

Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1866. Fredericton, NB: G. E. Fenety, Printer to the Queen's Most Excellent Majesty, 1866.

29 Victoria – Chapter 15 (Session 1)

An Act for the purpose of winding up the affairs of the Caledonia Mining and Manufacturing Company. Passed 16th April, 1866.

Section.

1. When transfer of property of Company may be made.
2. Upon transfer Company to cease; proviso.

Section.

3. Directors to settle claims.
4. No transfer to be made without sanction of Directors.

Whereas the Caledonia Mining and Manufacturing Company have been unable, from want of capital and other circumstances, to carry on their business, and it has been proposed to sell their property and effects to a new Company which is about to be formed, having a sufficient cash capital to establish and carry on the necessary works: And whereas the stockholders of the Caledonia Mining and Manufacturing Company, at a meeting called for the purpose of considering such proposal, have requested a Legislative enactment to carry out the same;—

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

1. That when and so soon as parties owning in all two-third parts of the stock of the Caledonia Mining and Manufacturing Company, shall have sold and assigned their stock to a Company about to be formed for the manufacture of oil from shale, such transfer being shewed by a certificate or certificates under the hands of such stockholders or their authorized agents, the Directors of the Caledonia Mining and Manufacturing Company, or a major part of them, may authorize and empower the President to sell, assign and transfer to such new Company the real and personal estate, mining leases, and all other the property and effects, rights and privileges of the Caledonia Mining and Manufacturing Company, receiving in payment therefor shares of paid up capital stock in such new Company, in the name and for the use and benefit of such of the stockholders of the Caledonia Mining and Manufacturing Company as shall not have transferred their stock to such new Company, in the proportion of five dollars of current money of the United States of America for every share of stock in the Caledonia Mining and Manufacturing Company so remaining not transferred, or for such other sum in stock of the new Company as the Directors of the Caledonia Mining and Manufacturing Company shall deem reasonable.

2. That upon such sale and transfer being completed the Caledonia Mining and Manufacturing Company shall cease to exist, except so far as may be necessary for collecting, recovering and receiving the debts due to the Company, and collecting, recovering and receiving the debts and sums of money payable by the Company to other parties; provided that the property of the said Caledonia Mining and Manufacturing Company which, under the provisions of this Act, may be assigned to any such new Company, shall still remain liable for the debts and engagements of the

said Caledonia Mining and Manufacturing Company, in the same manner and extent as if this Act had not passed.

3. That such persons as shall be Directors of the Caledonia Mining and Manufacturing Company at or before the time of such assignment, or the major part of them, shall be authorized to settle and adjust all claims against the Company, and all claims of the Company against other parties, and to pay and receive the same accordingly; and if after realizing their assets and paying their debts, so far as such assets shall extend, there shall be any moneys remaining due and owing by the Company, it shall be lawful for such Directors, or the major part of them, to procure payment thereof by the new Company, and in case of such payment, the moneys so paid shall be borne proportionately by the stock issued to the late stockholders in the Caledonia Mining and Manufacturing Company, and shall be a lien upon such stock; and such persons as shall be Directors of the Caledonia Mining and Manufacturing Company at the time of such transfer, or the major part of them, are hereby authorized and empowered to make and enter into such agreement with the new Company as they shall think reasonable, for the purpose of paying the said debts and enforcing the said lien, which agreement shall be binding upon the holders of stock in the new Company, issued in lieu of or in payment for the stock in the Caledonia Mining and Manufacturing Company.

4. That no transfer of stock in the Caledonia Mining and Manufacturing Company shall be valid, unless the calls and assessments due and payable thereon shall have been first paid, or otherwise settled to the satisfaction of the said Directors of the Caledonia Mining and Manufacturing Company.