

Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1867. Fredericton, NB: G. E. Fenety, Printer to the Queen's Most Excellent Majesty, 1867.

30 Victoria – Chapter 55

An Act to incorporate the Saint John Trades Co-operative Association. Passed 17th June 1867.

Section.

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Section.

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

1. Richard Cassidy, John W. Wright, William B. Frost, Michael W. Maher, Hugh Finlay, Amos Fales, Robert Finlay, William E. Everitt, Asa B. Blakslee, John M'Master, Michael Flood, Charles Copland, William Small, William Crabb, Samuel M'Kinlay, and William Swett, their associates, successors and assigns, shall be and they are hereby declared to be a body politic and corporate by the name of "The Saint John Trades Co-operative Association," and by that name shall have all and singular the general powers and privileges made incident to a Corporation by Act of Assembly of this Province, for the purpose of carrying on general mercantile and manufacturing business on the principles of co-operation, cash dealings only, and a mutual participation in profits, as hereinafter provided.

2. The capital stock of the Association shall be not less than two thousand dollars, which may be from time to time increased to any amount not exceeding eighty thousand dollars, and shall be divided into shares of four dollars each; every holder of a share shall be a member, and no member shall hold more than five shares.

3. One half of each share subscribed shall be paid up at the time of subscription for the same, and the remainder in two equal monthly instalments of one dollar each; for nonpayment of which within five days after the time appointed, the share, with the amount paid thereon, will be forfeited to the Association, and may be forthwith sold

again if the Directors see fit; but if any holder of any two or more shares shall have paid upon them the full value of one or more shares, the same may be converted into paid up shares, and only the fractional part (if any) of a share not paid in full shall be forfeited.

4. The shares shall be transferrable; but the Directors shall always have the preference of buying for the Association, at par, any share or shares offered for sale; such preference to be exercised by the Directors within two days after such share or shares shall be offered to them.

5. The Accounts of the Association shall be made up semi-annually, at such periods as shall be provided by the bye laws; and the net profits actually realized shall, after deducting and paying interest at the rate of six per cent per annum on the paid up and accumulated capital, be divided among the members in proportion to the amount of their respective purchases from the Association during the previous six months; in determining the amount of such profits the stock in hand shall always be valued at one fourth below cost; persons not being members, who may purchase from or deal with the Association, shall not have any right of participation in profits.

6. Any member may leave his semi-annual dividend in the business, in addition to the number of shares held by him, and receive interest thereon at the rate of six per cent per annum at each semi-annual division; and any dividends or sums so left may be withdrawn on giving a week's notice to the Directors, all interest to stop from the time of giving such notice.

7. The whole of the transactions of the Association, both in buying and selling, shall be strictly for cash; and the Association shall not be entitled to sue or be liable to be sued for the amount or value of any article or thing the subject of a sale, either by or to it upon credit; and this Section shall be inserted in all printed or published circulars or other papers issued by the Association.

8. The management of all the affairs of the Association shall be in five Directors, to be elected annually as hereinafter provided; and the Directors, when chosen, shall elect one of their number President, and shall have the appointment of all officers, clerks and other employees necessary for carrying on the business of the Association effectively; the Directors also shall make, alter or amend from time to time as they see fit, such bye laws and regulations as may be necessary, not inconsistent with this Act; but the members, at any annual or special meeting of the Association, may annul any bye law or regulation which may be deemed injurious to the welfare of the Association.

9. The persons named in the first Section of this Act, or any number thereof not less than five, may immediately open a stock book for the subscription of shares, and receive the first deposit of one half, mentioned in Section three; as soon as the minimum amount of stock shall be subscribed, any three of such persons may call a public meeting

of the shareholders by giving ten days notice of the time and place of holding the same in two or more newspapers published in the City of Saint John, for the purpose of electing the first Directors and organizing the Association; the same meeting shall fix the day for holding the annual meeting of the Association, at which Directors shall be elected and any general business transacted; at any meeting of the Association duly summoned by ten day's notice given as aforesaid, the business may be transacted and decided on by a majority of members present, provided there be not less than fifty attending such meeting.

10. At the first meeting of the Association, and at each annual meeting, two or more Auditors or Accountants shall be elected by the members to examine and approve the semi-annual accounts and dividends to be taken and declared by the Directors.

11. The Directors shall go into office the day next following their election, and be then entitled to demand and receive from any previous Director or Directors not re-elected, all and singular the books and property of the Association; and Directors once duly elected shall continue in office until others are duly elected in their stead.

12. The Directors or any number of members not less than twenty, by a requisition in writing signed by them, may at any time require the President or Secretary to call a special meeting of the Association, to be summoned in like manner as already specified.

13. No person but a member who has paid up all that has become legally due on any share or shares held by him shall be eligible to office or to vote at any meeting of the Association.

14. The property of the Association alone shall be liable for any legal claims or demands against it; and no member or shareholder shall be liable to the Association or any person or individual on its account, for any larger or other sum or sums or amount than the full amount of the share or shares subscribed for by him.

15. Whenever at any annual meeting at which a majority of the shares, *bona fide* held by members, shall be represented, two thirds of those present shall decide upon winding up the business of the Association; they may, instead of electing Directors as usual, appoint three Trustees, who shall forthwith take possession of the books and property of the Association, and proceed to sell its property, whatsoever and wheresoever the same may be, and to wind up its affairs; out of the proceeds they shall first pay all liabilities and expenses; second, all accumulated profits or stock deposited by any of the members; and third, the remainder they shall distribute in just proportion among all the members according to the number of shares held by them respectively.

16. The word "Association" in this Act shall mean "The Saint John Trades Co-operative Association," and its successors, and the word "Member" or "Members" shall mean a

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shareholder or shareholders, male or female, and include his or her or their executors, administrators, or assigns, when necessary and not inconsistent with this Act.