

CAP. LXIV.

An Act to Incorporate the Kingston Mineral Wells Company.

[9th December, 1843.]

WHEREAS certain Mineral Waters have lately been discovered in the neighbourhood of Kingston, in the Midland District of this Province, and the medicinal properties of such waters have been satisfactorily ascertained, and their efficacy in the cure of various complaints and chronic diseases has been fully proved; And whereas great benefit would arise to the public from the erection of Baths and other accommodations for persons desirous of using the said waters, and the several persons hereinafter named are desirous of being formed into an Incorporated Joint Stock Company, to be called The Kingston Mineral Wells Company, with powers to raise the capital, and to do such other acts as are necessary for accomplishing the above purpose and the several other objects connected therewith and hereinafter stated; Be it enacted, by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, that James Morton, James Bone, Charles Stuart, John Counter, Robert Aitchison, James McFarlane, and all and every such other person and persons, Body or Bodies Politic or Corporate or Collegiate, and their respective successors, executors, administrators and assigns, or such of them as shall from time to time be possessed of any share or shares in the Undertaking hereby authorized to be carried on, shall be united into a Company according to the powers and authorities hereinafter set forth or referred to, and shall be one Body Politic and Corporate by the name of "The Kingston Mineral Wells Company," and by that name shall have perpetual succession and a Common Seal, with power to break and alter such Seal, and by that name shall sue and be sued, plead and be impleaded, in all Courts, whether of Law or Equity, in this Province.

Preamble.

Proprietors
Incorporated.

II. And be it enacted, that the said Company shall be and they are hereby authorized and empowered to lay out and invest their capital, in the first place, in paying and discharging all costs, charges and expenses incurred in applying for and obtaining this Act, and all other expenses preparatory or relating thereto, and the remainder of such capital, or so much thereof as may from time to time be deemed necessary in the manner and for the purposes hereinafter mentioned,

that

Capital of the
Company how
to be laid out
and invested.

that is to say, in the erecting, fitting up, furnishing, maintaining and carrying on public and private Baths, and other conveniences connected with the use of the Mineral Waters now or at any time belonging to the said Company, and also in the erection and fitting up of houses and other buildings for the reception, accommodation and entertainment of invalids, and any other persons resorting to the said Mineral Wells ; and also in the doing, purchasing or providing whatsoever in the opinion of the Directors of the said Company, for the time being, shall be requisite or expedient for the interests of the said Company.

Company to
acquire and
hold certain
real estate.

III. And be it enacted, that it shall be lawful for the said Company to acquire by purchase, lease, mortgage or otherwise, and to hold either absolutely or conditionally, the property, lands and hereditaments belonging to James Morton, in the County of Frontenac, in the Midland District of the said Province, or any part or parts thereof whereon the said Mineral Waters have been discovered, and to lay out and apply the capital and other property for the time being, of the Company, or any moneys raised by the Company in acquiring by purchase, lease, mortgage or otherwise, such property, lands and hereditaments, or any part or parts thereof ; and that it shall also be lawful for the Company, and they are hereby empowered to acquire by purchase, mortgage or otherwise, and to hold either absolutely or conditionally, any other property, lands and hereditaments in the said County of Frontenac, in the Midland District, in this Province, and to lay out and apply the capital and other property, for the time being, of the Company, or any moneys raised by the Company, in acquiring by purchase, mortgage or otherwise, such property, lands and hereditaments in the said Province: Provided always, that the property, lands and hereditaments hereby authorized to be acquired and held by the said Company shall not exceed one thousand acres.

Power to
lease and sell
lands.

IV. And be it enacted, that it shall be lawful for the Company, from time to time, to deal with and dispose of all lands acquired and possessed, or held in trust, for the Company, or contracted for, or to which the said Company shall be entitled, or of any part thereof, by sale, exchange, mortgage, lease, or other disposition thereof which they may deem most conducive to the promoting the objects and advantage of the Company ; and the Company shall be, and they are hereby authorized and empowered to lay out and invest their capital and property, for the time being, or any moneys to be raised by them in so dealing and disposing of their lands.

Capital and
number of
shares.

V. And be it enacted, that the capital of the said Company shall be twenty five thousand pounds, and shall be divided into one thousand two-hundred and fifty shares, each, of the amount of twenty pounds ; and such shares shall be numbered in arithmetical progression, beginning with number one, and be respectively distinguished by the numbers affixed to them.

VI.

VI. And be it enacted, that all shares in the Undertaking shall be personal estate, and transmissible as such, and shall not be of the nature of real estate.

Shares to be personal estate.

VII. And be it enacted, that the Company shall keep a book, to be called the "Register Book of Shareholders," and in such book shall be fairly and distinctly entered, from time to time, the names of the several Corporations, and the names and additions of the several persons, being Shareholders of the Company, the number of shares to which such Shareholders shall be respectively entitled, distinguishing each share by its number, and the amount of the subscriptions paid on such shares; and such book shall be authenticated by the Common Seal of the Company being affixed thereto.

Registry of Shareholders.

VIII. And be it enacted, that in addition to the said Register of Shareholders, the Company shall provide a proper book, to be called "The Shareholders' Address Book," in which the Secretary shall, from time to time, enter the places of abode of the several Shareholders of the Company; and every Shareholder, or if such Shareholder be a Corporation, the Clerk or Agent of such Corporation may, at all convenient times, peruse such book, gratis, and may require a copy thereof, or of any part thereof; and for every hundred words so required to be copied, the Secretary may demand a sum not exceeding six pence.

Addresses of Shareholders.

IX. And be it enacted, that on demand of the holder of any share, the Company shall cause a certificate of the proprietorship of such share to be delivered to such Shareholder, and such certificate shall have the Common Seal of the Company affixed thereto, and such certificate shall specify the share or number of shares in the Undertaking to which such Shareholder is entitled, and the same may be according to the form in the Schedule A. to this Act annexed, or to the like effect; and for such certificate the Secretary may demand any sum not exceeding two shillings and six pence.

Certificates of Shares.

X. And be it enacted, that such certificate shall be admitted in all Courts as *primâ facie* evidence of the title of such Shareholder, his executors, administrators, successors, or assigns to the share therein specified; nevertheless, the want of such certificate shall not prevent the holder of any share from disposing thereof.

Certificate to be evidence.

XI. And be it enacted, that if any such certificate be worn out or damaged, then, upon the same being produced at some meeting of the Directors, such Directors may order the same to be cancelled, and thereupon another similar certificate shall be given to the party in whom the property of such certificate, and of the share therein mentioned, shall be at the time vested; or if such certificate be lost or destroyed, then, upon proof thereof, a similar certificate shall be given to the party entitled

Certificate to be renewed when destroyed.

entitled to the certificate so lost or destroyed, and in either case a due entry of the substituted certificate shall be made by the Secretary in the Register of Shareholders; and for every certificate so given or exchanged, the Secretary may demand any sum not exceeding two shillings and six pence.

Transfers of shares to be registered.

XII. And be it enacted, that subject to the regulations herein contained, every Shareholder may sell and transfer his shares, or any part of them, by deed in which the consideration shall be truly stated, and such deed may be according to the form in the Schedule B. to this Act annexed, or to the like effect; and the same (when duly executed) shall be delivered to the Secretary and be kept by him, and the Secretary shall enter a memorial thereof in a book to be called "The Register of Transfers," and shall endorse such entry on the Deed of Transfer, and for every such entry and endorsement the Secretary may demand any sum not exceeding five shillings; and on the request and at the option of the purchaser of any share, a new certificate shall be granted in the manner afore-mentioned, and an endorsement of such transfer shall be made on the certificate of such share and new certificate, and for such endorsement the Secretary may demand any sum not exceeding five shillings, and such endorsement being signed by the Secretary, shall be considered in every respect the same as a new certificate; and until such transfer shall have been so delivered to the Secretary as aforesaid, the seller of such share shall remain liable for all future calls, and the purchaser of the share shall not be entitled to receive any share of the profits of the said undertaking, or to vote in respect of such share.

Transfer not to be made until calls paid.

XIII. And be it enacted, that no Shareholder shall be entitled to transfer any share until he shall have paid all calls, for the time being, due on every share held by him.

Closing of transfer books.

XIV. And be it enacted, that the Directors may close the Register of Transfers for a period not exceeding fourteen days previous to each ordinary meeting, and may fix a day for the closing of the same, of which seven days' notice shall be given by advertisement in some newspaper as after-mentioned; and any transfer made during the time when the books are so closed, shall, as between the Company and the party claiming under the same, but not otherwise, be considered as made subsequently to such ordinary meeting.

Transmission of shares by other means than transfer to be authenticated by a declaration.

XV. And with respect to the registration of shares, the interest in which may become transmitted in consequence of the death, or bankruptcy, or insolvency of any shareholder, or in consequence of the marriage of a female Shareholder, or by any other legal means than by a transfer according to the provisions of this Act; Be it enacted, that no person claiming by virtue of any such transmission, shall
be

be entitled to receive any share of the profits of the said undertaking, nor to vote in respect of any such share as the holder thereof, until such transmission have been authenticated by a declaration in writing as hereinafter mentioned, or in such other manner as the Directors shall require; and every such declaration shall state the manner in which, and the party to whom such share shall have been so transmitted, and shall be made and signed by some credible person before a Justice, or before a Master or Master Extraordinary in the Court of Chancery, and such declaration shall be left with the Secretary, and thereupon he shall enter the name of the person entitled under such transmission in the register-book of Shareholders of the Company whereby such person shall be and become a Shareholder in the said undertaking; and for every such entry the Secretary may demand any sum not exceeding five shillings.

XVI. And be it enacted, that if such transmission be by virtue of the marriage of a female Shareholder, the said declaration shall contain a copy of the register of such marriage, and shall declare the identity of the wife with the holder of such share; and if such transmission have taken place by virtue of any testamentary instrument, or by intestacy, the probate of the will, or letters of administration, or an official extract therefrom, shall, together with such declaration, be produced to the Secretary; and upon such production in either of the cases aforesaid, the Secretary shall make an entry of the declaration in the said register of transfers.

Proof of transmission by marriage, will, &c.

XVII. And be it enacted, that with respect to any share to which several persons may be jointly entitled, all notices directed to be given to the Shareholders shall be given to such of the said persons whose name shall stand first in the register of Shareholders, and notice so given shall be sufficient notice to all the proprietors of such share, unless any such joint proprietor shall, by writing under his hand, request such notice to be given to any other or all such joint proprietors.

Notices to joint proprietors of shares.

XVIII. And be it enacted, that if any money be payable to any Shareholder, being a minor, idiot, or lunatic, the receipt of the guardian of such minor, or the receipt of the committee of such idiot or lunatic, shall be a sufficient discharge to the Company for the same.

Receipts for money payable to minors, &c.

XIX. And be it enacted, that the Company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, to which any of the said shares may be subject, and the receipt of the party in whose name any such share shall stand in the books of the Company, shall from time to time be a sufficient discharge to the Company for any dividend or other sum of money payable in respect of such share; notwithstanding any trusts to which such share may then be subject, and whether or not the Company have had notice of such trust; and

Company not bound to regard trusts.

and the Company shall not be bound to see to the application of the money paid upon such receipt.

Power to make calls.

XX. And be it enacted, that from time to time, the Company may make such calls of money upon the respective Shareholders in respect of the amount of capital, respectively subscribed, or owing by them as they shall think fit, provided that thirty days' notice at the least be given of each call, and that no call exceed the amount of five pounds per share, and that successive calls be made at not less than the interval of three months, and that the aggregate amount of calls made in any one year do not exceed the amount of twelve pounds ten shillings per share, and every Shareholder shall be liable to pay the amount of the call so made in respect of the shares held by him, to the persons and at the times and places from time to time appointed by the Company.

Interest on calls unpaid.

XXI. And be it enacted, that if before, or on the day appointed for payment, any Shareholder do not pay the amount of any call to which he may be liable, then such Shareholder shall be liable to pay interest for the same, at the rate of six pounds per centum, per annum, from the day appointed for the payment thereof to the time of the actual payment.

Payment of subscriptions before call.

XXII. And be it enacted, that the Company may, if they think fit, receive from any of the Shareholders, willing to advance the same, all or any part of the moneys due upon their respective shares beyond the sums actually called for; and upon the principal moneys so paid in advance, or so much thereof as from time to time shall exceed the amount of the calls made upon the shares in respect of which such advance shall have been made, the Company may pay interest at such rate, not exceeding six pounds per centum, per annum, as the Shareholder paying such sum in advance and the Company shall agree upon.

Enforcement of calls by action.

XXIII. And be it enacted, that if at the time appointed by the Company for the payment of any call, the holder of any share fail to pay the amount of such call, the Company may sue such Shareholder for the amount thereof in any court of law or equity having competent jurisdiction, and may recover the same with interest, at the rate of six pounds per centum, per annum, from the day on which such call may have been made payable.

Declaration in action for call.

XXIV. And be it enacted, that in any action to be brought by the Company against any Shareholder to recover any money due for any call, it shall not be necessary to set forth the special matter, but it shall be sufficient for the Company to declare that the defendant is a holder of one share or more in the Company (stating the number of shares), and is indebted to the Company in the sum of money
to

to which the calls in arrear shall amount in respect of one call or more upon one share or more (stating the number and amount of each of such calls), whereby an action hath accrued to the Company by virtue of this Act.

XXV. And be it enacted, that on the trial of such action, it shall be sufficient to prove, that the defendant, at the time of making such call, was a holder of one share or more in the Company, and that such call was in fact made, and such notice thereof given, as is directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon the Company shall be entitled to recover what shall be due upon such call, with interest thereon, unless it shall appear either that any such call exceeds the amount of five pounds per share, or that due notice of such call was not given, or that the interval of three months between two successive calls had not elapsed, or that calls amounting to more than the sum of twelve pounds ten shillings, in one year, had been made.

Matter to be proved in action for calls.

XXVI. And be it enacted, that the production of the Register-Book of Shareholders of the Company shall be *primâ facie* evidence of such defendant being a Shareholder, and of the number and amount of his shares, and of the sums paid in respect thereof.

Proof of proprietorship.

XXVII. And be it enacted, that if the holders of any share fail to pay a call payable by him in respect thereof, together with the interest, if any, that shall have accrued thereon, the Directors, at any time after the expiration of one month from the day appointed for payment of such call, may declare such share forfeited, and that whether the Company have sued for the amount of such call or not.

Forfeiture of shares for non-payment of calls.

XXVIII. And be it enacted, that before declaring any share forfeited, the Directors shall cause notice of such intention to be left at the usual or last known place of abode of the person appearing by the Register-Book of Proprietors to be the Proprietor of such share; and if the Proprietor of any such share be abroad, or if the interest in any such share shall be known by the Directors to have become transmitted otherwise than by transfer, as hereinbefore mentioned, but a declaration of such transmission shall not have been registered as aforesaid, and so the address of the parties to whom the same may have been transmitted shall not be known to the Directors, the Directors shall give public notice of such intention in the Canada Gazette, and also by advertisement in a newspaper as hereinafter provided, and the several notices aforesaid shall be given twenty-one days at least before the Directors shall make such declaration of forfeiture.

Notice of forfeiture to be given before declaration thereof.

XXIX.

Forfeiture to be confirmed by a general meeting.

XXIX. And be it enacted, that such declaration of forfeiture shall not take effect so as to authorize the sale or other disposition of any share until such declaration have been confirmed at some general meeting of the Company, to be held after the expiration of two months, at the least, from the day on which such notice of intention to make such declaration of forfeiture shall have been given, and it shall be lawful for the Company to confirm such forfeiture at any such meeting, or at any subsequent general meeting, to direct the share so forfeited to be sold or otherwise disposed of; and after such confirmation, the Directors may sell the forfeited share either by public auction or private contract, and if there be more than one such forfeited share, then either separately or together, or in lots, as to them shall seem fit.

Sale of forfeited shares.

Evidence as to forfeiture of shares.

XXX. And be it enacted, that a declaration in writing by an officer or servant of the Company, or by some credible person (not interested in the matter,) made before any Justice, or before any Master or Master Extraordinary in the Court of Chancery, that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore required, shall be sufficient evidence of the facts therein stated; and such declaration, and the receipt of the Secretary of the Company for the price of such share, shall constitute a good title to such share, and thereupon such purchaser shall be deemed the proprietor of such share, discharged from all calls made prior to such purchase; and a certificate of proprietorship shall be delivered to such purchaser, upon his signing the undertaking to hold the said shares so purchased to him as aforesaid, subject to the provisions of this Act, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to any such sale.

No more shares to be sold than sufficient for payment of calls.

XXXI. And be it enacted, that the Company shall not sell or transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter on account of any calls, together with interest, and the expenses attending such sale and declaration of forfeiture; and if the money produced by the sale of any such forfeited share be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expenses attending the declaration of forfeiture and sale thereof, the surplus shall, on demand, be paid to the defaulter, or in default thereof, applied in and towards satisfaction of any calls made thereafter, but prior to such demand being made, as last aforesaid, in respect of the remaining unsold shares of such defaulter.

On payment of calls before

XXXII. And be it enacted, that if payment of such arrears of calls and interest and expenses be made before any share so forfeited and vested in the Company shall

shall have been sold, such share shall revert to the party to whom the same belonged before such forfeiture, in such manner as if such calls had been duly paid.

sale, forfeited shares to revert.

XXXIII. And be it enacted, that no Shareholder of the Company shall be liable for or charged with the payment of any debt or demand due from the Company beyond the extent of his share in the capital of the Company not then paid up.

Extent of liability of shareholders.

XXXIV. And be it enacted, that if any execution, either at law or in equity, shall have been issued, taken out, or used against the lands, property or effects of the Company, and if there cannot be found sufficient whereon to levy such execution, then such execution may be issued against any of the Shareholders of the Company to the extent of their shares, respectively, in the capital of the Company not then paid up: Provided always, that no such execution shall issue against any Shareholder, except upon an order of the Court in which the action, suit, or other proceeding shall have been brought or instituted, made upon motion in open Court after thirty days' notice in writing to the persons sought to be charged; and upon such motion, such Court may order execution to issue accordingly; and for the purpose of ascertaining the names of the Shareholders and the amount of capital remaining to be paid upon their respective shares, it shall be lawful for any person entitled to any such execution, at all reasonable times, to inspect the Register-Book of Shareholders without fee.

Execution against shareholders to the extent of capital not paid up.

XXXV. And be it enacted, that if by means of any such execution any Shareholder shall have paid any sum of money beyond the amount then due from him in respect of calls already made, and for interest thereon, if any, and all costs and expenses in respect thereof, he shall forthwith be reimbursed such additional sum by the Directors out of the funds of the Company.

Reimbursement.

XXXVI. And be it enacted, that in case the money hereby authorized to be raised shall be found insufficient for the purposes of the Company, it shall be lawful for the Company to borrow on mortgage or bond such sums of money as shall, from time to time, be authorized to be borrowed by an order of a general meeting of the Company, not exceeding in the whole the sum of twenty-five thousand pounds; and for securing the re-payment of the money so borrowed, with interest, to mortgage all or any of the lands and hereditaments, or other property of the Company, and the future calls on the Shareholders of the Company, and to give bonds or mortgages in manner hereinafter mentioned.

Power to borrow money.

XXXVII. And be it enacted, that if after having borrowed any part of the money so authorized to be borrowed on mortgage or bond, the Company pay off the same, it shall be lawful for them again to borrow the amount so paid off, and

Re-borrowing.

so

so from time to time; but such power of re-borrowing shall not be exercised without the authority of a general meeting of the Company, unless the money be so re-borrowed in order to pay off any existing mortgage or bond.

Rights of
Mortgagees.

XXXVIII. And be it enacted, that the respective mortgagees shall be entitled, one with another, to their respective proportions of the rents, lands and premises comprised in such mortgage, and of the future calls payable by the Shareholders of the Company, according to the respective sums in such mortgages mentioned to be advanced by such mortgagees, respectively, and to be repaid the sums so advanced, with interest, without any preference one above another, or above the bond-creditors of the Company, by reason of priority of the date of any such mortgage, or of the meeting at which the same was authorized, or on any other account whatsoever.

Rights of
Obligees.

XXXIX. And be it enacted, that the respective obligees in such bonds shall proportionally, according to the amount of the moneys secured thereby, be entitled to be paid out of the property or effects of the Company, and of the future calls payable by the Shareholders of the Company, the respective sums in such bonds mentioned, and thereby intended to be secured, without any preference one above another, or above the mortgagees of the Company, by reason of priority of date of any such bond, or of the meeting at which the same was authorized, or otherwise howsoever.

Register of
Mortgages and
Bonds.

XL. And be it enacted, that a Register of mortgages and bonds shall be kept by the Secretary, and within fourteen days after the date of any such mortgage or bond, an entry or memorial, specifying the number and date of such mortgage or bond, and the names of the parties thereto, with their proper additions, shall be made in such Register; and such Register may be perused at all reasonable times by any of the Shareholders, or by any mortgagee or bond creditor of the undertaking, or by any person interested in any such mortgage or bond, without fee or reward.

Transfer of
Mortgages and
Bonds; and
Form.

XLI. And be it enacted, that from time to time any party entitled to any such mortgage or bond, may transfer his right and interest therein to any other person by deed, wherein the consideration shall be truly stated; and every such transfer may be according to the form in the Schedule E. to this Act annexed, or to the like effect.

Entry of
transfers of
Mortgages and
Bonds.

XLII. And be it enacted, that within thirty days after the date of every such transfer, if executed within the Province of Canada, or otherwise, within thirty days after the arrival thereof in the said Province, it shall be produced to the Secretary,

Secretary, and thereupon the Secretary shall cause an entry or memorial thereof to be made, in the same manner as in the case of the original mortgage; and after such entry, every such transfer shall entitle the transferee, his executors, administrators or assigns, to the full benefit of the original mortgage or bond in all respects; and no party having made such transfer shall have power to make void, release or discharge the mortgage or bond so transferred, or any money thereby secured; and for such entry the Secretary may demand a sum not exceeding the amount of two shillings and six pence.

XLIII. And be it enacted, that the interest of the money borrowed upon any such mortgage or bond shall be payable and paid half yearly, to the several parties entitled thereto, and in preference to any dividends payable to the Shareholders of the Company.

Payment of interest on loans.

XLIV. And be it enacted, that the Company may, if they think proper, fix a period for the repayment of the principal money so borrowed, with the interest thereof, and in such case the Company shall cause such period to be inserted in the mortgage deed or bond, and upon the expiration of such period, the principal sum, together with the arrears of interest thereon, shall be paid to the party entitled to such mortgage or bond.

Repayment of money borrowed at a time fixed.

XLV. And be it enacted, that if no time be fixed in the mortgage deed or bond for the re-payment of the money so borrowed, the party entitled to the mortgage or bond may, at the expiration, or at any time after the expiration of twelve months from the date of such mortgage or bond, demand payment of the principal money thereby secured, with all arrears of interest, upon giving six months' previous notice for that purpose, and the Company may, at all times, pay off the money borrowed, or any part thereof, on giving the like notice; and such notice, if given by a mortgagee, or bond-creditor, shall be by writing delivered to the Secretary; and if given by the Company, shall be by writing, given either personally to such mortgagee or bond-creditor, or if such mortgagee or bond-creditor be unknown or cannot be found, such notice shall be given by advertisement in the Canada Gazette, and in some newspaper as after mentioned; and at the expiration of the said notice, when given by the Company, interest shall cease to be payable on the money secured by such mortgage or bond, unless, on demand of such money, the Company fail to pay the same, pursuant to such notice.

Repayment of money borrowed when no time fixed.

XLVI. And in order to provide for the recovery of the arrears of interest and costs, or of the principal and interest and costs of any such mortgage or bond, at the respective times at which such interest, or such principal and interest and costs become due; Be it enacted, that if such interest, or any part thereof, shall, for thirty

For enforcing payment of interest in arrear.

thirty days after the same shall have become due, and demand thereof shall have been made in writing, remain unpaid, the mortgagee or bond-creditor may either sue for the interest so in arrear, by action of debt in any of the Superior Courts, or he may require the appointment of a Receiver, by an application to be made as hereinafter provided.

For enforcing payment of Principal and Interest.

XLVII. And with respect of such principal money, interest and costs; Be it enacted, that if such principal money and interest be not paid within two months after the same has become payable, and after demand thereof in writing, the mortgagee or bond-creditor may sue for the same in any of the Superior Courts of Law or Equity, or if his debt amount to the sum of one hundred pounds, he may alone, or if his debt does not amount to the sum of one hundred pounds, he may, in conjunction with other mortgagees or bond-creditors, whose debts being so in arrear after demand as aforesaid, shall, together with his, amount to the sum of two hundred pounds, require the appointment of a Receiver, by an application to be made as hereinafter provided.

Appointment of Receiver.

XLVIII. And be it enacted, that every such application for a Receiver, in the cases aforesaid, shall be made to any one of the Judges of the Courts of Law or Equity in this Province, or to the Judge of the District Court for the Midland District, and on any such application so made, and after hearing the parties, it shall be lawful for such Judge, by order in writing, to appoint some person to receive the whole or a competent part of the sums liable to the payment of such interest, or such principal and interest, as the case may be, until such interest, or until such principal and interest, as the case may be, together with all costs, including the charges of receiving the sums aforesaid, be fully paid; and upon such appointment being made, all such sums of money as aforesaid shall be paid to and received by the person so to be appointed; and the money so to be received shall be so much money received by or to the use of the party to whom such interest, or such principal and interest, as the case may be, shall be then due, and on whose behalf such Receiver shall have been appointed; and after such interest and costs, or such principal interest and costs, have been so received, the power of such Receiver shall cease.

Mortgagees not to vote.

XLIX. And be it enacted, that no party shall, in right of any mortgage, be deemed a Shareholder, or be capable of acting or voting as such at any meeting of the Company.

Access to Account Books.

L. And be it enacted, that at all reasonable times the books of account of the Company shall be open to the inspection of the respective mortgagees and bond-creditors thereof, with liberty to take extracts therefrom without fee or reward.

LI. And be it enacted, that it shall be lawful for the Company, with the consent of any extraordinary meeting of the Shareholders, specially convened for that purpose, from time to time to raise, by contribution amongst themselves, or by the admission of other persons as subscribers to the said undertaking, or in part by each of those means, a further sum or further sums of money, not exceeding in the whole the sum of twenty-five thousand pounds, in shares of twenty pounds each, in such manner and upon such terms and conditions, and under such regulations as shall be approved and agreed upon at such meeting; and such shares shall be numbered in regular succession from and in continuation of the numbers affixed to the shares of the Company then already issued, in arithmetical progression, and every such share shall always be distinguished by the number to be appointed to the same.

Power to enlarge Capital.

LII. And be it enacted, that the holders of the said new shares, so long as the deposits and calls paid in respect thereof shall amount to less than the sums called for and payable in respect of the said original shares, shall only be entitled to such an amount of dividend in respect thereof, in case any dividend be then declared and become payable under the provisions of this Act as by the meeting of proprietors authorizing the creation of the new capital, in aid of which such new shares may have been issued, shall be declared and agreed upon.

Owners of new shares to be entitled only to dividend in respect of the amount paid up on their shares agreed upon at the creation of the New Capital.

LIII. And be it enacted, that the capital so to be raised by the creation of new shares shall be considered as part of the general capital, and shall be subject to the same provisions in all respects, whether with reference to the payment of calls, and interest upon arrears thereof, or the forfeiture of shares on non-payment of calls or otherwise, as if it had been part of the original capital, except as to the time of making calls for such additional capital, and the amount of such calls which, respectively, it shall be lawful for the Company, from time to time, to fix as they shall think fit.

New Capital to be considered as part of the original Capital and the shares to be liable to the same provisions.

LIV. And be it enacted, that if at the time of any such augmentation of capital taking place by the creation of new shares, the then existing shares of the Capital Stock of the Company be at a premium or of greater actual value than the nominal value thereof, then the sum so to be raised shall be divided into shares of such amounts as will conveniently allow the said sum to be apportioned among the then Shareholders, in proportion to the existing shares held by them, respectively; and such new shares shall be offered to the then Shareholders in the proportion of one for every existing share held by them, respectively; and such offer shall be made by letter, under the hand of the Secretary, given to or sent by post to each Shareholder, or left at his usual or last place of abode; and such new Shares shall vest in and belong to the Shareholders who shall accept

If old shares at premium new shares to be offered to original shareholders.

accept the same and pay the value thereof to the Company at the time, and by the instalments which shall be fixed by the Company; and if any Shareholder fail for one month after such offer of new Shares to accept the same and pay the instalments called for in respect thereof, it shall be lawful for the Company to dispose of such shares to any party willing to become the purchaser thereof, for such sum as the Company can obtain for the same, or in such other manner as may be deemed expedient.

If not at a premium to be issued as Company think fit.

LV. And be it enacted, that if at the time of such augmentation of capital taking place the existing shares of the Capital Stock of the Company be not at a premium, then such new shares may be of such amount, and may be issued in such manner as the Company shall think fit.

Ordinary Meetings to be held yearly.

LVI. And with respect to general meetings of the Company; Be it enacted, that the first general meeting of the Shareholders of the Company shall be held within three months after the passing of this Act; and the future annual general meetings shall be held in the month of February in each year, and the meetings appointed to be held as aforesaid shall be called "ordinary meetings."

Business at ordinary meetings.

LVII. And be it enacted, that no determination or resolution at any ordinary meeting on any matters, except such as are directed by this Act to be transacted at an ordinary meeting, shall be binding upon the Company, unless either the same be confirmed by a subsequent meeting, of which meeting and of which determination or resolution, reasonable notice shall be given by the Secretary of the Company, or unless special notice of such extraordinary matters be given in the advertisement convening such first mentioned ordinary meeting.

Extraordinary meetings.

LVIII. And be it enacted, that every meeting of the Shareholders, other than an ordinary meeting, shall be called an "extraordinary meeting," and such meetings may be convened by the Directors at such times and in such places as they may think fit.

Business at extraordinary meetings.

LIX. And be it enacted, that no extraordinary meeting shall enter upon any business not set forth in the requisition, or in the notice upon which it shall have been convened.

Extraordinary meetings convened by shareholders.

LX. And be it enacted, that it shall be lawful for ten or more Shareholders, holding in the aggregate two hundred shares, to the amount of four thousand pounds, by writing under their hands, at any time to require the Directors to call an extraordinary meeting of the Company; and such requisitions shall fully express the object of the meeting required to be called, and shall be left at the office
of

of the Company, or given at least to three Directors, or left at their last or usual places of abode; and forthwith upon the receipt of such requisition, the Directors shall convene a meeting of the Shareholders, and if, for fourteen days after such notice, the Directors fail to call such meeting, the said number of Shareholders, qualified as aforesaid, may call such meeting by giving twenty-one days' public notice thereof.

LXI. And be it enacted, that ten days public notice, at the least, of all meetings, whether ordinary or extraordinary, shall be given by advertisement, which shall specify the place, the day, and the hour of meeting; and every notice of an extraordinary meeting shall specify the purpose for which the same is called.

Notice of meetings.

LXII. And be it enacted, that in order to constitute a meeting, whether ordinary or extraordinary, there shall be present, either personally or by proxy, twenty or more Shareholders, holding in the aggregate two hundred shares, to the amount of four thousand pounds, and the Shareholders present at any such meeting shall proceed in the execution of the powers of the Company by this Act authorized; and if within one hour from the time appointed for such meeting the said number of Shareholders, qualified as aforesaid be not present, no business shall be transacted at the meeting, but the same shall be held to be adjourned *sine die*.

Quorum for a general meeting.

LXIII. And be it enacted, that at every meeting of the Company, one or other of the following persons shall preside as Chairman, that is to say, some one of the Directors of the Company to be chosen for that purpose by the Directors present, or in the absence of all the Directors, any Shareholder to be chosen for that purpose at such meeting.

Chairman at general meetings.

LXIV. And be it enacted, that every meeting of the Shareholders may be adjourned from time to time, and no business shall be transacted, at any adjourned meeting, other than the business left unfinished at the meeting from which such adjournment took place.

Adjourned meetings.

LXV. And be it enacted, that at all meetings of the Company, every Shareholder shall be entitled to vote according to the scale of voting hereinafter mentioned, that is to say, every Shareholder possessing one share, and not more than three shares, shall have one vote, and every Shareholder possessing more than three shares, an additional vote for every three of such shares beyond the number of such first three shares, but no body or person shall have more than ten votes, and no Shareholder shall be entitled to vote at any meeting, unless he shall have paid all the calls then payable upon all the shares held by him.

Votes of shareholders at general meetings.

LXVI.

Manner of
voting.

LXVI. And be it enacted, that such votes may be given either personally or by proxies, the holders of such proxies being Shareholders, authorized by writing according to the form of the Schedule F. to this Act annexed, or in a form to the like effect, under the hand of the Shareholders nominating such proxy, or if such Shareholder be a Corporation, then under their Common Seal; and every proposition at any such meeting shall be determined by show of hands, or upon demand of any proprietor after such show of hands, by the majority of the votes of the parties present, including proxies, the Chairman of the meeting being entitled to vote not only as a principal or proxy, but to have a casting vote if there be an equality of votes.

Regulation as
to proxies.

LXVII. And be it enacted, that no person shall be entitled to vote as a proxy, unless the instrument appointing such proxy have been transmitted to the Clerk or Secretary of the Company, ten clear days before the holding of the meeting at which such proxy is to be used, and that no person shall at any one meeting represent as proxy more than five Shareholders; neither shall any person, not being a Shareholder qualified to vote, be entitled to speak at any meeting in right of any proxy which he may hold on behalf of any absent Shareholder.

Votes of joint
shareholders.

LXVIII. And be it enacted, that if several persons be entitled to a share, the person whose name stands first on the Register of Shareholders as one of the holders of such share shall, for the purpose of voting at any meeting be deemed the sole proprietor thereof, and on all occasions the vote of such first named Shareholder alone, either in person or by proxy, shall be allowed as the vote in respect of such share, and no proof of the concurrence of any other holder thereof shall be requisite.

Votes of lunatics
and minors.

LXIX. And be it enacted, that if any Shareholder be a lunatic or idiot, such lunatic or idiot may vote by his committee; and if any Shareholder be a minor, he may vote by his guardian or any one of his guardians, and every such vote may be given either in person or by proxy.

Directors
named in Act.

LXX. And be it enacted, that the number of Directors shall be five, and that James Morton, James Bone, Charles Stuart, John Counter and Robert Aitchison shall be the first Directors of the Company.

Election of
future Direc-
tors.

LXXI. And be it enacted, that the Directors appointed by this Act shall continue in office until the ordinary meeting to be held in the year one thousand eight hundred and forty-five, and at such meeting the Shareholders present, personally or by proxy, may either continue in office the Directors appointed by this Act, or may elect a new body of Directors, the Directors appointed by this Act being eligible

eligible as members of such new body; and at the ordinary meeting to be held every year thereafter, the Shareholders present, personally or by proxy, shall elect persons to supply the places of the Directors then retiring from office, agreeably to the provisions hereinafter contained; and the several persons elected at any such meeting being neither removed nor disqualified, nor having resigned, shall continue to be Directors until others are elected in their stead, as hereinafter mentioned.

LXXII. And be it enacted, that no person shall be capable of being a Director, unless he be a Shareholder possessed of five shares, and that no person holding an office, or place of trust or profit under the Company, or interested in any contract with the Company, shall be capable of being a Director, and that no Director shall be capable of being interested in any contract with the Company during the time he shall be a Director, or of accepting any other office or place of trust or profit under the Company, except the offices of Banker and Treasurer, or any other office authorized and approved at a general meeting of the Shareholders.

Qualifications
of Directors.

LXXIII. And in order to provide for the accident of a sufficient number of Shareholders not being present at any meeting at which Directors are to be elected; Be it enacted, that if at any meeting at which an election of Directors ought to take place, twenty Shareholders, holding in the aggregate shares to the amount of two hundred shares, shall not be present either personally or by proxy, within one hour from the hour appointed for the meeting, no election of new Directors or re-election of existing Directors, shall be then made, nor shall any business be then transacted, but in such case, at the expiration of fourteen days from the day of such intended meeting, another meeting shall be held at the same hour and place; and if at such other meeting the said number of Shareholders so qualified as aforesaid, be not there present as aforesaid, personally or by proxy, within one hour from the hour fixed for the meeting, such meeting shall stand adjourned to the following day, at the same hour and place; and if at the meeting so adjourned the said number of Shareholders so qualified as aforesaid, be not present within one hour from the hour appointed for the meeting, the existing Directors shall continue to act and retain their powers until new Directors be appointed at the ordinary meeting of the following year.

Failure of
meeting for
election of Di-
rectors.

LXXIV. And be it enacted, that if any of the Directors, at any time subsequently to his election, accept, or continue to hold any other office or place of trust or profit under the Company, except both or either of the offices of Banker and Treasurer, or be either directly or indirectly concerned in any contract with the Company, or participate in any manner in the profits of any work to be done for the Company, or if such Director at any time cease to be a holder of thirty Shares
in

Cases in which
office of Direc-
tors shall be-
come vacant.

in the Capital of the Company, then, in any of the cases aforesaid, the office of such Director shall become vacant, and thenceforth the person in respect of whom the office of Director shall so have become vacant, shall cease from voting or acting as a Director.

Occasional vacancies in office of Directors to be supplied.

LXXV. And be it enacted, that if any Director of the Company die or resign, or become disqualified, or incompetent to act as a Director, or cease to be a Director by any other cause than that of going out of office by rotation as aforesaid, the remaining Directors, if they think proper so to do, may elect in his place some other Shareholder duly qualified to be a Director; and the Shareholder so elected to fill up any such vacancy, shall continue in office as a Director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

Powers of the Company to be exercised by the Directors.

LXXVI. And with respect to the exercise of the powers of the Company; Be it enacted, that the Directors shall have the management and superintendence of the affairs of the Company, and they may lawfully exercise all the powers of the Company, except as to such matters as are directed by this Act to be transacted by a general meeting of the Company; and amongst other powers to be exercised by the Directors, they may use and affix, or cause to be used and affixed, the Seal of the Company to any document or paper which, in their judgment, may require the same; they may fix the salaries of all Officers, except the salaries of themselves and of the Auditors and Treasurer; they may make and enforce the calls upon the shares of the respective Shareholders; they may declare the forfeiture of all shares on which such calls are not duly paid, subject to the confirmation of the general meeting, as aforesaid; they may appoint the times and places of holding ordinary and extraordinary meetings; they may make any payments, and enter into all contracts for the execution of the purposes of the Company, and for all other matters necessary for the transaction of its affairs; they may generally deal with, treat, sell, and dispose of, and exercise all other acts of ownership over the lands, property and effects of the Company, for the time being, in such manner as they shall deem expedient and conducive to the benefit of the Company, in such and the same manner as if the same lands, property and effects were held and owned according to the tenure, and subject to the liabilities, if any, from time to time, affecting the same, not by a Body Corporate, but by any of Her Majesty's subjects being *sui juris* and of full age; they may, from time to time, appoint and displace all such officers, agents and servants as they shall deem requisite for the management and care of the property and affairs, or for the efficient exercise of the powers of the Company; they may make By-laws for the regulation of the affairs of the Company; but all the powers so to be exercised shall be exercised in accordance with and subject to the provisions of this Act in that behalf, and the exercise

exercise of all such powers shall be subject also to the control and regulation of any general meeting specially convened for the purpose, but not so as to render invalid any act done by the Directors prior to any resolution passed by such general meeting.

LXXVII. And be it enacted, that the following powers of the Company, that is to say, the choice and removal of Directors, Auditors, and Treasurer (unless in the events hereby specially authorized), the determination as to the remuneration of the Directors and of the Auditors, the determination as to the borrowing of money on mortgage, the determination as to the augmentation of capital and the declaration of dividends, shall be exercised only at a general meeting of the Company.

Certain powers of the Company not to be exercised by the Directors.

LXXVIII. And be it enacted, that the Directors shall hold meetings at such times and places as they shall appoint for the purpose, and they may meet and adjourn, as they think proper, from time to time and from place to place, and at any time any two of the Directors may require the Secretary to call a meeting of the Directors; and in order to constitute a meeting of Directors, there shall be present, at the least, three of the Directors, and all questions, matters and things considered at any such meeting shall be determined by the majority of votes, and no Director, except the Chairman, shall have more than one vote at any such meeting; the Chairman, in addition to his vote as one of the Directors, shall have a casting vote as Chairman.

Meetings of Directors.

LXXIX. And be it enacted, that the Directors may appoint one or more Committees, consisting of such number of Directors as they may think fit, and may grant to any such Committee power on behalf of the Company, to do any acts relating to the affairs of the Company which the Directors shall, from time to time, think proper to intrust to such Committee, except to make calls for money upon the Shareholders.

Committee of Directors.

LXXX. And be it enacted, that such Committee may meet from time to time, and may adjourn from place to place, as they think proper, for carrying into effect the purposes of their appointment; and no such Committee shall exercise the powers intrusted to them except at a meeting at which there shall be present at least three of its members; and at all meetings of the Committees one of the members present shall be appointed Chairman, and all questions at any meeting of the Committee shall be determined by a majority of the members present, and in case of an equal division of votes, the Chairman shall have a casting vote, in addition to his own vote as a member of the Committee.

Meetings of Committee.

LXXXI.

Proceedings
to be entered in
a book and to
be open for in-
spection.

LXXXI. And be it enacted, that the Directors shall cause notes, minutes, or copies, as the case may require, of all appointments made or contracts entered into by the Directors and Committees of Directors, to be duly entered in books, to be from time to time provided for the purpose, which shall be kept under the superintendence of the Directors, and every such entry shall be signed by the Chairman of the meeting at which the matter in respect of which such entry is made, was moved or dismissed, at or previously to the next meeting of the said Company, Directors, or Committee of Directors, as the case may be; and such entry so signed shall be received as evidence in all Courts and before all Judges, Justices, and others, without proof of such respective meetings having been duly convened, or of the persons making or entering such orders or proceedings being Shareholders or Directors, or members of Committee, respectively, or of the signature of the Chairman, all of which last mentioned matters shall be presumed; and all such books shall, at all reasonable times, be open to the inspection of any of the Shareholders.

Informalities
in appointment
of Directors
not to invali-
date proceed-
ings.

LXXXII. And be it enacted, that all acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding it may be afterwards discovered that there was some defect or error in the appointment of any person attending such meeting as a Director, or acting as aforesaid, or that such person was disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Director.

Indemnity of
Directors.

LXXXIII. And be it enacted, that no Director, by being a party to, or making, signing, or executing, in his capacity of Director, any contract or other instrument on behalf of the Company, or otherwise lawfully executing any of the powers given to the Directors, shall be subject to be sued or prosecuted, either collectively or individually, by any person whomsoever; and the bodies, or goods, or lands of the Directors, or any of them, shall not be liable to execution of any legal process by reason of any contract or other instrument so entered into, signed, or executed by them or any of them, or by reason of any other lawful act done by them or any of them in the execution of any of their powers as Directors; and the Directors, their Heirs, Executors and Administrators, shall be indemnified out of the capital of the Company for all payments made and liability incurred in respect of any acts done by them, and for all losses, costs and damages which they may incur in the execution of the powers granted to them; and the Directors for the time being of the Company shall apply the existing funds and capital of the Company for the purposes of such indemnity; and shall, if necessary for that purpose, make calls of the capital remaining unpaid.

Election of
Auditors.

LXXXIV. And with respect to the appointment of Auditors; Be it enacted, that the Company shall, at the first ordinary meeting in one thousand eight hundred

hundred and forty-five, and in every succeeding year, elect two Auditors in like manner as is provided for the election of Directors; and every Auditor so elected, being neither removed nor disqualified, nor having resigned, shall continue to be an Auditor until another be elected in his stead.

LXXXV. And be it enacted, that every Auditor shall have at least five shares in the capital of the Company, and he shall not hold any office in the Company, nor be in any other manner interested in its concerns, except as a Shareholder.

Qualification
of Auditors.

LXXXVI. And be it enacted, that if any vacancy take place among the Auditors in the course of the current year, then at any general meeting of the Company the vacancy may, if the Company think fit, be supplied by election of the Shareholders.

Vacancies
in office of Au-
ditor.

LXXXVII. And be it enacted, that the provision of this Act, respecting the failure of an ordinary meeting at which Directors are to be chosen, shall apply to any ordinary meeting at which an Auditor is to be appointed.

Failure of
meeting to e-
lect Auditors.

LXXXVIII. And be it enacted, that it shall be the duty of such Auditors, or either of them, to receive from the Directors the yearly accounts and balance-sheet required to be presented to the Shareholders, and to examine the same.

Duty of Au-
ditors.

LXXXIX. And be it enacted, that for the above purposes such Auditors may employ such persons as they may think proper, at the expense of the Company, and they shall either make a special report on the said accounts, or simply confirm the same; and such report or confirmation shall be read, together with the report of the Directors, at the ordinary meeting.

Powers of
Auditors.

XC. And be it enacted, that the Directors shall deliver to such Auditors the yearly accounts and balance-sheet fourteen days at the least before the ensuing ordinary meeting at which the same are required to be produced to the Shareholders, as hereinafter provided.

Delivery of
balance sheet,
&c. by Direc-
tors to Audit-
ors.

XCI. Provided also, and be it enacted, that it shall be lawful for the Proprietors of the said Company, at any general or special meeting, to remove any Auditor from his office for any cause whatever that shall to such meeting seem sufficient, and to appoint another Auditor in his stead.

Power to re-
move Auditor.

XCII. And be it enacted, that at the first ordinary meeting after the passing of this Act, the Company shall elect a Treasurer, and at any subsequent ordinary meeting may remove from office any such Treasurer; and if such Treasurer die

Company to
appoint a Treas-
urer.

or

or resign, or be so removed, another Treasurer shall be elected in his place at an ordinary meeting; and, from time to time, any such meeting may fix the salary or other emoluments to be allowed to such Treasurer, as they may think proper.

Suspension
of Treasurer.

XCIII. And be it enacted, that the Directors may at any time suspend the Treasurer, and may appoint some person temporarily to fill the office of the Treasurer so suspended, or when vacant from any other cause, with such salary as they may think fit; but in any such case they shall forthwith call an extraordinary meeting of the Company for the purpose of taking into consideration the propriety of removing from his office any Treasurer so suspended, and of electing a new Treasurer, as the case may require.

Security to
be taken.

XCIV. And be it enacted, that before any person intrusted with the custody or control of moneys, whether Treasurer, Collector, or other Officer of the Company, shall enter upon his office, the Directors shall take security from him for the faithful execution of his office.

Officers to
account on de-
mand.

XCv. And be it enacted, that every officer or person employed by the Company shall, from time to time, when required by the Directors, make out and deliver to them, or to any person appointed by them for that purpose, a true and perfect account, in writing under his hand, of all moneys received by him on behalf of the Company; and such account shall state how, and to whom, and for what purpose such moneys shall have been disposed of; and together with such account, such officer shall deliver the vouchers and receipts for such payments; and every such officer shall pay to the Directors, or to any person appointed by them to receive the same, all moneys which shall appear to be owing from him upon the balance of such accounts.

Summary re-
medy against
officers failing
to account.

XCvi. And be it enacted, that if any such officer fail to render such account, or to produce and deliver up all the vouchers and receipts relating to the same, in his possession or power, or to pay the balance thereof when thereunto required, or if for three days after being thereunto required he fail to deliver up to the Directors, or to any person appointed by them to receive the same, all papers and writings, property, effects, matters and things in his possession or power, relating to the execution of this Act, or belonging to the Company, then, on complaint thereof being made to a Justice, such Justice shall, by summons or warrant under his hand, cause such officer to be brought before any two or more Justices; and upon such officer being so brought before them, or if such officer cannot be found, then in his absence such Justices may hear and determine the matter in a summary way, and may adjust and declare the balance owing by such officer; and if it appear either upon confession of such officer, or upon evidence, or upon inspection
of

of the account, that any moneys of the Company are in the hands of such officer, or owing by him to the Company, such Justices may order such officer to pay the same; and if he fail to pay the amount, it shall be lawful for such Justices to grant a warrant to levy the same by distress, or in default thereof, to commit the offender to Gaol, there to remain without bail for a period not exceeding three months; and in any of the following cases, that is to say: if any such officer do not appear before the Justices at the time and place appointed for that purpose; or if such officer appear, but fail to make out such account in writing; or if such officer refuse to produce and deliver to the Justices the several vouchers and receipts relating to such account; or if such officer refuse to deliver up any books, papers or writings, property, effects, matters or things in his possession or power belonging to the Company, such Justices may lawfully commit such offender to Gaol; and in every such case of commitment the prisoner shall remain in custody without bail until he have made out and delivered such accounts, and delivered up the vouchers and receipts, if any, relating thereto in his possession or power, and have delivered up such books, papers, writings, property, effects, matters and things, if any, in his possession or power.

XCVII. And be it enacted, that no such proceeding against or dealing with any such officer as aforesaid, shall deprive the Company of any remedy which they might otherwise have against any surety of such officers.

Sureties not to be discharged.

XCVIII. And be it enacted, that full and true accounts shall be kept of all sums of money received or expended on account of the Company by the Directors, and all persons employed by or under them, and of the articles, matters, and things for which such sums of money shall have been received or disbursed and paid.

Accounts to be kept.

XCIX. And be it enacted, that the books of the Company shall be brought to a balance fourteen days at least before every ordinary meeting; and forthwith on the books being so balanced, an exact balance-sheet shall be made up, which shall exhibit a true statement of the capital, stock, credits, and property of every description belonging to the Company, and the debts due by the Company at the date of making such balance-sheet, and a distinct view of the profit or loss which shall have arisen on the transactions of the Company in the course of the preceding year; and previously to each ordinary meeting such balance-sheet shall be examined and docketed by the Directors, or any three of their number, and shall be signed by the Chairman or Deputy Chairman of the Directors.

Books to be balanced.

C. And be it enacted, that the books so balanced, together with such balance-sheet as aforesaid, shall, for fourteen days previous to each ordinary meeting, and for one month thereafter, be open for the inspection of the Shareholders at the principal

Inspection of accounts by Shareholders at stated times.

principal office or place of business of the Company, but the Shareholders shall not be entitled at any time, except during the aforesaid period, before and after each ordinary meeting, to demand the use or inspection of such books, unless in virtue of a written order signed by three of the Directors.

Balance-sheet to be produced.

CI. And be it enacted, that at such ordinary meeting, the Directors shall produce to the Shareholders assembled such balance-sheet as aforesaid, applicable to the period immediately preceding the thirty-first day of December last preceding such meeting.

Book-keeper to allow inspection.

CII. And be it enacted, that the accounts aforesaid shall be kept in books to be provided for the purpose; and the Treasurer, Secretary, Book-keeper, or other person entrusted with the custody of such books, shall permit any Shareholder, or any loan creditor to inspect such books at any reasonable time during one fortnight before, and one month after every ordinary meeting, and if he fail to permit any such Shareholder or loan creditor to inspect such books or take copies or extracts therefrom during the periods aforesaid, he shall forfeit for every such offence a sum not exceeding twenty pounds.

Declaration of Dividends.

CIII. And be it enacted, that previously to every ordinary meeting, the Directors shall cause a scheme to be prepared, showing the profits, if any, of the Company for the period current, since the immediately preceding ordinary meeting, and apportioning the same among the Shareholders according to the Shares held by them, respectively, and shall exhibit such scheme at such ordinary meeting, and at such meeting a dividend may be declared according to such scheme.

Dividend not to reduce capital.

CIV. And be it enacted, that the Company shall not make any dividend whereby their capital stock will be in any degree reduced.

Funds for contingencies.

CV. And be it enacted, that before apportioning the profits aforesaid, the Directors may, if they think fit, set aside thereout such sum as they may think proper to meet contingencies, or for enlarging or improving the estates of the Company, or any part thereof, or promoting the objects and purposes for which they are incorporated, and may divide the balance only among the proprietors.

Dividend not to be paid on any share unless all calls paid.

CVI. And be it enacted, that no dividend shall be paid in respect of any share until all calls then due in respect of that or of any other share held by the person to whom such dividend may be payable, shall have been paid.

Power to make By-laws for the officers of the Company.

CVII. And with respect to the power of the Company to make By-laws; Be it enacted, that it shall be lawful for the Company, from time to time, to make such
By-laws

By-laws as they think fit for the purpose of regulating the conduct of the officers and servants of the Company, and for providing for the due management of the affairs of the Company in all respects whatsoever, and from time to time to alter or repeal any such By-laws, and make others, provided such By-laws be not repugnant to the laws of that part of the United Kingdom, or of those of Her Majesty's Colonial Possessions and their dependencies, where the same are to have effect, or to the provisions of this Act; and such By-laws shall be reduced into writing, and shall have affixed thereto the Common Seal of the Company, and a copy of such By-laws shall be given to every officer and servant of the Company.

CVIII. And be it enacted, that the Company may impose such reasonable fines and forfeitures upon all persons being officers or servants of the Company offending against such private By-laws as the Company think fit, not exceeding five pounds for any one offence, and such fines and forfeitures may be recovered in the manner hereinafter provided.

Fines for
breach of such
By-Laws.

CIX. And be it enacted, that the production of a written or printed copy of the By-laws of the Company, having the Common Seal of the Company affixed thereto, shall be sufficient evidence of such last mentioned By-laws in all cases of prosecution under the same.

Evidence of
By-Laws.

CX. And with respect to the service of notices and demands to be made upon the Company; Be it enacted, that any summons, notice, demand or writ, or other proceeding at Law or in Equity, requiring to be served or made upon the Company, may be served or made by the same being given personally to the Secretary of the Company, or being left at the office of the Company, or being delivered to some inmate at the place of abode of such Secretary; or in case there be no Secretary, or the place of abode of the Secretary shall not be found, then by being given to any one Shareholder of the said Company, or being delivered to some inmate of the place of abode of any such Shareholder.

Service of
notices upon
Company.

CXI. And with respect to any such notice required to be served by the Company upon the Shareholders; Be it enacted, that unless any such notice be expressly required to be served personally, it shall be sufficient to transmit the same by post, directed according to the registered address, or other known address of the Shareholder, within such period as to admit of its being delivered in the due course of delivery within the period (if any) prescribed for the giving of such notice, and in proving such service, it shall be sufficient to prove that such notice was properly directed, and that it was so put into the Post Office.

Service by
Company on
Shareholders.

CXII. And be it enacted, that all notices required by this Act to be given by advertisement in a newspaper, shall be signed by the Chairman of the meeting at
which

Notice by
advertisement.

which such notices shall be directed to be given, or by the Secretary, or other officer of the Company, and shall be advertised in two Canada newspapers, unless otherwise specially provided by this Act, and the same shall thereupon be deemed and considered the same as personal notices.

Authentica-
tion of notices.

CXIII. And be it enacted, that every summons, demand or notice, or other such document requiring authentication by the Company, may be signed by one Director, or by the Treasurer or the Secretary of the Company, and the same may be in writing or in print, or partly in writing and partly in print.

Release to
witnesses.

CXIV. And be it enacted, that in all legal proceedings under this Act, general or other releases for the purpose of qualifying any person in the service of the Company to give evidence as a witness, may be granted by any two or more of the Directors ; and every such release or discharge under the hands and seals of two of the Directors, shall be as effectual for the purpose aforesaid as if made under the Common Seal of the Company.

How debts
may be proved
in case of
bankruptcy.

CXV. And be it enacted, that in case any Fiat in bankruptcy shall be awarded against any person who shall be indebted to the Company, or against whom the Company shall have any claim or demand, it shall be lawful for any person who shall, from time to time, in that behalf, be appointed by writing under the hands of any three or more of the Directors of the Company for the time being, to appear, and he is hereby authorized to appear and act on behalf of the Company in respect of any such claim, debt or demand before the Commissioners, under any such Fiat in bankruptcy, either personally or by his affidavit, sworn or exhibited in the usual manner, in order to prove and establish any such debt, claim or demand under such Fiat ; and such person to be so appointed shall, in all such cases, be admitted and allowed to make proof or tender a claim under any such Commission on behalf of the Company in respect of such debt, claim or demand, and shall have such and the same powers and privileges as to voting in the choice of assignees and signing certificates, and otherwise in respect of any such debt admitted to be proved on behalf of the Company, as any other person being a creditor of such bankrupt in his own right would have in respect of the debt proved by him under such Fiat.

Tender of
amends.

CXVI. And with respect to actions brought in respect of any proceedings under the provisions of this Act ; Be it enacted, that if before action brought, any party having committed any irregularity, trespass, or other wrongful proceeding in the execution of this Act, or by virtue of any power or authority thereby given, make tender of sufficient amends to the party injured, such party shall not recover in any action brought on account of such irregularity, trespass or other wrongful proceeding ;

proceeding ; and if no such tender shall have been made, it shall be lawful for the defendant, by leave of the Court where such action shall be pending, at any time before issue joined, to pay into Court such sum of money as he shall think fit, and thereupon such proceedings shall be had as in other cases where defendants are allowed to pay money into Court.

CXVII. And be it enacted, that in this Act the following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject or context repugnant to such construction, that is to say : words importing the singular number shall include the plural number, and words importing the plural number shall include the singular number ; words importing the masculine gender shall include females ; the word " month " shall mean calendar month ; the expression " Superior Courts " shall mean Her Majesty's Superior courts of Record in the Province of Canada ; the word " oath " shall include affirmation in case of Quakers, or other declaration or solemnity lawfully substituted for an oath in the case of other persons exempted by law from the necessity of taking an oath ; the word " Secretary " shall include the word " Clerk " ; the word " lands " shall extend to messuages, lands, tenements and hereditaments of any tenure ; the word " Justice " shall mean Justice of the Peace for the county, city, liberty or place in the Province of Canada, where the matter requiring the cognizance of any Justice shall arise, and who shall not be interested in the matter ; the expressions " the Company " shall mean the Kingston Mineral Wells Company in this Act mentioned and described ; the expressions " the Directors " and " the Secretary " shall mean the Directors and the Secretary, respectively, for the time being, of such Company.

Interpretation clause.
Number.
Gender.
Month.
Superior Courts.
Oath.
Secretary.
Lands.
Justico.
The Company.
Directors and Secretary.

CXVIII. And be it enacted, that this Act shall be a Public Act, and shall be judicially taken notice of as such:

Public Act.

SCHEDULE A.

FORM OF CERTIFICATE OF SHARE.

" The Kingston Mineral Wells Company. "

Number

These are to certify that A. B. is a proprietor of the share number of " The Kingston Mineral Wells Company," subject to the Rules, Regulations and Orders of the said Company, and that the said A. B. his Executors, Administrators

nistrators (or successors) and Assigns, is and are entitled to the profits and advantages of such share.

Given under the Common Seal of the said Company, the
day of _____ in the year of our Lord

SCHEDULE B.

FORM OF TRANSFER OF SHARES.

I, _____ of _____ in consideration of the sum
of _____ paid to me by _____ of _____
do hereby assign and transfer to the said _____ share
(or shares, as the case may be) numbered _____ of and in the
undertaking called "The Kingston Mineral Wells Company" to hold unto the
said _____ his Executors, Admi-
nistrators, and Assigns (or successors and Assigns) subject to the same condi-
tions as I held the same immediately before the execution hereof; and I, the said
do hereby agree to accept and take the said share (or
shares) subject to the same conditions.

As Witness our hands and seals, the _____ day of _____

SCHEDULE C.

FORM OF MORTGAGE DEED.

"Kingston Mineral Wells Company."

Number _____

By virtue of an Act passed in a session of the Provincial Parliament, held in the
year of the Reign of Queen Victoria, intituled, (*here set forth the
title of this Act*)

We, "The Kingston Mineral Wells Company," in consideration of the sum of
to us paid by A. B. of _____ do as-
sign unto the said A. B. his Executors, Administrators and Assigns (*here des-
cribe*)

cribe the property, profits, calls, capital or other security upon which the money shall have been agreed to be advanced) and all the Estate, Right, Title and Interest of the said Company of, in, and to the same, and power to make and enforce payment of all or any of the calls hereby assigned or intended so to be; to hold unto the said A. B. his Executors, Administrators and Assigns, until the said sum of together with the interest for the same after the rate of for every one Hundred Pounds for a year, shall be fully paid and satisfied.

Given under our Common Seal, this
in the year of our Lord

day of

SCHEDULE D.

FORM OF BOND.

“ The Kingston Mineral Wells Company.”

Bond Number

By virtue of an Act passed in a session of the Provincial Parliament, held in the year of the Reign of Queen Victoria, intituled, (*here set forth the title of this Act*) We, “ The Kingston Mineral Wells Company,” in consideration of the sum of pounds, to us in hand paid by A. B. of do bind ourselves and our Successors unto the said A. B., his Executors, Administrators or Assigns, in the penal sum of pounds.

The consideration of the above obligation is such, that if the said Company shall pay to the said A. B., his Executors, Administrators or Assigns, on the day of which will be in the year of our Lord one thousand eight hundred and the principal sum of pounds, together with interest for the same, at the rate of pounds per centum per annum, payable half yearly, on the day of and the day of then the above written obligation is to become void, otherwise to remain in full force.

Given under our Common Seal, this

day of

SCHEDULE

SCHEDULE E.

FORM OF TRANSFER OF MORTGAGE OR BOND.

“ The Kingston Mineral Wells Company.”

I, A. B. of _____ in consideration of the sum of _____
 paid by _____ of _____ do hereby
 transfer a certain Mortgage (*or* Bond) number _____ made by “ The Kingston
 Mineral Wells Company, ” bearing date the _____ day of _____
 for securing the sum of _____ and interest, and
 all my right, estate, and interest in and to the money thereby secured, and in and
 to the possessions, profits, calls and property (*as the case may be*) thereby assigned,
 together with all covenants and other securities granted or entered into by or on
 behalf of the said Company in respect thereof.

Dated this _____ day of _____ in the year of our Lord

SCHEDULE F.

FORM OF PROXY.

“ The Kingston Mineral Wells Company.”

A. B. of _____ one of the Shareholders of “ The Kingston
 Mineral Wells Company, ” doth hereby appoint C. D. of _____
 to be the proxy of the said A. B. in his absence, to vote in his name upon any
 matter relating to the undertaking proposed at the Meeting of the Shareholders of
 the Company, to be held on the _____ day of _____
 next, in such manner as the said C. D. doth think proper.

In Witness whereof the said A. B. hath hereunto set his hand (*or* if the Cor-
 poration, say the Common Seal of the Corporation) the
 day of _____