

*Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1862.* Fredericton, NB: John Simpson, Printer to the Queen's Most Excellent Majesty, 1862.

25 Victoria – Chapter 28

**An Act relating to Corporations. Passed 23rd April 1862.**

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Section.

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Be it enacted by the Lieutenant Governor, Legislative Council, and Assembly, as follows:—

1. Five or more persons associated together for any Mining or Manufacturing purposes, or both, may, by subscribing their names to a Memorandum of Association, form themselves into an incorporated Company, with a subscribed capital stock of not less than ten thousand dollars.
2. The Memorandum of Association shall specify the name of the proposed Company, the object, the capital stock, and the number of shares into which it is proposed to be divided, with the amount of each share, the Town or place within the Province in which its office or principal place of business is to be established.
3. The Memorandum of Association shall be in the form following, or as near thereto as circumstances will admit, viz:—

Memorandum of Association of The Saint Mary's Mill Company.

1st. The name of the Company is The Saint Mary's Mill Company.

2nd. The nominal capital of the Company is £20,000, to be divided into 2000 shares of ten pounds each.

3rd. The office or principal place of business is to be at \_\_\_\_, in the County of York.

4th. The object of the Company is the manufacture of lumber of all kinds, and flour, with such other things as are incident to the attainment of that object.

We, the several persons whose names are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:—

Name.	No. of Shares.
John Stubbs, of Fredericton, in the County of York,	2
Peter Snooks, of Sheffield, in the County of Sunbury,	2
Joseph Titbit, of Stanley, in the County of York,	6
Simon Dunn, of Northampton, in the County of York,	4
David Cheek, of Norton, in the County of King's,	6

Dated the \_\_\_ day of \_\_\_\_\_ A.D. 1862.

4. The Memorandum of Association shall be filed in the office of the Provincial Secretary, who may grant a certificate thereof in the form following, or as near as circumstances will admit:—

These are to certify that [here insert names and address of members] have this day filed in my office a Memorandum of Association for the incorporation of a Company to be styled [here insert name of Company,] for the purpose of [here state the object] with a capital of \_\_\_\_\_ to be divided into \_\_\_ shares of \_\_\_\_\_ pounds each, and stating that the office or principal place of business of the said Company will be established at \_\_\_\_\_ in the County of \_\_\_\_\_.—  
Dated at Fredericton, the \_\_\_ day of \_\_\_\_\_ A. D. 186\_\_.

A. B., Provincial Secretary.

The Provincial Secretary shall give notice in the Royal Gazette of the granting of such certificate, with the terms thereof.

5. Upon the granting such certificate, and the publication thereof in the Royal Gazette, the persons mentioned in the said Memorandum of Association shall be deemed to be a body corporate and politic, by the name and style of \_\_\_\_\_ for the purposes therein specified, and for such purpose shall have all the powers made incident to a Corporation by Act of Assembly.

6. After the granting of the said certificate, the subscribers to the Memorandum of Association, or a majority thereof, may call a meeting of the Corporation for the purpose of organizing the Corporation, giving at least ten day's notice of the time and place of such meeting in a Newspaper published in the County where the office or principal place of business is situate, or if no Newspaper be published therein, then in the Royal Gazette.

7. Notwithstanding the incorporation of any Company under the authority of this Act, unless fifteen per centum of the proposed capital stock be paid in, for the purposes of the Company, within two years from the publication of the notice in the Royal Gazette of the filing of the Memorandum of Association, and a certificate of such payment signed and verified by the oath of the Directors, or a majority of them, before a Justice of the Peace, shall be filed in the office of the Provincial Secretary, the existence of the Corporation shall terminate.
8. The stockholders shall be personally liable for all debts contracted by the said Corporation before the said fifteen per centum of stock shall be paid in as required in the preceding section.
9. Every stockholder in any such Corporation shall, to the extent of the stock held by him, be liable for every call or assessment made for the purpose of enabling the Company to pay its debts and carry on its operations, which may be sued for and recovered in any Court of competent jurisdiction: The capital stock held by any shareholder in any such Company at the time of making any call or assessment thereon, shall be liable to the payment thereof; and in case of non-payment of such call or assessment at the time when the same shall be made payable, the Directors are authorized to order a sale to be made of so many of the said shares as they may think necessary for the payment thereof, with interest and expenses; such sale shall be made at auction, upon not less than thirty day's notice by the President in some newspaper published in the County of the place of business of such Corporation, and in case no newspaper be published in such County, then in the Royal Gazette; and the stock shall be transferred by the President and Secretary to the purchaser, who shall thereupon be entitled to a new certificate thereof; and the proceeds of such sale shall be applied towards paying the amount of such call or assessment, with interest, and the costs, charges and expenses of such notice, sale, and transfer, and the residue (if any) to the former owner.
10. The joint stock and property of the Corporation shall be alone responsible for the debts and engagements of the Company.
11. No Corporation established under the authority of this Act shall engage in the business of Banking or Insurance.
12. The existence of the Corporation may be proved by the production of the Royal Gazette containing the notice of the filing of the Memorandum of Association, or the Certificate of the Provincial Secretary.
13. A fee of fourteen dollars shall be paid to the Provincial Secretary for filing the Memorandum of Association and granting and publishing the Certificate, and a fee of sixteen dollars for filing the Certificate of payment.
14. Every such Corporation shall annually transmit to the office of the Provincial Secretary, for the information of the Legislature, a return in triplicate of the true state of the affairs of the Company, verified by the oath of the Secretary and a majority of the Directors, (which oath any Justice of the Peace is hereby authorized to administer,) made up as it existed on the first Monday in January,

specifying the names of the stockholders, with the number of shares held by each, the amount of capital stock paid in, the value of the real estate and other property of the Company, the debts and liabilities of the Company, the debts due to the Company, the amount of dividends during the preceding year, and the amount of net profits on hand.

15. Any number of stockholders who may be owners of one quarter of the capital stock of any such Company, may call a general meeting of the stockholders for the purpose of taking into consideration the propriety of dissolving the said Company, giving at least three month's notice in the Royal Gazette, and any newspaper published in the County where the place of business of such Company is established, of the time and place of such meeting, with the object thereof; and if at such meeting it is determined to dissolve the said Company, the stockholders are hereby empowered to take the necessary legal means to effect that object; the Directors then in office shall take immediate and effectual measures for closing all the concerns of the Corporation, and for paying the debts, and disposing of the property, and dividing the capital and property which may remain among the stockholders, in proportion to their respective interests.