

Laws of His Majesty's Province of Upper Canada, passed in the year 1836. Toronto: Robert Stanton, 1836.

6 William IV – Chapter 34 (Session 1)

An Act to incorporate sundry persons, under the style and title of the President, Directors and Company, of the Gore Bank. The Royal Assent to this Bill promulgated by Proclamation, bearing date the Twenty-seventh day of October, One Thousand Eight Hundred and Thirty-five.

Whereas the establishment of a Bank at Hamilton, in the District of Gore, will conduce to the prosperity and advantage of Commerce and Agriculture, as well in the Province at large, as in the said District: And Whereas Job Loder, Ebenezer Stinson, Elijah Secord, Richard Beasley, Daniel K. Servos, James Ritchie, Abraham K. Smith, Stephen Randal, John Young, John Wier, William McDonell, Robert Prentice, Edward Jackson, John Willson, Collin C. Ferrie, Peter Hunter Hamilton, Samuel Mills, Absalom Shade, Allan Napier Macnab, and others, by their petitions presented to the Legislature, have prayed for the privilege of being incorporated: Be it therefore enacted, by the King's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Assembly of the Province of Upper Canada, constituted and assembled by virtue of, and under the authority of an Act passed in the Parliament of Great Britain, entitled, "An Act to repeal certain parts of an Act passed in the fourteenth year of His Majesty's Reign, entitled, 'An Act to make more effectual provision for the Government of the Province of Quebec, in North America, and to make further provision for the Government of the said Province,'" and by the authority of the same, That Job Loder, Ebenezer Stinson, Elijah Secord, Richard Beasley, Daniel K. Servos, James Ritchie, Abraham K. Smith, Stephen Randal, John Young, John Wier, William McDonell, Robert Prentice, Edward Jackson, John Willson, William Bull Sheldon, Collin C. Ferrie, Samuel Mills, Absalom Shade, Peter H. Hamilton, Allan Napier McNab, and all such persons as hereafter shall become Stockholders of the said Bank, shall be, and hereby are ordained, constituted, and declared to be, from time to time, and until the first day of August, which will be in the year of our Lord one thousand eight hundred and sixty, a body corporate and politic, in fact and in name of the President, Directors and Company, of the Gore Bank, and that by that name, they and their successors shall and may have continued succession, and shall be persons in law capable of suing and being sued, pleading and being impleaded, answering and being answered unto, defending and being defended, in all courts and places whatsoever, in all manner of actions, suits, complaints, matters and causes whatsoever, and that they and their successors may have a Common Seal, and may change and alter the same at their pleasure, and also, that they and their successors, by the same name of the President, Directors and Company of the Gore Bank, shall be in law capable of purchasing, holding or conveying, any estate real or personal, for the use of the said Corporation: Provided, that no incorporated Company shall be permitted to hold any Stock in the said Corporation created by this Act, unless the same shall be conveyed to it in payment of debts previously contracted, in which case, such incorporated Company shall not be entitled to vote upon such Stock, in the election of Officers.

II. And be it further enacted by the authority aforesaid, That a share in the Stock of the said Bank, shall be Twelve Pounds Ten Shillings, or the equivalent thereof in specie, and the number of Shares shall not exceed eight thousand; and that Books of Subscription shall be opened at the same time in the Towns of Cornwall, Prescott, Brockville, Cobourg, Port Hope, City of Toronto, Dundas, Hamilton, Ancaster, Brantford, Niagara, St. Catharines, Amherstburg, London, and Simcoe, within two months after the passing of this Act, by such person or persons, and under such regulations, as the majority of the said Petitioners shall direct.

III. And be it further enacted by the authority aforesaid, That it shall be lawful for any person, His Majesty's subjects, or foreigners, to subscribe for such and so many shares, as he, she, or they may think fit, not however exceeding in the first instance eighty, and that the shares respectively subscribed, shall be payable in gold or silver, that is to say, ten per centum to be ready as a deposit at the time of subscribing, to be called for by the Directors, hereafter appointed by virtue of this Act, as soon as they may deem expedient, and the remainder shall be payable in such instalments, as a majority of the Stockholders, at a meeting to be expressly convened for that purpose, shall agree upon: Provided no instalment shall exceed ten per centum upon the Capital Stock, or be called for, or become payable in less than sixty days after public notice shall have been given in the Upper Canada Gazette, and in at least one newspaper in the District of Gore, to that effect: Provided always, that if any Stockholder or Stockholders, as aforesaid, shall refuse or neglect to pay to the said Directors the instalment due upon any Share or Shares held by him, her, or them, at the time required by law so to do, such Stockholder or Stockholders as aforesaid, shall forfeit such Shares as aforesaid, with the amount previously paid thereon, and the said Share or Shares may be sold by the said Directors, and the sum arising therefrom, together with the amount previously paid thereon, shall be accounted for and divided in like manner as other monies of the Bank.

IV. Provided also, and it is further enacted by the authority aforesaid, That if the whole number of Shares shall not be subscribed within two months after the said Books of Subscription shall be opened, then, and in such case, it shall and may be lawful for any former subscriber or subscribers to increase his, her, or their subscriptions: And provided further, that if the total amount of subscriptions, within the period aforesaid, shall exceed the Capital Stock limited by this Act, then, and in such case the Shares of each subscriber or subscribers, above ten shares, shall, as nearly as may be, be proportionably reduced, until that the total number of Shares be brought down to the limits aforesaid: and provided nevertheless, that the said limitation, in respect to persons subscribing to the said Capital Stock, shall not extend, or be construed to extend, to prevent the acquisition of a greater number of Shares by purchase, after the said Bank shall have commenced its operations.

V. And be it further enacted by the authority aforesaid, That the whole amount of the stock, estate, and property, which the said Corporation shall be authorised to hold, including

the Capital Stock or Shares before mentioned, shall never exceed in value, one hundred thousand pounds.

VI. And be it further enacted by the authority aforesaid, That as soon as the sum of twenty-five thousand pounds shall have been subscribed, it shall and may be lawful for such subscribers, or the majority of them to call a meeting, at some place to be named, in the Town of Hamilton, in the District of Gore aforesaid, for the purpose of proceeding to the election of the number of Directors hereinafter mentioned, and such election shall then and there be made by a majority of shares, voted in manner hereinafter prescribed in respect of the annual election of Directors, and the persons then and there chosen, shall be the first Directors, and shall be capable of serving until the expiration of the first Monday in August, then next ensuing the said election; and the Directors so chosen, shall, as soon as the deposit amounting to ten thousand pounds, subscribed as aforesaid, shall be paid to the said Directors, commence the business and operations of the said Bank: Provided always, that no such meeting of the said subscribers shall take place until a notice is published in a public newspaper, in each and every District of this Province, at the distance of not less than thirty days from the time of such notification.

VII. And be it further enacted by the authority aforesaid, That the stock, property, affairs, and concerns of the said Corporation, shall be managed and conducted by ten Directors, one of whom to be the President, who, excepting as is hereinbefore provided for, shall hold their offices for one year, which Directors shall be Stockholders, and shall be subjects of His Majesty, residing in this Province, and be elected on the first Monday in August, in every year, at such time of the day, and at such place, in the Town of Hamilton aforesaid, as a majority of the Directors for the time being shall appoint; and public notice shall be given by the said Directors in one newspaper within each and every District in this Province, of such time and place, not more than sixty, nor less than thirty days previous to the time of holding the said election; and the said election shall be held and made by such of the said Stockholders of the said Bank, as shall attend for that purpose in their own proper persons, or by proxy; and all elections for Directors, shall be by ballot; and the ten persons who shall have the greatest number of votes at any election, shall be the Directors, except as is hereinafter directed: and if it should happen at any election, that two or more persons have an equal number of votes, in such manner, that a greater number of persons than ten, shall, by a plurality of votes, appear to be chosen as Directors, then the said Stockholders hereinbefore authorised to hold such election, shall proceed to ballot a second time, and by plurality of votes determine which of the said persons so having an equal number of votes, shall be the Director or Directors, so as to complete the whole number of ten, and the said Directors, so soon as may be after the said election, shall proceed in like manner, to elect by ballot, one of their number to be their President; and four of the Directors which shall be chosen, at any year, excepting the President, shall be ineligible to the office of Director for one year after the expiration of the time for which they shall be chosen Directors; and in case a greater number than six of the Directors, exclusive of the President, who served for the last year, shall appear to be elected, then the election of such person or persons, above the said number, and who shall have the fewest votes, shall be considered void; and such

other of the Stockholders as shall be eligible, and shall have the next greatest number of votes, shall be considered as elected in room of such last described person or persons, and who are hereby declared ineligible as aforesaid; and the President for the time being, shall always be eligible to the office of Director, but Stockholders not residing within the Province, shall be ineligible; and if any Director shall move out of the said Province, his office shall be considered as vacant; and if any vacancy or vacancies should at any time happen among the Directors, by death, resignation, or removal from the said Province, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen, by a special election for that purpose, to be held in the same manner as hereinbefore directed respecting annual elections, at such time and place in the Town of Hamilton, in the District of Gore aforesaid, as the remainder of the Directors, or the major part of them, shall appoint: Provided always, that no person shall be eligible to be a Director who shall not be a Stockholder to the amount of at least twenty shares.

VIII. And be it further enacted by the authority aforesaid, That in case it should at any time happen, that an election of Directors should not be made on any day, when pursuant to this Act, it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but that it shall and may be lawful on any other day to hold and make an election of Directors, in such manner as shall have been regulated by the laws and ordinances of the said Corporation.

IX. And be it further enacted by the authority aforesaid, That each Stockholder shall be entitled to a number of votes proportioned to the number of Shares which he or she shall have held in his or her own name, at least three months prior to the time of voting, according to the following ratios, that is to say,—at the rate of one vote for each share, not exceeding four; five votes for six shares; six votes for eight shares; seven votes for ten shares; and one vote for every five shares above ten; Stockholders actually resident within the Province of Upper Canada, and none others, may vote, in election by proxy: Provided always, that no person, copartnership, or body politic, shall be entitled to more than fifteen votes at any such election.

X. And be it further enacted by the authority aforesaid, That it shall be the duty of the Directors to make half yearly dividends of so much of the profits of the said Bank, as to them, or the majority of them, shall appear advisable, and that once in every three years, and oftener if thereunto required by a majority of the votes of the Stockholders, to be given agreeably to the ratios hereinbefore established, at a general meeting to be called for that purpose, an exact and particular statement of the debts which shall have remained unpaid, after the expiration of the original credit, for a period of treble the time of that credit, and of the surplus profits, if any, after deducting losses and dividends.

XI. And be it further enacted by the authority aforesaid, That the Directors for the time being, or the major part of them, shall have power to make and subscribe such rules and regulations as to them shall appear needful and proper, touching the management and disposition of the stock, property, estate and effects of the said Corporation, and touching

the duties and conduct of the Officers, Clerks, and Servants employed therein, and all such other matters as appertain to the business of a Bank, and shall also have power to appoint as many Officers, Clerks, and Servants, for carrying on the said business, and with such salaries and allowances as to them shall seem meet: Provided that such rules and regulations be not repugnant to the laws of this Province.

XII. And be it further enacted by the authority aforesaid, That the total amount of the debts, which the said Corporation shall at any time owe, whether by Bond, Bill, Note, or otherwise contracted, over and above the monies then actually deposited in the Bank, shall not exceed three times the sum of the Capital Stock subscribed and actually paid into the Bank, and in case of such excess, the Directors under whose administration it shall happen, shall be liable for the same in their natural and private capacities, but this shall not be construed to exempt the said Corporation, or any estate, real or personal, which they may hold as a Body Corporate, from being also liable for, and chargeable with the said excess, but such of the said Directors who may have been absent when the said excess was contracted, or who may have dissented from the said Resolution or Act, whereby the same was so contracted, may respectively exonerate themselves from being so liable, by giving immediate notice of the fact, and of their absence or dissent, to the Stockholders, at a general meeting which they shall have the power to call for that purpose.

XIII. And be it further enacted by the authority aforesaid, That it shall not be lawful for the said Corporation to issue any Note or Bill under the value of Five Shillings, of lawful money of the Province of Upper Canada.

XIV. And be it further enacted by the authority aforesaid, That the lands, tenements, and hereditaments, which it shall be lawful for the said Corporation to hold, shall be only such as shall be requisite for its immediate accommodation, in relation to the convenient transaction of its business, or such as shall have been bona fide mortgaged to it, by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales, upon judgments, which shall have been obtained for such debts; and further, the said Corporation shall not, directly or indirectly, deal or trade in buying, or selling any goods, wares or merchandize, or commodities whatsoever: Provided that nothing herein contained shall in anywise be construed to hinder the said Corporation from dealing in Bonds, Bills of Exchange, or Promissory Notes, or in buying or selling Bullion, Gold or Silver.

XV. And be it further enacted by the authority aforesaid, That the Shares of the said Capital Stock shall be transferable, and may be from time to time transferred by the respective persons subscribing the same: Provided always, that such transfer be entered or registered in a book or books, to be kept for that purpose by the Directors.

XVI. And be it further enacted by the authority aforesaid, That the Bills obligatory, and of credit, under the seal of said Corporation, which shall be made to any person or persons, shall be assignable by endorsement thereupon, under the hand or hands of such person or

persons, and of his, her, or their Assignee or Assignees, and so as absolutely to transfer and vest the property thereof in each and every Assignee successively, and to enable such Assignee or Assignees to bring and maintain an action thereupon, in his, her, or their own name or names; and Bills or Notes which may be issued by order of the said Corporation; signed by the President, and countersigned by the principal Cashier, or Treasurer, promising the payment of money to any person or persons, his, her, or their order, or to bearer, though not under the seal of the said Corporation, shall be binding and obligatory upon the same, in like manner, and with the like force and effect as upon any private person or persons, if issued by him, her, or them, in his, her, or their private or natural capacity or capacities, and shall be assignable or negotiable in like manner, as if they were, so issued by such private person or persons.

XVII. And be it further enacted by the authority aforesaid, That every Cashier and Clerk, before he enters into the duties of his office, shall give bonds, with two or more sureties, in such sum as may be satisfactory to the Directors, with conditions for the faithful discharge of his duty.

XVIII. And be it further enacted by the authority aforesaid, That the said Corporation shall not demand any greater interest on any loan or discount than at the rate of six per centum per annum.

XIX. And be it further enacted by the authority aforesaid, That the Directors, excepting the President, shall not be entitled to any emolument for their services; and that five Directors shall constitute a Board for the transaction of business, of whom the President shall be one, except in case of sickness or absence, in which case the Directors present may choose a Chairman for the said meeting.

XX. And be it further enacted by the authority aforesaid, That the said Bank shall be established, and the buildings necessary for the accommodation thereof erected, purchased or leased, and the business thereof at all times hereafter transacted at such place in the Town of Hamilton, in the District of Gore aforesaid, as the Directors, or the majority of them may appoint: Provided always, as soon as it may be deemed expedient, branches of the said Bank, and Offices of Deposit and Discount may be authorised by the said Directors, or the majority of them, in any other part of the said Province, under such rules and regulations, as the said Directors, or the major part of them may think proper, not repugnant to the general rules of the said Corporation.

XXI. And be it further enacted by the authority aforesaid, That if at any time after the passing of this Act, the said President, Directors and Company, shall refuse, on demand being made, at their Banking House, or any Branch or Branches hereafter to be established, during the regular hours of doing business, to redeem in specie or other lawful money of this Province, their said Bills, Notes, or other evidences of debt, issued by the said Company, the said President, Directors and Company, shall, on pain of forfeiture of their Charter, wholly discontinue and close their said Banking operations, either by way of Discount or otherwise,

until such time as the President, Directors and Company, shall resume the redemption of their Bills, Notes, or other evidences of debt, in specie or other lawful money of this Province.

XXII. And be it further enacted by the authority aforesaid, That it shall and may be the duty of the President and Cashier of the said Bank for the time being, to make a return, under oath, to the Provincial Parliament, once in each year, if required either by the Legislative Council or House of Assembly, which return shall contain a full and true account of the funds and property of the said Bank, the amount of its Capital Stock subscribed and paid, the amount of debts due to and from the said Bank, the amount of the Bills and Notes emitted by the said Bank in circulation, and the amount of specie in the said Bank, at the time of making such return.

XXIII. And be it further enacted by the authority aforesaid, That it shall be the duty of the Directors or Cashier of the Bank, to allow during the hours of business, the names of the Stockholders in the said Bank, with the amount of Stock respectively owned by them, to be taken by any Stockholder who may require the same.

XXIV. And be it further enacted by the authority aforesaid, That no-thing herein contained, shall be taken or construed to prevent the Legislature of this Province, at any time hereafter, from making such provisions as to the amount and description of Notes which may be issued by the said Bank, as may be deemed necessary; nor shall any thing herein contained, be construed to prevent the Legislature from applying to the said Bank, any provisions or restrictions which by any Act of the Parliament of this Province, may be applied or enforced with respect to any of the Banks of Upper Canada.

XXV. And be it further enacted by the authority aforesaid, That it shall and may be the duty of the President and Cashier of the said Bank for the time being, to make a return under oath to the Provincial Parliament, once in each year, if required either by the Legislative Council or House of Assembly, which return shall contain a full and true account of— Capital Stock paid in.

Bills in circulation of Five Dollars and upward, not bearing interest.

Bills in circulation under Five Dollars, not bearing interest.

Bills, and Notes in circulation, bearing interest.

Balance due to other Banks.

Cash deposited, including all sums whatsoever due from the Bank, not bearing interest, (its Bills in circulation, and balances due to other Banks excepted.)

Cash deposited bearing interest.

Total amount due from the Bank.

Of the resources of the Bank.

The Gold, Silver, and other coined metals in the Banking House.

Real Estate.

Bills of other Banks.

Balances due from other Banks.

Amounts of all debts due, including Notes, Bills of Exchange, and all Stock and Funded Debts of every description, excepting the balances due from other Banks.

Total amount of the resources of the Bank.

Rate and Amount of the last Dividend.

Amount of reserved profits at the time of declaring the last Dividend.

Amount of debts due to the Bank, and not paid, and considered doubtful.

XXVI. And be it further enacted by the authority aforesaid, That the Directors of the said Bank, shall not, upon pain of forfeiture of their charter, loan or advance any money or bills of the said Bank, to any Stockholder or Stockholders, upon the credit of the Stock which such Stockholder or Stockholders may hold in the said Bank, but shall require from the Stockholder or Stockholders endorsers, in all respects as safe and substantial as would be required from any applicants for Discounts not being Stockholders.

XXVII. And whereas, it is expedient to afford additional security to the public, against the failure of Banks in this Province, by rendering the holders of Stock in such Banks, personally liable to a certain extent beyond the amount of Stock subscribed: Be it therefore further enacted by the authority aforesaid, That the Shareholders of the said Bank shall be respectively liable for the engagements of the Company, to the extent of twice the amount of their subscribed Shares, including the amount of Stock so held as aforesaid.

XXVIII. And be it further enacted by the authority aforesaid, That the sum for which such Stockholder or Stockholders shall be so liable, beyond the amount of the original or first value of the Stock by them respectively held, shall be called in by instalments, in the same manner as such Bank may have been authorised to call in Stock originally subscribed; and in case any Stockholder or Stockholders shall neglect or refuse to pay the amount which may be so called in, the Directors of any such Bank shall be, and they are hereby authorised to

sue or prosecute, in its corporate name, in any of the Courts of Law in this Province, for such instalment; Provided always, that such sum or sums of money which may be so called in, shall only be applied towards the payment of such debts or claims as may be outstanding against such Bank: And provided also, that nothing herein contained shall extend or be construed to extend to authorise such Directors to call in, or demand any sum from the Stockholders over and above a sum sufficient to discharge such debts and claims as may be outstanding as aforesaid.

XXIX. And be it further enacted by the authority aforesaid, That in case of the failure or insolvency of any such Bank, or in case the Stockholders shall neglect or refuse to appoint Directors, within three months after the time when by law the same should be appointed, or if such Directors shall neglect or refuse to call in the several sums for which the Stockholders are so liable, as aforesaid, in the manner aforesaid, it shall and may be lawful for the Governor, Lieutenant Governor, or person administering the government of this Province, to name and appoint five Commissioners to manage the affairs of the said Bank, who shall have and exercise all the power of Directors in the settlement of the affairs of the said Bank, but shall not be authorised to carry on any other business of Banking, except the calling in so much of the several sums, for which the respective Stockholders may be liable, as shall be sufficient to discharge the sum or sums which may be due by such Bank, together with the necessary expenses attending such management.

XXX. And be it further enacted by the authority aforesaid, That this present Act of Incorporation, shall, in nowise be forfeited by non-user, at any time before the first day of January, one thousand eight hundred and thirty-nine.