

Laws of Her Majesty's Province of Newfoundland, passed in the year 1854.

18 Victoria – Chapter 4 (Session 2)

An Act to Incorporate the “Union Bank of Newfoundland.” (Passed 30th November, 1854.)

Whereas William Thomas, James J. Grieve, Lawrence O'Brien, Hugh W. Hoyles, Thomas Row, Eugenius Harvey, Ewen Stabb, Robert Prowse, Peter G. Tessier, John Fox, Richard O'Dwyer, Peter Rogerson, William Barnes, John Munn, Thomas H. Ridley, William Donnelly, and several other Persons, have associated themselves together, and have established a Joint Stock Banking Company in Saint John's, and are desirous of being Incorporated in that behalf: Be it therefore enacted, by the Governor, Council and Assembly, in Legislative Session convened:—

I. That the Parties above named, and such others as have or shall become Stockholders in the said Company, and their Successors, Executors, Administrators and Assigns, shall be and are hereby declared to be a Body Corporate and Politic, by the name of the “ Union Bank of Newfoundland,” with power to carry on the Business of Banking in all its branches, and shall have Perpetual Succession and a Common Seal, and shall and may take and hold, grant, assign and lease Lands, Tenements, Hereditaments, Goods and Chattels—shall be capable of Suing and being Sued—shall have power to make Bye-Laws and Ordinances for their Government (provided that the same shall not be contrary to the Laws of this Colony), and shall and may do, perform and execute all such other matters and things as shall pertain to them as such Corporation to perform, and do.

II. The Capital Stock of the Corporation shall consist of One Hundred Thousand Pounds Currency in Gold and Silver Current Coin of this Colony, which Sum shall be divided into One Thousand Shares of One Hundred Pounds each; and of which Shares, one-half the amount thereof shall be paid upon the same being subscribed for and taken, and the remainder at such time as shall be determined by the said Company. Provided, that it shall be competent to the said Company, if the Business thereof shall so require, to extend such Capital Stock to an amount not exceeding One Hundred and Fifty Thousand Pounds.

III. The Bank shall be managed by a Board of Seven Directors, each the holder of at least Five Shares, who shall be elected by the Stockholders, as hereinafter provided: of such Directors Four shall be a Quorum, and they shall have power to elect amongst themselves a President and Vice-President, and to appoint a Manager and such other Officers, and at such Salaries, as may be necessary; to make Bye-Laws for their own Regulation; and generally to transact the Business of the Company. Provided that the Manager shall not be subject to removal by the Directors but on sufficient cause to be afterwards approved by a General or Special Meeting of Shareholders: Provided also, that where the votes for and against any question before the Directors shall be equal the Manager shall have a casting vote; Provided further, that Two Members of the same Firm shall not be eligible to be Directors at the same time.

IV. An Annual Meeting of Stockholders shall be held on the second Tuesday in June in each Year after the present Year, at a time and place in Saint John's to be appointed from time to time by the Directors,

for the election of Directors, the approval of Bye-Laws, the examination of Accounts, and the transaction of other necessary business.

V. The Directors shall be chosen and shall serve as follows; at the Annual Meeting of Stockholders, to be held in June, One Thousand Eight Hundred and Fifty-Five,—until which time the Provisional Directors at present in Office shall continue to serve,—Seven Directors shall be elected, of whom Four shall serve for Two Years, and Three, to be selected by lot amongst the Directors themselves, for One Year only: Directors subsequently chosen shall serve for the period of Two Years; the places of those retiring in each Year being filled by election at the Annual Meeting of Stockholders: Provided that every Director so retiring shall be eligible to be re-elected.

VI. No Director of the Corporation hereby constituted shall, during the period of his services, act as a Private Banker or as Director of any other Bank, nor shall any Director be entitled to any Salary or Emolument for his Services as a Director, other than his proportion of the Sum of Two Hundred and Fifty Pounds, to be divided annually amongst the said Directors, according to their actual attendance.

VII. Any vacancy that shall be occasioned in the Board by the death, resignation, or absence from the Colony for Six Months, of any one of its Members, or by the removal of a Director by the Stockholders for misconduct or mal-administration, shall be filled up by the said Stockholders, and the Person so chosen shall serve until the next succeeding Annual Meeting of the Stockholders: every vacancy arising from the temporary absence from the Colony of a Director shall, if the number of remaining Directors be less than Four, but not otherwise, be filled up by the Directors; but the Person elected shall hold Office only until the return of the Director for whom he shall have been substituted.

VIII. At all Meetings of Stockholders the Votes shall be taken by Ballot, and shall be given as follows; viz., One Vote for every Share.

IX. All Stockholders resident within this Colony, or elsewhere, may vote by Proxy; Provided that such Proxy be a Stockholder, and do produce a sufficient authority in writing from his constituent or constituents so to act.

X. The Directors shall, on the requisition of any number of Stockholders not less than Twenty, who together shall be Proprietors of Two Hundred and Fifty Shares, call a General Meeting of the Stockholders for purposes relating to the business of the said Corporation, giving at least Ten Days' previous notice of such Meeting in Three of the Newspapers published in this Colony (one of which shall be the Royal Gazette), and specify in such Notice the time and place of such Meeting, with the objects thereof; and the Directors, or any Four of them, shall have the like power, at any time, upon observing the like formalities, to call a General Meeting as aforesaid.

XI. Every Officer of the said Corporation, before he enters upon the duties of his Office, shall give Bonds, with two or more Sureties, to be approved by the Directors, in such amount as the Directors shall deem adequate to the trusts reposed in him.

XII. The Shares in the Capital Stock shall be assignable and transferable according to such Rules and Regulations as may be established in that behalf, 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 for that purpose, nor until the Person or Persons so making the same shall previously discharge all debts actually due and payable by him or them to the said Corporation. In no case shall any fractional part of a Share be assignable or transferable, and whenever any Stockholder shall assign or transfer in manner aforesaid all his Stock or Shares in the said Bank, such Stockholder shall cease to be a Member of the said Corporation.

XIII. The said Company shall not directly or indirectly deal in any thing except Bills of Exchange and Promissory Notes, Bonds, Debentures, Gold and Silver Coin and Bullion, or in the sale of Goods or Stock really and truly pledged for Money lent and not 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 amount due, together with the expenses of Sale, such surplus shall be paid to the Proprietors thereof respectively.

XIV. The holders of the Stock of the said Bank shall be chargeable in their private and individual capacity 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 difference between the amount of Stock then actually held by him and the amount actually paid up thereon; Provided nevertheless, that nothing herein 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; Provided also, that upon loss of one-half of the paid-up Capital, it shall be incumbent on the Corporation to wind up its affairs.

XV. Every Bond, Bank Bill or Bank Note, or other Instrument by the terms or effect of which the said Corporation may be charged or held liable for the payment of Money, shall specially declare, in such form as the Board of Directors shall prescribe, that payment shall be made out of the Joint Funds of the said Corporation: Provided nevertheless, that nothing herein contained shall be construed to alter, change, or diminish, the responsibilities and liabilities imposed on Stockholders in their individual capacity, by the Fourteenth Section of this Bill; and Provided also that in any such Bank Bill the words "For the Union Bank of Newfoundland," and in every such Note, the words " Union Bank of Newfoundland," over the Signature of the Manager, shall be deemed a sufficient declaration that payment shall be so made out of the said Joint Funds.

XVI. The total amount of the Debts which the said Corporation; shall at any time owe, whether by Bond, Bill, or Note, or other Contract whatsoever, Deposits excepted, shall not exceed three times the amount of 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 thier individual and private capacities; Provided always, that the Lands, Tenements, Goods and Chattels of said Corporation shall also be liable for such excess.

XVII. The Directors shall make half-yearly Dividends after the first year in which the Bank shall be in operation, out of the Profits, Rents, Premiums and Interest of the said Corporation, payable at such time and place, and to such amount, as a General or Special Meeting of Stockholders may determine.

XVIII. All Bills or Notes issued by the said Corporation shall be signed by the Manager for the time being, and countersigned and attested by One or more Directors, and shall be printed and made on steel plates; and all Bills or Notes so signed and countersigned shall be binding on the said Corporation, and payable in Specie at the said Bank.

XIX. 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 altered, in the course of its circulation, to a larger amount, notwithstanding such alteration.

XX. No action shall be brought or maintained upon any Bank Bill or Bank Note which shall hereafter 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 have taken place.

XXI. The said Bank shall be kept and established at St. John's, or at such other place as the Board of Directors may think it necessary to remove the said Bank, on account of any great emergency, for the security thereof.

XXII. The Directors shall, at the General Meeting to be held on the second Tuesday in June 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 in circulation, and the amount of Gold and Silver on hand in each month of the year, and the amount of such Debts as are in their opinion bad or doubtful—also the surplus or profits, (if any,) remaining after deduction of losses and provision for the 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 Colony for the information of His Excellency the Governor 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.

XXIII. Any Committee to be jointly appointed by the Legislative Council and Assembly, or any Government Bank Inspector, for the purpose of examining into the proceedings of the said Corporation, shall, either during the Session or Prorogation of the General Assembly, have full access to the Accounts, Books and Vaults of the same.

XXIV. On any Dissolution of the said Corporation, immediate and effective 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 said Corporation, as well as those who were Stockholders at the time of the notice of said dissolution (Which said Notice shall take place by a publication of their intention so to do, in three of the

Newspapers published in this Colony, 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 Fourteenth Section of this Act: Provided that this liability shall continue for two years only from and after the notice of such dissolution.

XXV. The Manager for the time being shall, on each and every discount day, furnish a true list to the President or Chairman of the said Bank, of all Delinquent Promisers, Endorsers and Sureties, made up to three o'clock in the day preceding the discount day, which list shall be called a delinquent sheer, and it shall be the duty of the President 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 on such delinquent sheet, either as Promiser, Endorser, or Surety, it is hereby declared illegal for such Director to sit on the Board, or to take any part in the management of the affairs of the said Bank during the continuance of such delinquency.

XXVI. In the event of any Director continuing a delinquent as aforesaid for thirty 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 other Directors forthwith to proceed in filling up the vacancy in the manner prescribed in the Seventh Section of this Act, as in the case of death, or absence from the Colony.

XXVII. The Shares in the Capital Stock of the said Bank shall be liable to attachment and execution, in like manner as other personal property now is; and the warrant or notice in such cases respectively, shall be served on the Manager of the said Bank, and such service shall bind the Share of such Stockholder for all beyond the amount of his liabilities to the said Bank, but not otherwise, to the extent of such attachment or execution; and that for the purpose of ascertaining the number of Shares held by any Shareholder, against whom process of attachment or execution may have issued, the said Manager, or any Director or Officer of the said Bank, may be examined in like manner as any third person having in his, her or their possession any Monies, Goods, Debts, or Effects of any Defendant, may now be examined; and upon sale by the Sheriff of any such Shares under any execution, or order of Court, the Manager of the said Bank shall, on production of a Bill of Sale from the Sheriff, transfer the number of Shares by him sold under any such execution or order, to the purchaser or purchasers thereof, and such transfer shall be valid and effectual for the value of such Shares beyond the amount due the Bank from the person whose Shares may be so seized and sold.

XXVIII. Whenever by this Act any notice or advertisement is required to be given in Public Newspapers, one of such Newspapers shall be the Royal Gazette or the Newspaper in which the Government notices are usually inserted for the time being.

XXIX. All Notes heretofore issued by the said Company, and all Bonds heretofore given or made to the said Company, or any Person or Persons on their behalf, shall be of the like force and effect, to all intents and purposes, as Notes issued by or Bonds made to them subsequently to their being Incorporated under the provisions of this Act.