

*Acts of the General Assembly of His Majesty's Province of New-Brunswick passed in the year 1825.* Fredericton, NB: George K. Lugin, Printer to the King's Most Excellent Majesty, 1825.

6 George IV – Chapter 16

**An Act to incorporate sundry persons by the name of the St. John Marine Insurance Company. Passed 25th March, 1825.**

Whereas it is thought that the establishment of an Insurance Company at the City of Saint John, would increase the wealth and importance of the City and Province in General.

I. Be it enacted by the Lieutenant-Governor, Council and Assembly, That Hugh Johnston, Junr. Henry Gilbert, Stephen Smith, John M. Wilmot, Thomas Raymond, Thomas Sandall, Leverit H. De Veber, Stephen Wiggins, Lewis Burns, William Scoullar, Jame Ewing, Thomas Heaviside, James Kirk, John R Partelow, George Mathew, Thomas Barlow, Isaacketchum, John Ward, Nehemiah Merritt, and James T. Hanford, their Associates, Successors, or Assigns, be and they are hereby declared to be a Body Corporate, by the name of the Saint John Marine Insurance Company, and that they shall be persons able and capable in Law to have, get, receive, take, possess, and enjoy Houses, Lands, Tenements, Hereditaments, 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 be answered unto, defend and be defended, in any Court or Courts of Law and equity, or any other place or 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, assignments, powers and warrants of Attorney, and all and singular their affairs and things touching and concerning the said Corporation.

II. And be it further enacted, That the Capital or Stock of the said Corporation shall consist of the sum of thirty thousand pound, to be paid in such money as shall at the time of the several payments hereinafter expressed, be a legal tender in this Province, seven thousand five hundred pounds, one quarter part thereof, to be paid within sixty days alter the passing of this Act, seven thousand five hundred pounds, one other quarter part thereof, within twelve calendar months from the expiration of the said sixty days, and the remainder at such time and times as the Directors for the time being, shall from time to time think necessary, in a ratio proportioned to the business of the said Company, to be judged of by the said Directors. The whole amount of said Capital or Stock to be divided into Shares of twenty-five pounds each, making in the whole one thousand two hundred Shares.

III. And be it further enacted, That no Member of the said Corporation during the said sixty days, after the passing of this Act as aforesaid, shall be entitled to hold or subscribe for more than forty Shares of the said Capital or Stock, and if the whole of the said Capital or Stock shall not have been subscribed within the said sixty days, that then and in such case it shall be lawful for any Stockholder or Stockholders to increase his, her, or their Shares or subscriptions, to as many Shares as he, she, or they may think proper.

IV. And be it further enacted, That every Subscriber or Stockholder shall pay into the hands of the Directors for the time being within the said sixty days as aforesaid, twenty-five per cent on the whole amount of his or her Share or Shares, and shall give to the President and twelve Directors, hereinafter mentioned, good and satisfactory security or securities, that the residue thereof shall be paid in manner and form following, that is to say: twenty-five per cent, more of the whole amount of his or her Shares, within twelve calendar months from the expiration of the said sixty days, and the residue thereof at such time and times as the said President and Directors shall, from time to time think necessary, in a ratio proportioned to the business of the said Company, to be judged of by the said President and Directors for the time being; and before the same shall be required of the several Stockholders, fifty days public notice shall be given in two of the Newspapers published in this Province.

V. And be it further enacted, That whenever four hundred Shares shall have been subscribed of the said Capital or 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 fourteen days previous to such meeting, for the purpose of choosing thirteen Directors, being Members and Stockholders of the said Corporation, under and in pursuance of the rates and regulations hereinafter made and provided; which Directors shall as soon hereafter as may be conveniently, meet together and choose out of their number a President, and shall at such or any future meeting, proceed to make such Bye-Laws, Rules and Regulations, for the good management of the affairs of the said Corporation, as they shall deem proper and necessary, and shall also appoint at the same or any future meeting, a Secretary, and so many other Officers, Clerks, and Servants, for carrying on the said business as shall be thought requisite, and shall at the same or any future meeting, accept and receive the first instalment of twenty-five per cent on each Subscriber and Stockholder's Share and Subscription, and at the same time shall take from the said Subscribers, such securities for the remainder of their Subscriptions as herein before pointed out, and shall commence the operations of the said Insurance Company, subject to the Rules and Regulations hereinafter made and provided, and shall continue to serve and be Directors as aforesaid, until the first annual meeting for choice of Directors, as hereinafter made and provided: Provided that the Laws and Ordinances at any time made by the said Directors, be not in any wise contrary or repugnant to the Laws of this Province.

VI. 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 July, in each and every year after the present year one thousand eight hundred and twenty-five, 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, out of the said Stockholders and Members, thirteen Directors,

who shall continue in office for one year or until others are chosen in their room; in the choice of which Directors and of the Directors herein before to be chosen, the Stockholders and Members aforesaid, shall vote according to the rule hereinafter mentioned, and no Member shall be voted for or chosen as Director, who shall not own twenty Shares in the said Stock, and the Directors when chosen, shall at their first meeting choose out of their number a President, who as well as the President herein before to be chosen, are to be chosen by a majority of votes, each Director having one vote: 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.

VII. And be it further enacted, That the Directors for the time being shall have power to do and execute all the matters and things contained in the preceding Sections of this Law, as far as the same may be left unexecuted by the Directors therein mentioned, and to alter and amend, or entirely abrogate such Bye-Laws, Rules and Regulations as may be made by any former set of Directors, but only so far as experience and necessity may require; and they shall manage the whole concerns of the said Corporation, agreeably to this Act of Incorporation and such Bye-Laws, Rules and Regulations, and also do and execute all other matters and things that may be necessary and requisite for the benefit of the Corporation, which may not be contemplated in this Act, and in such Bye-Laws, Rules and Regulations, and shall pay to the President, Secretary, and other Officers, Clerks and Servants, such salary and salaries as they shall think reasonable, reserving to themselves the said Directors, no allowance whatsoever for their services, all which together with the expences of the Buildings, House rent, and all other contingencies, shall be defrayed out of the funds of the Corporation.

VIII. And, be it further enacted, That not less than five 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 or Chairman so chosen as aforesaid, shall vote at the Board as a Director, and in case of there being an equal number of votes for and against any question before them, the President shall have a casting vote: and that in all votes in making any of the Bye-Laws and Rules aforesaid, and transacting any of the business of the Corporation aforesaid, each Director shall have but one-vote, and a majority of votes to carry the question.

IX. And, be it further enacted, That the number of votes which each Stockholder shall be entitled to on every occasion, when in conformity with the provisions of this Act, the votes of the Stockholders are to be given, shall be one vote for each Share in the Capital or Stock aforesaid, and that all Stockholders resident within this Province or elsewhere, may vote by proxy, provided that such proxy shall be a Stockholder, and shall previous to voting, produce at sufficient authority from his Constituent or Constituents so to act.

X. And be it further enacted, That if through any accident the said Directors should not be chosen on the first Monday of July in any year as aforesaid, it shall be lawful to choose them on any other day upon giving fourteen days notice of the time and place of meeting, and in 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, fourteen days notice being first given of the time and place of meeting, and in case of any vacancy among the said Directors by death, resignation or absence from the Province for three months, the said Directors to fill up the same, by choosing one or more of the said Stockholders, and the person and persons so chosen by the said Stockholders and Directors, shall serve until the next succeeding annual meeting of the Stockholders.

XI. And be it further enacted, That as soon as the said first instalment of seven thousand five hundred pounds, shall have been actually paid, in manner and form as herein before provided, on account of the Subscriptions to the said Stock, notice thereof shall be given in all the Newspapers published in the City of Saint John, Saint Andrews, and Fredericton, and the Directors shall commence with the business and operations of the said Corporation: Provided always that no insurance shall be effected nor shall any Policy be signed in manner as hereinafter provided, until the said sum of seven thousand five hundred pounds shall be actually paid in, and received on account of the Subscriptions to the Capital or Stock of the said Corporation.

XII. And be it further enacted, That the said Company and Corporation shall have power and authority to make Marine Insurances on Vessels, Freights, Monies, Goods and effects, and in case of money lent upon Bottomree and Respondentia, and to fix the premiums and terms of payment, and all policies of insurance by them made, shall be subscribed by the President, or in case of his death, sickness, or inability, or absence, by any two of the Directors, and countersigned by the Secretary of such Corporation, and shall be binding and obligatory upon the said Company and Corporation, and have the like effect and force as if under the seal of the said Company or Corporation, and all losses duly arising under any policy so subscribed, may be adjusted and settled by the President and Board of Directors, and the same shall be binding on the said Company and Corporation; and shall be paid to the Insured within sixty days from such adjustment.

XIII. And be it further enacted, That it shall be the duty of the Directors of the said Corporation, to make yearly dividends of all the profits, rents, premiums, and interest arising from the Capital Stock, 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: Provided always that the Monies received and Notes taken for premium of risks, which shall be undetermined, and out standing at the time of making such dividends, shall not be considered as parts of the profits of the said Company.

XIV. And be it further enacted, That the said Company shall not directly or indirectly deal or trade in buying or selling any Goods, Wares, Merchandize, or commodities whatsoever, and the Capital or Stock of said Company collected at each instalment and at the times, and in the manner herein before provided, shall be by the said Directors invested and disposed of, in such safe, beneficial and proper way as may by them be deemed adviseable and necessary: Provided always that the said Directors shall not have power to loan any part of the said Capital or Stock on Bottomree or Respondentia, and shall not in any case make Insurance on any single risk exceeding five thousand pounds.

XV. 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, and 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 fixed 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.

XVI. And be it further enacted, That the Shares, Capital or Stock of the said Company shall be assignable and transferable according to such rules and regulations as may by the Directors be established, 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; and in no case shall any fractional part of a share or other than a complete share or shares be assignable or transferable; and that whenever any Stockholder shall transfer in manner aforesaid, all his Stock or Shares in the said Corporation to any other person or persons whatever, such Stocks holder shall cease to be a member of the said Corporation, and the person or persons so purchasing, shall become a member of the said Corporation in his stead, and be entitled to all his privileges as such.

XVII. And be it further enacted, That no Insurance Company shall hereafter be incorporated in this Province, with a capital less than that of the present company, that is to say, thirty thousand Pounds, to be paid in at such periods and in such payments as in any Act of incorporation to any such other company shall be made and provided.

XVIII. And be it further enacted, That in case of any loss or losses taking place which shall be equal to the amount of the Capital or Stock of the said Company, and the President and Directors after knowing of such loss or losses taking place, shall subscribe to any Policy of Insurance, they and their Estates jointly and severally, shall be accountable for the amount of any and every loss which shall take place under Policies so subscribed.

XIX. And be it further enacted, That the joint Stock or Property of the said Corporation shall be alone 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 or members of the said Corporation, or against their person or persons further than has been hereinbefore provided, and that may be necessary to secure the faithful application of the funds of the said Corporation.

XX. And be it further enacted, That the Books, Papers, Correspondence, and all other matters and things belonging to the said Corporation, shall at all times be subject to the inspection of the

Directors or any of them; but no Stockholder, nor a Director, shall inspect the Account of any Individual or Corporate Body with the said Company.

XXI. And be it further enacted, That the Directors shall at the general meeting to be Holden on the first Monday in July in every year, lay before the Stockholders for for their information, and exact and particular statement of the then state of the affairs and business of the said Company, agreeably to the several regulations of this Act, and such other Rules and Regulations as may by the said Directors be made by virtue hereof, so as the same may contain a true account of the whole of the affairs of the said Company, which statement shall be signed by the Directors and attested by the Secretary, and a Duplicate thereof in like manner 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.

XXII. 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 Accounts of the same.

XXIII. And be it further enacted, That any number of Stockholders not less than twenty, who together shall be Proprietors of four hundred Shares, shall have power at anytime, 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 five of them shall have the like power at any time (upon observing the like formalities) to call a general meeting as aforesaid.

XXIV. And be it further enacted, That on any dissolution of the said Corporation, 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.

XXV. 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-five.