



ANNO OCTAVO

VICTORIÆ REGINÆ.

CAP. XCIII.

An Act to Incorporate *The Mechanics' Institute of Montreal.*

[29th March, 1845.]

**W**HEREAS an Association hath been formed in the City of Montreal, in this Province, by divers persons engaged as Mechanics and otherwise, resident in that City and the neighbourhood thereof, under the name of *The Mechanics' Institute of Montreal*, for the purpose of forming a Library and Reading Room, and of organizing a system of instruction by means of Lectures and Classes, for the use and benefit of those who are or may hereafter become members of the said Association; And whereas the persons hereinafter named Office-bearers of the said Association, acting in behalf of the members thereof, have by their Petition to the Legislature, represented that the said Association was originally founded in the year eighteen hundred and twenty-eight, with the object of affording instruction to its members in the principles of the Arts, and in the various branches of Science and useful knowledge, necessary or advantageous to the said Associates in their pursuits in life; And the Petitioners have further represented, that the benefits derivable from the said Association, would not only be secured, but be greatly enhanced, by the incorporation of the members thereof, and have prayed that they may be so incorporated; And whereas it is expedient to grant the prayer of the said Petitioners, subject to the provisions and enactments hereinafter made: Be it therefore 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 John Ostell, Thomas M'Ginn,

Preamble.

Certain persons incorporated as the  
William

"Mechanics'  
Institute of  
Montreal."

Common Seal.

Property.

Suing and  
being sued.

How Process  
shall be served  
on the Corpo-  
ration.

What Officers  
shall be ap-  
pointed.

General Com-  
mittee.

William Footner, William Telfer, Charles Garth, Andrew Cowan, George Dickenson, John Fletcher, William M. Milln, John Lambert, John Hilton, James Morice, William Watson, Charles Shrimpton, Donald M'Nevan, James Turner, John George, and Joseph Busby Bronsdon, with all such other persons as now are, or, being duly competent, may hereafter be associated with them for the purposes hereinbefore mentioned, and their successors forever, shall be one Body Politic and Corporate, in deed and in name, by the name and style of *The Mechanics' Institute of Montreal*, and shall by that name have perpetual succession, and a Common Seal, and shall have power, from time to time, to alter, renew, or change such Common Seal at their pleasure, and shall by the same name, from time to time, and at all times hereafter, be able and capable to have, take, receive, purchase, acquire, hold, possess and enjoy, to them and their successors as aforesaid, to and for the uses and purposes of the said Corporation, any messuages, lands, tenements and hereditaments of what nature, kind or quality soever, situate, lying and being within this Province, not exceeding in yearly value the sum of one thousand pounds currency,—and also to take, receive, purchase, acquire, have, hold and possess, (provided the same do not exceed a like sum in yearly value) to and for the same uses and purposes, any goods, chattels, gifts, or benefactions whatsoever,—and shall and may, by the same name, be able and capable to sue and be sued, implead and be impleaded, answer and be answered unto, in all Courts of Law and places whatsoever, in all and singular actions, causes, pleas, suits, matters and demands whatsoever, in as large, ample and beneficial a manner and form as any other Body Politic and Corporate, or any persons able and capable in Law, may or can sue, implead, or answer, or be sued, impleaded, or answered, in any manner whatsoever.

II. And be it enacted, That in all and every suit or suits in law, which may hereafter be instituted against the said Corporation, service of Process at the residence of the President or either of the Secretaries, shall be sufficient to compel the said Corporation to appear and plead to such suit or suits; any law, custom or usage to the contrary in anywise notwithstanding.

III. And be it enacted, That for the management of the affairs of the said Corporation, there shall be elected, by the Members of the said Corporation, and by a majority of the votes of the Members present at the Special or Annual Meetings hereafter provided for, the following Officers,—a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Fourth Vice-President, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Librarian, and a Cabinet Keeper, as also twelve other Members, who, together with the Officers hereinbefore named, shall constitute and form the General Committee of the said Corporation, and at least one half of the said General Committee shall

shall be elected from among the operative Mechanics then Members of the Corporation.

IV. And be it enacted, That the Annual Meeting for the election of the said Officers and Members to compose the said General Committee of the said Corporation, shall be held at the place in which the usual meetings of the said Corporation are held, on the first Monday in November in each and every year: Provided always, that whenever the said first Monday in November shall happen on a Holiday or *Fête d'Obligation*, the said Annual Meeting shall take place in manner hereafter provided; and the said Officers and Members thereat elected, shall serve in the said offices during the year then next ensuing, and until others being elected in their stead shall enter upon the discharge of the duties of their offices as hereinafter provided; and if by reason of any matter or thing soever the election so to be had and made on the first Monday of November as aforesaid, shall be prevented, or shall not be had or made, then, and in every such case, it shall be competent to the Members of the said Corporation and their successors, or to the major part of such of them as may be present at a meeting to be called by the President or Vice-President for the time being, in the manner hereinafter prescribed, and held as soon after as shall be convenient, to proceed to and make the election of a President, Vice-Presidents, Secretaries, a Treasurer, a Librarian and Cabinet Keeper, and twelve of the Members who, with the Officers aforesaid, shall constitute and form the General Committee as aforesaid, and the election so made shall be as valid and effectual as if they had been made on such first Monday in November: Provided always, that the President, Vice-Presidents, Secretaries, Treasurer, Librarian and Cabinet Keepers, with the twelve other Members aforesaid, to be elected at any general election of Officers under and by virtue of the provisions of this Act, shall not enter upon, nor act in the discharge of their respective offices, until the Monday next ensuing after such general election.

Annual elections of Officers and Members.

Proviso.

Proviso,—  
Members not to enter upon office until the Monday after their election.

V. And be it enacted, That until the first election of Officers shall take place as hereinafter provided, the present Officers of the said Association shall be and continue to be the Officers of the Corporation hereby created, and that the President, or, in his absence from the City of Montreal, the First Vice President of the said Corporation, shall within three months after the passing of this Act, cause notice to be given to such of the Members of the said Corporation as shall be then resident in the said City of Montreal, (by public advertisement, to be published ten days at least previously in one or more newspapers at Montreal,) to meet at the place in which the usual meetings of the said Corporation are held at such time as he shall, in and by such notice appoint; and the said Members or the major part of such of them as shall be then present, shall at the time so appointed, proceed to the election of a President, a First Vice-President, a Second Vice-President,

Present Officers of the Association to be Officers of the Corporation for a certain time.

First election.

President, a Third Vice-President, and a Fourth Vice-President, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Librarian and Cabinet Keeper, as also twelve other Members to form with the Officers aforesaid the General Committee of the said Corporation, and of such other Officers and servants as to them shall seem meet ; which said Officers shall from the time of their election to their respective offices, continue therein until the first Monday of November then next ensuing, and from thenceforth until others be chosen in their places and shall enter upon the duties of their offices in the manner aforesaid.

Such Officers to continue in office until the first annual election.

Mode of filling casual vacancies in the offices or Committee.

VI. And be it enacted, That if at any time or times, it shall happen that any of the persons chosen to fill the said offices, respectively, or to be Members of the General Committee, shall die or be removed from the said offices, or resign, during the period for which they shall have been respectively elected, then in every such case, it shall be lawful and competent for the remaining Officers and Members of the Committee, or the major part of such of them as may be present at any duly appointed meeting, to choose a Member or Members of the Corporation, to fill the office or offices so vacated or to be a Member or Members of the Committee: Provided always, that the person or persons who may be thus elected, shall retain the said office or offices, and be a Member or Members of the Committee only until the Officer or Officers, Member or Members, in whose place he or they shall have been appointed would have gone out of office.

Proviso.

Who shall be Members of the Corporation.

Ordinary Members.

Corresponding Members.

Honorary Members.

VII. And be it enacted, That the said Corporation shall consist of an indefinite number of Ordinary, Corresponding and Honorary Members, all of whom shall be chosen according to the forms and under the restrictions and conditions hereinafter prescribed ; the Ordinary Members being those who shall pay and contribute to the funds of the said Corporation, such annual subscription as may, from time to time, be enacted by the By-Laws, Rules and Regulations of the said Corporation ; the Corresponding Members being those who reside at a distance from the City of Montreal, but who shall have no vote at any of the meetings of the said Corporation, and shall not be eligible to any of the offices thereof ; and the Honorary Members being those only who being distinguished for their scientific attainments, shall be admitted, without payment, to all the privileges enjoyed by Ordinary Members, except the right of voting at the election of the said General Committee.

How Members shall be proposed and admitted.

VIII. And be it enacted, That all propositions for the election of new Members of the said Corporation, whether Ordinary, Corresponding or Honorary Members, shall be made in writing, at an ordinary meeting of the General Committee, by a Member thereof, and seconded, in writing, by another Member thereof ; and the name of the person so proposed, together with those of the proposer and seconder, shall be placed in some conspicuous part of the room or place where the meetings of

of the said Corporation are usually held, and shall there remain until the next Ordinary, General, or Annual Meeting of the said Corporation, at which time the election on the said proposal shall take place: Provided always, that the affirmative votes of three-fourths of the Members present at any such Meeting of the Corporation, shall be requisite for the due election of any such Member, and the *Quorum* necessary at any such meeting to render it competent to proceed to the election of any Ordinary Member shall be ten; for a Corresponding Member twelve; and for an Honorary Member sixteen.

Three-fourths of the Members present requisite to an election.  
*Quorum* necessary.

IX. And be it enacted, That at all Ordinary Meetings of the said General Committee, seven Members shall be a competent *Quorum* to proceed to all the usual business of the said Committee, except in such cases as are herein otherwise specially provided for; and whatever question, matter, or thing shall be proposed, discussed, or considered at any such meeting, or any other meeting of the said Committee or of the said Corporation, shall be finally determined by the majority of votes of the Members present at such meeting, except as herein otherwise provided for.

*Quorum* at meetings of the Committee or of the Corporation.

X. And be it enacted, That the said Corporation and the said General Committee of the said Corporation may hold extraordinary meetings, to be called and summoned in such manner and form as may be fixed by the By-Laws of the Corporation: Provided always, that such extraordinary meetings of the Corporation shall not be competent to proceed to the business to be submitted to the said meeting, unless fifteen Members thereof are present, nor such extraordinary meetings of the Committee unless there be seven Members present.

Committee may hold extraordinary meetings.

Proviso as to *Quorum*.

XI. And be it enacted, That the said Corporation shall, from time to time, for ever hereafter, have power to make, constitute, ordain, and establish, repeal, alter or amend, such By-Laws, Rules and Regulations (not being contrary to this Act or to law) as they shall judge proper for the mode of election of the said General Committee; for prescribing their functions and the mode of discharging the same; for the admission of new Members; for the government of the Officers and Members of the Corporation; for prescribing the amount, collecting, and appointing the time of payment of the annual contributions of the Ordinary Members to the funds thereof; for regulating the times and places, and mode of summoning of the ordinary and extraordinary meetings of the said Corporation, or of the General Committee; for suspending or expelling such Members as shall neglect or refuse to comply with the By-Laws and Regulations; and generally for the managing or directing of the affairs and concerns of the said Corporation: Provided always, that no such By-Law, Rule or Regulation, or any repeal, amendment or alteration thereof, shall have effect, unless the same shall have been announced and read at a meeting

Corporation may make By-Laws for certain purposes.

Proviso,—as to the mode of passing such By-Laws.

meeting of the General Committee, at least fourteen days previous to its being submitted for the adoption thereof by the said Corporation, at a meeting at which at least fifteen Members shall be present, nor unless the same shall be adopted at such last mentioned meeting, by at least three-fourths of the Members then present.

Corporation may be required to give statements of its receipts and expenditures.

XII. And be it enacted, That it shall and may be lawful for the Governor, or person administering the Government of the Province for the time being, or for any or either Branches of the Provincial Parliament, from time to time, to require from the said Corporation, or from the General Committee thereof, true statements under oath (which oath any Justice of the Peace is hereby authorized to administer) of the receipts and expenditure of the said Corporation; and a statement of the real and personal Estate held and enjoyed by the said Corporation, shall be laid before each Branch of the Provincial Legislature, within fifteen days after the opening of each Session thereof.

Statements of its property to be laid annually before the Legislature.

Present Property and liabilities of the Association transferred to the Corporation.

XIII. And be it enacted, That the property, real and personal, now held by the Association hereby incorporated, or by any party in trust for them, shall be and is hereby vested in the said Corporation, which shall be responsible for all debts and obligations of the said Association, and may recover and enforce all claims and obligations in favor thereof.

Members not to be individually liable.

XIV. And be it enacted, That no Member of the said Corporation, shall, in his private or natural capacity, be liable for any debt or obligation contracted by the said Corporation.

Saving of rights not expressly affected.

XV. And be it enacted, That nothing in the present Act contained shall affect, or be construed to affect in any manner or way whatsoever, the Rights of Her Majesty, Her Heirs and Successors, or of any person or persons, or of any Body Politic or Corporate, such only excepted as are herein mentioned.

This Act to be a public Act.

XVI. And be it enacted, That this Act shall be held and considered to be a public Act, and as such be judicially taken notice of, held and considered, in all Courts of Justice, and by all Judges and Justices of the Peace, and by all others whom it may concern, without being specially pleaded.

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