shall be binding on the said Corporation.

XXV.

XXV. *And be it further enacted*, That the said Corporation shall be liable to pay to any bona fide holder, the original amount of any Note of the said Bank, which shall have been counterfeited or ~~altered~~ in course of its circulation to a larger amount, notwithstanding such alteration.

The Company to pay to a bona fide holder, the original amount of any altered Note.

altered

XXVI. *And be it further enacted*, That the said Bank shall be kept and established at the City of Saint John, or at such other place as the Board of Directors may think it necessary to remove the said Bank, on account of any great emergency, for the security thereof.

The Bank to be kept at St. John

XXVII. *And be it further enacted*, That the Directors shall at the general meeting, to be held on the first Monday in May in every year, lay before the Stockholders, for their information, an exact and particular statement of the amount of debts due to, and by the said Corporation, the amount of Bank Notes then in circulation, the amount of Gold and Silver on hand, and the amount of such debts as are, in their opinion, bad or doubtful, also the surplus or profit, if any remaining after deduction of losses and provisions for dividends; which statement shall be signed by the Directors, and attested by the Cashier, and a duplicate statement, so signed and attested, shall be transmitted to the Secretary of the Province, for the information of His Excellency the Lieutenant-Governor or Commander in Chief for the time being, and the Honorable His Majesty's Council. *Provided always*, that the rendering of such statement shall not extend to give any right to the Stockholders, not being Directors, to inspect the account of any individual or individuals with the said Corporation.

General meeting to be held on first Monday in May in each year.

Committee of the
Legislature to
have access to the
Books, &c.

XXVIII. *And be it further enacted,* That any joint Committee hereafter to be appointed by the Honorable the Legislative Council and the House of Assembly, for the purpose of examining into the proceedings of the said Corporation, shall, either during the Session or prorogation of the General Assembly, have free access to all the books and vaults of the same.

Any number not
less than sixty
Stockholders may
call a general
meeting.

XXIX. *And be it further enacted,* That any number of Stockholders, not less than sixty, who together shall be proprietors of three hundred shares, shall have power at any time, by themselves or their proxies, to call a general meeting of the Stockholders, for purposes relating to the business of the said Corporation, giving at least thirty days previous notice in two of the newspapers published in the Province, and specifying in such notice the time and place of such meeting, with the objects thereof, and the Directors, or any seven of them, shall have the like power at any time (upon observing the like formalities) to call a general meeting as aforesaid.

On any dissolution,
measures to
be taken by the
Directors for
closing the concern,
&c.

XXX. *And be it further enacted,* That on any dissolution of the said Copartnership, immediate and effectual measures shall be taken by the Directors then in office, for closing all the concerns of the said Corporation and for dividing the capital and profits which may remain among the Stockholders, in proportion to their respective interests.

Limitation.

XXXI. *And be it further enacted,* That this Act shall continue and be in force until the first day of May which will be in the year of our Lord one thousand eight hundred and forty.