

*Laws of His Majesty's Province of Upper Canada*, passed in the year 1857. Toronto: Stewart Derbishire & George Desbarats, 1857.

20 Victoria – Chapter 161

**An Act to amend the Charter of the Colonial Bank of Canada. Assented to 10th June, 1857.**

Whereas the Colonial Bank of Canada have, by their Petition prayed for certain amendments to their Charter, the better to enable them to go into operation, and it is expedient to grant the prayer of the said Petition: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

- I. The fifth, ninth, eleventh, seventeenth and thirtieth sections and the proviso to the thirty-sixth section of the Act of incorporation of lire said Bank, passed in the Session held in the nineteenth and twentieth years of Her Majesty's Reign, and generally all such parts of the said Act as may be inconsistent with or repugnant to the provisions of this Act, or make provision for any matter provided for by this Act, other than such as is hereby made, shall be and are hereby repealed.
- II. If any Shareholder or Shareholders, shall refuse or neglect to pay any instalment upon his, her or their shares of the said Capital Stock, at the lime or limes required by the Directors, pursuant to the said Act of incorporation, such Shareholder or Shareholders, shall incur a. forfeiture to the use of the said Bank, of a sum of money equal to ten pounds per centum on the amount of such shares; and moreover, it shall be lawful for the Directors of the said Bank, (without any previous formality other than thirty days' public notice of their intention) to sell at public auction the said shares or so many of the said shares as shall, after deducting the reasonable expenses of the sale, yield a sum of money sufficient, to pay the unpaid instalments due on the remainder of the said shares and the amount of forfeitures incurred upon the whole; and the President, with the Vice-President or the Cashier of the said Bank, shall execute the transfer to the purchaser of the shares of Stock so sold, and such transfer being accepted, shall be as valid and effectual in law, as if the same had been executed by the original holders of the shares of Stock thereby transferred; Provided always, that nothing in this section contained shall be held to debar the Directors or Shareholders, at a general meeting, from remitting either in whole or in part, and conditionally or unconditionally, any forfeiture incurred by the non-payment of any instalment as aforesaid; Provided further, that no shareholder who is in arrears on the calls upon the Stock, lawfully made, shall be entitled to vote at the General Meeting for the election of Directors.
- III. The stock, property, affairs and concerns of the said Bank shall continue to be managed and conducted by five Directors, one of whom shall be the President, who, excepting as is in the said Act of incorporation provided for, shall hold their offices for one year, which Directors shall be Stockholders residing in the Province, and be elected on the first Wednesday of May in every year, after such first election, at such time of the day and at such place in the City of Toronto aforesaid, as a majority of the Directors for the time being shall appoint; and public notice shall be given by the said Directors as herein provided, 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 person, or by proxy resident within this Province; and all elections for Directors shall be by ballot, and the said proxies shall only be capable of being held by and voted upon by Shareholders then present; and the five persons who shall have the greatest number of votes at any election shall be the Directors; and if it shall happen at any election, that two or more persons have an equal number of votes, in such a manner that a greater number of persons than live shall, by a plurality of votes, appear to be chosen as Directors, then the Directors who shall have had a greater number of votes, or the majority of them, shall 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 five; and the said Directors, as soon as may be after the said election, shall proceed in like manner to elect by ballot two of their number to be their President and Vice-President: Provided always, that Stockholders not residing within the Province of Canada shall be ineligible, and if any Director shall move out of this Province, his office shall be considered as vacant; and if any vacancy or vacancies should at any time happen amongst the said Directors, by death, resignation, disqualification or removal, during the current year of office, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen, by the remaining Directors, or the majority of them, electing in such place or places a Shareholder or Shareholders eligible for such office; Provided always, that no person shall be eligible to be or continue as Director unless he shall hold in his name, and for his own use, stock in the said Bank to the amount of twenty shares; Provided also, that no Director of the said Bank shall act as a Private Banker; Provided further, that the provision in case of failure of an election of Directors, contained in the sixth section of the said Act of incorporation, shall apply to this Act, as if the same had been incorporated herewith.

IV. 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 shall appear advisable, and such dividends shall be payable at such place or places as the Directors shall appoint, and of which they shall give public notice thirty days previously; Provided always, that such dividends shall not in any manner lessen or impair the Capital Stock of the said Bank.

V. The Directors, including the said President and Vice- President, shall be entitled to such emolument for their services as may be fixed by any order or resolution passed at the usual annual meeting of Shareholders; and at all meetings of the said Directors not less than three of them shall constitute a Board or quorum for the transaction of business, and at the said meetings, the President, or in his absence, the Vice-President, or in their absence one of the Directors present to be chosen *pro tempore*, shall preside, and the President, Vice-President or President *pro tempore* so presiding, shall vote as a Director, and if there be an equal division on any question, shall also have a casting vote.

VI. Any farther or special information produced and given to the Governor of the Province, under the twenty-seventh section of the said Act of incorporation shall be held by the said Governor as being produced and given in strict confidence that he shall not divulge any part of the said information.

VII. The several public notices by this Act and by the said Act of incorporation required to be given, shall be given by advertisement, in one or more of the newspapers published in the City of Toronto, and in the *Canada Gazette*, or such other Gazette as shall be generally known and accredited as the Official Gazette for the publication of official documents and notices emanating from the Civil Government of this Province, if any such Gazette be then published.

VIII. The said Bank shall not either directly or indirectly hold any lands or tenements (save and except such as by the said Act of incorporation, it is specially authorized to acquire and hold), or any ships or other vessels, or any share or shares of the Capital Stock of the said Bank, or of any other Bank in this Province; nor shall the said Bank either directly or indirectly lend money or make advances upon the security, mortgage or hypothecation (*hypothèque*) of any lands or tenements, or of any ships or other vessels, nor upon the security of any share or shares of the Capital Stock of the said Bank, or of any goods, wares or merchandize; nor shall the said Bank either directly or indirectly raise loans of money, or deal in the buying, selling or bartering of goods, wares or merchandize, or engage or be engaged in any trade whatever, except as a dealer in gold and silver bullion, bills of exchange, discounting of promissory notes and negotiable securities, and in such trade generally as legitimately appertains to the business of banking; Provided always, that the said Bank may take and hold mortgages and hypothecs on real estate, and ships, vessels and other personal property in this Province by way of additional security for debts contracted to the Bank in the course of its dealings, and also, for such purposes, may purchase and take any outstanding mortgages, judgments or other charges upon the real or personal property of any debtor of the said Bank.

IX. If any Cashier, Assistant Cashier, Manager, Clerk or servant of the said Bank, shall secrete, embezzle or abscond with any Bond, Obligation, Bill obligatory or of credit, or other Bill or Note, or any security for money, or any moneys or effects, intrusted to him as such Cashier, Assistant Cashier, Manager, Clerk or Servant, whether the same belong to the said Bank, or belonging to any other person or persons, body or bodies politic or corporate, or institution or institutions, be lodged and deposited with the said Bank, the Cashier, Assistant Cashier, Manager, Clerk or Servant, so offending, and being thereof convicted in due form of law, shall be deemed guilty of felony.

X. Every person convicted of felony under this Act shall be punished by imprisonment at hard labor in the Provincial Penitentiary, for any term not less than two years, or by imprisonment in any other Gaol or place of confinement for any less term than two years, in the discretion of the Court before which he shall be convicted.

XI. It shall be lawful to and for any Justice of the Peace, on complaint made before him, upon the oath of one credible person, that there is just cause to suspect that any one or more person or persons is or are, or hath or have been concerned in making or counterfeiting any false bills of exchange, promissory notes, undertakings or orders of the said Bank, or hath in his possession any plates, presses or other instruments, tools or materials for making or counterfeiting the same or any part thereof, by warrant under the hand of such Justice, to cause the dwelling house, room, work-shop, or out-house or other building, yard, garden, or other place, belonging to such suspected person or persons, or where any such person or persons shall be suspected of carrying on any such making or counterfeiting, to be searched; and if any such false bills of exchange, promissory notes, undertakings or orders, or any plates, presses, or other tools, instruments or materials shall be found in the custody or possession of any person or persons whomsoever, not having the same by some lawful authority, it shall and may be lawful to and for any person or persons whomsoever discovering the same, to seize, and he or they are hereby authorized and required to seize such false or counterfeit bills of exchange, promissory notes, undertakings or orders, and such plates, presses, or other tools, instruments or materials, and to carry

the same forthwith before a Justice of the Peace of the County or District (or if more convenient, of the adjoining County or District) in which the same shall be seized, who shall cause the same to be secured and produced in evidence against any person or persons who shall or may be prosecuted for any of the offences aforesaid, in some Court of Justice proper for the determination thereof, and the same, after being so produced in evidence, shall by order of the Court be defaced or destroyed, or otherwise disposed of as such Court shall direct.

XII. This Act shall be deemed a Public Act.