

*Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1864.* Fredericton, NB: G. E. Fenety, Printer to the Queen's Most Excellent Majesty, 1864.

27 Victoria – Chapter 34

**An Act to incorporate, the People's Bank of New Brunswick. Passed 11th April, 1864.**

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

1. That the Honorable George L. Hatheway, the Honorable William E. Perley, Benjamin Beveridge M. P.P., John Glasier, M. P. P., John Farris, M. P. P., Thomas Murray, Alexander Gibson, Thomas Temple, James Tibbits, Jun., A. F. Randolph, S. F. Grosvenor, Timothy M'Carty, Samuel R. Miller, Christopher Broderick, John Pickard, George Hatt, Benjamin Atherton, Elijah Clark, Andrew Anderson, Michael Colter, Julius L. Inches, William Wheeler, Henry Chestnut, and George C. Hunt, their associates, successors, and assigns, shall be and they are hereby declared to be a body politic and corporate, by the name of "The People's Bank of New Brunswick," with all the powers and privileges made incident to a Corporation by Act of Assembly in this Province, for the purpose of dealing in gold and silver coins, bills of exchange, promissory notes, and other business of Banking.
2. The capital stock of the said Corporation shall consist of current gold and silver coins of the Province to the amount of sixty thousand dollars, one half part thereof to be paid in current gold and silver coins of the Province within two years from the passing of this Act, and the further sum of thirty thousand dollars within three years from the passing of this Act; the whole amount of the said stock to be divided into shares of fifty dollars each, making in the whole twelve hundred shares.
3. The said Corporation shall have full power and authority to take, receive, hold, possess, and enjoy, in fee simple, any lands, tenements, real estate, and rents, to any amount not exceeding eight thousand dollars; 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 Corporation; provided further, that the said Corporation shall on no account lend money upon mortgage, or upon lands, or other fixed property, nor shall 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.
4. Whenever six hundred shares of the said capital stock shall have been subscribed, 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 published in the City of Fredericton thirty days previous to such meeting, for the purpose of making, ordaining, and establishing such bye laws, ordinances and regulations 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 five 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, at their first meeting after their election, choose out of their number a Manager, which Directors and Manager shall serve until the first annual meeting for choice of Director, and shall have full power and authority to manage the affairs of the said Corporation, and shall commence the operation 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 on the said stockholders, their successors, and assigns.

5. There shall be a general meeting of the stockholders and members of the said Corporation, to be annually holden on the last Wednesday in February in each and every year, at the City of Fredericton, in the County of York, at which annual meeting there shall be chosen by a majority of the said stockholders and members of the said Corporation, five 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 to the rule hereinafter mentioned, and the Directors, when chosen, shall at their first meeting after their election choose out of their number a Manager.

6. 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 expense 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 authority for the well regulating the affairs of the said Corporation, as shall be prescribed by the bye laws and regulations of the same.

7. Not less than three Directors shall constitute a board for the transaction of business, of which the Manager shall always be one, except in the case of sickness or necessary absence, in which case the Directors present may choose one of their Board as Chairman in his stead; the Manager 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 Manager shall have a casting vote; provided always, that no note or bill offered for discount at the said Bank shall be refused or excluded by a single vote.

8. The stockholders and members of the said Corporation may make such compensation to the Manager and Directors as to them shall appear reasonable and proper.

9. No person shall be eligible as a Director unless such person is a stockholder, and holding not less than ten shares of the capital stock of the said Corporation; provided always, that the stockholder so otherwise qualified be not a Director in any other Banking Company in this Province.

10. The Manager and every Clerk of the said Corporation, before they enter upon the duties of their office, shall give bonds, with two or more sureties to be approved of by the Directors, that is to say:— The Manager in a sum not less than twenty thousand dollars, with a condition for his good and faithful behaviour, and every Clerk with the like conditions and sureties, in such sum as the Directors shall deem adequate to the trusts reposed in them.

11. 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 four shares, one vote; for every four shares above four and not exceeding twenty, one vote, making five votes for twenty shares; for every eight shares above twenty and not exceeding sixty, one vote, making ten votes

for sixty shares; which said number of ten votes shall be the greatest number that any stockholder shall be entitled to have.

12. All stockholders resident within this Province or elsewhere may vote by proxy, provided that such proxy be a stockholder, and do produce sufficient authority in writing, given within sixty days of the annual or special meeting, from his constituent so to act, provided that no stockholder be entitled to hold more than one proxy.

13. No member of the said Corporation during the first three months, to be accounted from and after the passing of this Act, shall be entitled to hold and subscribe for more than eighty shares of the said capital stock, and if the whole of the said capital stock shall not have been subscribed within the said three months so to be accounted as aforesaid, then and in such cases it shall be lawful for any stockholder or stockholders to increase his or their subscriptions to one hundred and twenty, shares; provided always, that no stockholder shall be permitted to hold more than two hundred shares in the whole, unless the same be acquired by purchase after the said Bank shall have commenced its operations: and provided also, that no stockholder in the said Bank at any one time shall hold more than twenty per cent of the capital stock; and further provided, that an instalment of five per centum on the stock subscribed for shall be paid at the time of subscription to a Committee to be appointed by the persons named in the first Section of this Act to solicit subscriptions for stock; and in case of any default in the payment of the balance on the share or shares so subscribed by the subscriber or transferee, at the days and times when calls may be required by the Company, the said five per centum so subscribed and paid shall be forfeited and divided among the stockholders as other profits.

14. The Directors are 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.

15. Before any stockholder shall be required to make payment of any instalment upon the amount of his subscription, thirty days previous notice shall be given by the Directors in two of the newspapers published in the City of Fredericton, of the time and place of payment; and the Directors shall commence with the business and operations of the Bank of the said Corporation; provided always, that no Bank bill 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 thirty thousand dollars shall be actually paid in and received on account of the subscriptions to the capital stock of the said Bank.

16. As soon as the sum of thirty thousand dollars shall have been paid in current gold and silver coins, and shall then be in the vaults of the said Bank, the Manager shall give notice thereof to the Secretary of the Province, for the information of His Excellency the Lieutenant Governor or Administrator of the Government for the time being, who is hereby authorized, by and with the advice of Her Majesty's Executive Council, to appoint three Commissioners, not being

stockholders, whose duty it shall be to examine and count the money actually in the vaults, and to ascertain by the oaths of the majority of the Directors that half the amount of its capital hath been paid in by the stockholders towards payment of their respective shares, and not for any other purpose, and that it is intended to have it there remain as part of the capital stock of the said Bank; which investigation is hereby declared indispensable, and shall be made at the periods prescribed by the second Section of this Act when paying in the capital stock of the said Bank.

17. 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 efficient, 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; in no case shall any fractional part of a share or other than a complete share or shares be assignable or transferable; and whenever 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 shall cease to be a member of the said Corporation.

18. The said Company shall not directly or indirectly deal in any thing excepting 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 on 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.

19. The holders of stock of the said Bank shall be chargeable in their private and individual capacity, and shall be holden for the payment and redemption of all bills which may have been issued by the said Corporation, and also for the payment of all debts at any time due from the said Corporation, in proportion to the stock they respectively hold; provided however, that in no case shall any one stockholder be liable to pay a sum exceeding the amount of stock then actually held by him; provided nevertheless, that nothing previously contained shall be construed to exempt the joint stock of the said Corporation from being also liable for and chargeable with the debts and engagements of the same.

20. The total amount of the debts (deposits excepted) 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 individual and private capacities; provided always, that the lands, tenements, goods and chattels of the said Corporation shall also be liable for such excess.

21. The Directors shall make half yearly dividends of all 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 notice in one or more newspapers published in the City of Fredericton.

22. 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.
23. All the bills or notes issued by the said Corporation, shall be signed by the Manager for the time being, and countersigned and attested by the Accountant, and shall be printed and made in steel plates; and all bills and notes so signed and countersigned, shall be binding on the said Corporation, and payable in specie at the said Bank, provided no note shall be issued by the said Corporation for a less sum than one dollar.
24. 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.
25. The said Bank shall be kept and established in the City of Fredericton, County of York, in this Province.
26. The Directors shall at the general meeting to be held on the last Wednesday in February 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 in 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 Manager; 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 Administrator of the Government for the time being, and the Legislature; 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; and further provided, that the stockholders may at such annual or special meeting, and before proceeding to the election of new Directors; appoint a Committee of three of their number to investigate, with the Directors, the Accounts and state of the Bank, and report thereon at an adjourned meeting, at which adjourned meeting the Directors shall be elected.
27. No loan shall be made by the said Bank on the pledge of its own stock.
28. 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.
29. Any number of stockholders not less than twelve, who together shall be proprietors of four hundred shares, shall have power at any time by themselves or their proxies to call a general meeting of the stockholders for the purposes relating to the business of the said Corporation,

giving at least thirty days previous notice in one or more newspapers published in the City of Fredericton, and specifying in such notice the time and place of such meeting, with the objects thereof; and the Directors or any three of them shall have the like power at any time, upon observing the like formalities, to call a general meeting as aforesaid.

30. 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; and in case any bills issued by the said Corporation shall remain unpaid, the holders of stock in the said Corporation, as well as those who were stockholders at the time of the notice of the said dissolution, which said notice shall take place by a publication of their intention so to do in the Royal Gazette twelve months previous to the said Corporation being allowed to carry the same into effect, shall be chargeable in their private and individual capacity for the payment and redemption thereof, in proportion to the stock they respectively held or hold, subject however to the proviso mentioned in the nineteenth Section of this Act; provided however, that this liability shall continue for two years only from and after the notice of such dissolution.

31. The aggregate of all the debts due to the said Bank from the Directors thereof, as principals, endorsers; or sureties, shall not at any one time exceed thirty three and one-third per centum of the capital stock; but the Manager of the said Bank shall not borrow any money from or become indebted to the said Company by note, endorsement, or otherwise.

32. The Manager of the said Bank shall semi-annually, that is to say, on the last Wednesday in February and the last Wednesday in August in each and every year, make a return in triplicate of the state of the said Bank as it existed at four of the clock in the afternoon of the said days respectively, and shall forthwith transmit the same to the office of the Secretary of the Province; which return shall specify the amount due from the Bank, designating in distinct columns the several particulars included therein; and the said return shall be made in the following form:—

FORM OF RETURN,

Slate of the "People's Bank of New Brunswick," on the \_\_\_\_ day of \_\_\_\_\_ 18\_\_\_\_, 4  
o'clock, P. M.

Bills in circulation,	\$
Net Profits on hand,	
Balance due to other Banks,	

Cash deposited, including all sums whatever due  
from the Bank not bearing interest, its Bills in  
circulation, profits, and balances due to other  
Banks, excepted,  
Cash deposited bearing interest,  
Total amount due from the Bank,  
Resources of Bank.  
Gold, silver, and other coined metals in its banking  
house,  
Real estate,  
Bills of other Banks incorporated in this Province,  
Balances due from other Banks,  
Amount of all debts due, including notes, bills of  
exchange, and all stock and funded debts of  
every description, except the balances due from  
other Banks,  
Total amount of resources from the Bank,  
Date and amount of the last dividend, and when  
declared,  
Amount of reserved profits at the time of  
declaring the last dividend,  
Amount of debts due and not paid, and considered  
doubtful,

Which return shall be signed by the Manager of said Bank, who shall make oath or affirmation before some Magistrate qualified to administer oaths, to the truth of said return, according to the best of his knowledge and belief; and the Manager of the said Bank shall also make return under oath, whenever required by the Legislature, of the names of the stockholders, and the amount of stock owned by each; and a majority of the Directors of said Bank shall certify and make oath or affirmation before the same Magistrate as the said Manager, that the books of the said Bank indicate the state of facts so returned by their Manager, and that they have full confidence in the truth of the return so made by him; and it shall be the duty of the Secretary of the Province annually to lay before the Legislature of this Province, as soon after the opening of any Session thereof as practicable, one of such respective returns as he may have received since the then last previous Session.

33. The Manager or acting Manager for the time being, shall on each and every discount day furnish a true list to the Directors of the said Bank, of all delinquent promisers, endorsers, and sureties, made up to four o'clock on the day preceding the discount day, which list shall be called a delinquent sheet; and it shall be the duty of the Manager or Chairman on each and every discount day as aforesaid, to read the name or names contained in such delinquent sheet to the Board of Directors; and in case the name of any Director shall [appear] in such delinquent sheet either as



promiser, endorser, or surety, it is hereby declared illegal for such Director to sit at the Board or take any part in the management of the affairs of the said Bank during the continuance of such delinquency.

34. In the event of any Director continuing a delinquent as aforesaid for fifteen consecutive days at any one time, such continued delinquency shall disqualify such Director from holding his seat; and it shall be the duty of the Manager and other Directors forthwith to proceed in filling up the vacancy in the manner prescribed in the fourteenth Section of this Act, as in the case of death or absence from the Province.

35. No action shall be brought or maintained upon any Bank bill or Bank note which shall be issued by the said Corporation, before such bill or note shall have been presented at the Bank for payment, and default in payment shall thereupon take place.

36. All and every the shares in the capital stock of the said Bank, and all the profits and advantages of such shares respectively, shall be deemed and considered to be of the nature of and shall be personal estate, and transmissible as such accordingly.

37. The shares in the capital stock of the said Bank shall be liable to be seized and taken in execution and sold in like manner with other personal property; provided always, that the Sheriff or other officer executing such execution, shall leave a copy of such execution, certified by the Sheriff or his Deputy, with the Manager of the said Bank; and the shares in the capital stock of the said Bank so liable to such execution, shall be deemed to be seized in execution when such copy is so left, and the sale shall be made within thirty days after such seizure; and on production of a bill of sale from the Sheriff the Manager of the said Bank shall transfer the number of shares sold under such execution to the purchaser or purchasers thereof, and such transfer shall be valid and effectual notwithstanding there may be any debt due to the said Bank from the person or persons whose shares may be seized and sold; provided also, that the said Manager shall, upon the exhibiting to him of such certified copy of the execution, be bound to give to such Sheriff or other officer a certificate of the number of shares in the said capital stock held by the judgment debtor named in such execution, and the shares of such judgment debtor in the said capital stock shall be bound by such execution only from time to time when such copy of the execution shall be so left with the Manager.

38. And in case it should hereafter be found necessary at any time after the payment in and certificate of such first mentioned capital, and within ten years from the time of passing this Act, to increase the capital stock of the said Bank, the same may be effected by resolution of the Directors, or the major part of them for the time being, sanctioned and approved of by a majority of the votes of the shareholders present in person or by proxy, at a general meeting convened after special notice of the same and its intended object; such additional capital stock may be raised by the issue of additional shares severally of the value before mentioned; provided that the whole of such additional stock shall not exceed sixty thousand dollars, thereby making the utmost amount of capital stock of the said Bank one hundred and twenty thousand dollars, and in the whole twenty four hundred shares.

39. Such additional shares shall be sold at, public auction, in separate lots of one to four shares each, as follows, that is to say:— Twenty thousand dollars, making four hundred shares, at such time as the Directors shall appoint, and the residue of such increased additional capital at such times as the Directors may from time to time determine, but not less than twenty thousand dollars to be sold at any one time.
40. The said Directors shall give at least forty days notice of the time of any sale of any such increased stock, in some newspaper published in the City of Fredericton, in which notice shall be specified the time when such additional stock, with the advance of premium thereon, will be required to be paid into the said Bank.
41. The whole of such advance or premium, (if any) first deducting the charges of sale, shall be divided in equal proportions among the shares in the stock of such Bank, as well the old as the new stock, and such dividend of the said premium shall be declared and paid by the Directors immediately after the payment into the Bank of the purchase money of the said additional shares; and banking operations may take place upon each respective amount of such additional stock sold as aforesaid, when the Directors, or a majority of them, together with the Manager of the said Bank, shall have signed and verified by oath, and filed in the office of the Secretary of the Province, a certificate that such amount of capital stock at any time called in has actually been paid into the said Bank in current gold and silver coins of the Province, and not before.
42. The said additional shares shall be subject to all the rules, regulations, and provisions to which the original stock is subject or may hereafter be subject by any law of this Province.
43. 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 ninety.