



ANNO DECIMO ET UNDECIMO
VICTORIÆ REGINÆ.

C A P. LXXIII.

An Act to incorporate *The Upper Canada Mining Company.*

[28th July, 1847.]

WHEREAS it is of great importance to this Province that its Mines and Mineral wealth should be properly worked and brought into use, and the several persons hereinafter named have, by their petition, represented that they are occupiers of tracts of land on Lakes Huron and Superior, under the Crown, and that they have, at great cost and expense, discovered valuable Copper and other ores therein, and have prayed to be incorporated under the style and title of *The Upper Canada Mining Company*; And whereas, the said persons have with others associated themselves for some time past under the said style and title, and have carried on Mining operations at the places aforesaid, and have expended large sums of money in such operations: 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 Thomas Brondgeest, George Sylvester Tiffany, Robert Pilkington Crooks, John W. Gwynne, Thomas Brunskill, and James Bell Ewart, Esquires, and their successors, and such and so many other persons or parties as have become or shall become shareholders in the Capital Stock hereinafter mentioned, shall be and they are hereby constituted a Body Politic and Corporate, by the name of *The Upper Canada Mining Company*, and by that name shall and may sue and be sued, implead and be impleaded, answer and be answered unto in all Courts of Law or Equity whatsoever, and shall have uninterrupted succession with a Common Seal, which may by them be changed or varied at their pleasure.

Preamble.

Certain persons incorporated.

Corporate name and powers.

II. And be it enacted, That the Capital Stock of the said Association shall be one hundred thousand pounds, divided into eighty thousand shares, of one pound five shillings currency each.

Capital of the corporation.

III. And be it enacted, That no shareholder in the said Corporation shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Corporation beyond the amount of his, her, or their subscribed share or shares in the Capital Stock of the said Corporation.

Liability of Shareholders limited.

IV.

Directors not to make any further call for payment during 1817, without assent of Stockholders.

IV. And whereas, an instalment of five *per centum* already called in by the Trustees of the said Association hath already been paid up on the chief portion of the said Stock; Be it enacted, that the said Directors to be appointed as hereinafter provided for, shall not make any further call for payment upon the Stock during the year one thousand eight hundred and forty-seven, without the assent of Stockholders, holding in the aggregate forty thousand shares; and that the amount which the said Directors may call in, in each subsequent year, as well as the periods at which the same shall be paid, shall be determined at the General Meeting, to be held on the first Monday of January in each year, by a majority of votes, in the manner hereinafter provided.

Certain property vested in Corporation.

V. And be it enacted, That all and every the estate and property, real or personal, belonging to the said Association at the time of the passing of this Act, and all debts or claims due to or possessed by the said Association shall be transferred to and vested in the Corporation hereby established, which shall, in like manner, be liable to and for all debts due by or claims upon the said Association; and the Trustees of the said Association, at the time of the passing of this Act, shall be Directors of the said Corporation, as if elected under this Act, until their successors shall be elected as hereinafter provided.

Corporation may hold real property to extent of one half their capital.

VI. And be it enacted, That it shall be lawful for the said Corporation to have and hold such lands and immoveable or real property as may be necessary for carrying on the business of the said Corporation, provided the sum invested in real property purchased from private individuals, or from the Crown, do not at any one time exceed half the amount of the Capital Stock, and it shall be lawful for the said Corporation to sell, lease, or otherwise dispose of the said property and estate as they may see fit.

Business of the corporation defined.

VII. And be it enacted, That it shall be lawful for the said Corporation to engage in and follow the occupation and business of carrying on exploration for and of finding and getting copper and other ores, metals, and minerals, and of manufacturing and disposing of the same for the benefit of the said Corporation, and to do all things necessary for the purposes aforesaid, not inconsistent with the rights of any other parties, or with the conditions of any grants or other title under which the said Corporation may hold the lands in which such things are to be done.

Corporation may increase capital stock to £200,000 currency.

VIII. And be it enacted, That if the said sum of one hundred thousand pounds be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the Members of the said Corporation by a vote of not less than two-thirds in number of the Shareholders, representing not less than fifty thousand shares, at any General Meeting to be expressly called for that purpose, to increase the Capital Stock of the said Corporation, either by the admission of new Members as subscribers to the said undertaking or otherwise, to a sum not exceeding in all the sum of two hundred thousand pounds currency, including the said sum of one hundred thousand pounds currency, hereinbefore authorized to be raised, in such manner and upon such terms and conditions, and under such regulations as shall be approved and agreed upon, and the capital so to be raised by the creation of new shares, shall be in all respects part of the Capital Stock of the said Corporation; and every Shareholder of such new Stock shall be a member of the said Corporation, and be entitled to all and every the same powers, privileges and rights as the persons who are now Shareholders,

Rights and liabilities of holders of new Stock.

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in proportion to the interest or number of shares which he may acquire, and to the amount of calls paid thereon; and shall also be liable and subject to the same obligations, and stand interested in all the profits and losses of the said undertaking, in proportion to the sum that he shall subscribe and pay thereto, as fully and effectually to all intents and purposes whatsoever as if such other or further sum had been originally raised as a part of the said first sum of one hundred thousand pounds; anything herein contained to the contrary notwithstanding.

IX. And be it enacted, That it shall be lawful for the said Corporation from time to time to borrow either in this Province or elsewhere all such sum or sums of money not exceeding in all, at any one time, fifty thousand pounds currency, as they may find expedient, and to make the bonds, debentures, or other securities they shall grant for the sums so borrowed payable either in currency or in sterling with interest, and at such place or places within or without this Province as they may deem advisable, and such bonds, debentures, or other securities may be made payable to bearer, or transferable by simple endorsement or otherwise, and may be in such form as the Directors for the time being may see fit; and the said Directors may hypothecate, mortgage or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums and the interest thereon: Provided always, that such Corporation shall not be allowed to borrow any part of the said sum of Twenty-five thousand pounds until at least one-half of the said Capital Stock of the said Corporation hereinbefore authorized be paid up and available for the use of the Corporation.

Corporation may borrow money from time to time.

The same not to be borrowed until half the capital be paid up.

X. And be it enacted, That the Stock of the said Corporation shall be deemed personal moveable estate, notwithstanding the conversion of any portion of the funds constituting the same into lands, and at all meetings of the Shareholders held in pursuance of this Act, whether the same be general or special, every Shareholder shall be entitled to as many votes as he shall have shares in the said stock, and such vote or votes may be given in person or by proxy; and all questions proposed or submitted for the consideration of the said Meetings shall be finally determined by the majority of the votes, except in the case or cases otherwise provided for; And provided also, that no person shall be entitled to vote as proxy at any meeting unless he shall be a Shareholder in the said Corporation, and produce written authority as such proxy in the form prescribed by the Schedule A.

Stock to be personal property.

Number of Votes of Shareholders, &c.

XI. And be it enacted, That the shares in the Stock of the said Corporation shall be assignable by delivery of the certificates, to be issued to the holders of such shares respectively, and by assignment, in the form of the Schedule B, or in any other convenient form to be prescribed by any By-Law of the said Corporation, and that by such assignment the party accepting such transfer shall thenceforth become in all respects a member of the said Corporation in respect of such share or shares in the place of the party so transferring the same, but no such transfer shall be valid or effectual until all calls or instalments due on the shares purporting to be transferred, and all debts or monies due to the said Corporation thereon, shall have been fully paid up and discharged, and a certified copy of such transfer extracted from the proper book of entry, and purporting to be signed by the Clerk, or other officer of the said Company, duly authorized thereto, shall be sufficient *prima facie* evidence of every such transfer, in all Courts in this Province.

Shares of Stock to be assignable by delivery of certificates in form of Schedule B. &c.

Directors may establish offices for certain purposes in England and the United States.

XII. And be it enacted, That the Directors of the said Corporation shall have power and authority to establish and have a place of business or office in the Cities of London and Liverpool in England, and New York, Boston, Philadelphia and Detroit in the United States of America, and to open books of subscription in all or any of the said Cities for the stock of the said Corporation, and to receive there subscriptions for the said stock, transferable there respectively, and to make all such instalments called thereon, and dividends declared thereby, payable there, respectively. And the said Directors shall also have power to name one or more Agent or Agents or Commissioners, in all or any of the aforesaid Cities, for all or any of the purposes aforesaid, and to allow to such Agent or Agents or Commissioners, a reasonable remuneration for his or their services, and all other necessary expenses of the said Office and Offices; and it shall also be competent for the said Directors to make all such rules and regulations, and to prescribe all such forms as to them may seem meet for the better and more satisfactorily managing and conducting the affairs and business of the said Corporation, in all or any of the Cities aforesaid, and for facilitating and rendering effectual the subscription for and transfer of and payments upon the said stock respectively, and for all other purposes connected therewith and incidental thereto; Provided always, that the said Directors may make By-Laws prescribing the mode in which any shares of the stock in all or any or either of the said Cities may be made shares in Canada, or whereby any shares of the stock in Canada may be made shares in England or in the United States aforesaid.

Proviso.

Six Directors of Corporation to be elected to manage its affairs.

Three to form a *quorum*.

Proviso.

Proviso.

Directors may dispose of remaining Stock of Corporation.

Calls.

Proceedings in actions or calls.

XIII. And be it enacted, That for managing the affairs of the said Corporation, there shall be from time to time elected out of the members of the said Corporation, six persons, being each a proprietor of not less than two hundred shares of the said Capital Stock to be Directors of the said Corporation, for ordering, managing, and directing the affairs of the said Corporation; and any three Directors shall form a *quorum* of the Board, and any majority of such *quorum* may exercise all the powers of the Directors: Provided always, that unless at a meeting of the majority of the Directors no By-law, rule, resolution or regulation for raising money or disposing of the real estate of the Corporation shall be finally passed, unless confirmed at the next meeting of the Directors, to take place upon due notice given; Provided also, that no Director shall have more than one vote at any meeting of Directors except the President who shall in case of an equal division have the casting vote although he may have given one vote before; and whenever any vacancy shall happen among the Directors by death, resignation, or removal out of the Province, such vacancy shall be filled up until the next General Meeting of the Shareholders in such manner as may be prescribed by any By-law of the Corporation; and the Directors shall have full power to dispose of such part of the stock of the said Corporation as may remain to be disposed of, or as may from time to time be added to or fall into the general mass either by forfeiture or otherwise on such terms and conditions and to such parties as they may think most likely to promote the interests of the said Corporation; and they shall also have full power to make such calls for money from the several Shareholders for the time being as is hereinbefore provided for, and to sue for, recover, and get in all such calls, and to cause and declare the said shares to be forfeited to the said Corporation in case of non-payment, on such terms and in such way as they shall see fit to prescribe by any By-law: and in any action to be brought to recover any money due on any call, it shall not be necessary to set forth the special matter in the declaration, but it shall be sufficient to allege that the defendant is a holder of one share or more

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in the said stock (stating the number of shares) and is indebted to the Corporation in the sum to which the calls in arrear shall amount (stating the number and amount of such calls,) whereby an action hath accrued to the Corporation by virtue of this Act, and it shall be sufficient to maintain such action, to prove by any one witness, that the Defendant at the time of making such call was a Shareholder in the number of shares alleged, and that the calls sued for were made and notice thereof given, in conformity with the By-laws of the said Corporation, and it shall not be necessary to prove the appointment of the Directors nor any other matter whatsoever; That the said Directors shall and may use and affix or cause to be used and affixed the common seal of the said Corporation to any documents which in their judgment may require the same, and any act or deed bearing such seal, and signed by the President (or by any two Directors) and countersigned by the Secretary, shall be held to be the act or deed of the Corporation; That they may appoint such and so many agents, officers and servants of the said Corporation under them as to the said Directors may seem meet, and may fix the salaries and remuneration of such officers, agents and servants; may make any payments and enter into any contracts for the execution of the purposes of the said Corporation, and for all other matters necessary for the transaction of its affairs; may generally deal with, treat, purchase, lease, sell, mortgage, let, release and dispose of and exercise all acts of ownership over the lands, tenements, property and effects of the said Corporation; may institute and defend in the name of the said Corporation all suits at Law; may from time to time displace the officers, agents and servants of the said Corporation, except as hereafter provided; and that they shall and may have power to do all things whatsoever which may be necessary or requisite to carry out the objects of the Corporation, and to vest the present property and funds of the said Association in the Corporation hereby erected: That they shall declare dividends of the profits of the said Corporation, when and as often as the state of the funds thereof may permit; may appoint when Special Meetings of the Shareholders shall be held, and determine on the mode of giving notice thereof, and of the manner in which the Shareholders may call or require such Special Meetings to be called; and they shall have power to make By-laws for the government and control of the officers and servants of the said Corporation, and shall also have power to make and frame all other By-laws, Rules and Regulations for the management of the business of the said Corporation in all its particulars and details, whether hereinbefore specially enumerated or not, and the same also at any time to alter, change, modify and repeal, which said By-laws, Rules and Regulations shall be submitted for approval, rejection or alteration by the Stockholders, at the next General Meeting, or at a Special Meeting to be called by the said Directors, and when so ratified and confirmed shall be put into writing and duly recorded in the minutes of the said Corporation, and be binding upon and observed and taken notice of by all members of the said Corporation; and any copy of the said By-laws, or any of them purporting to be under the hand of the Clerk, Secretary or other officer of the said Company, and having the seal of the Corporation affixed to it, shall be received as *prima facie* evidence of such By-laws, in all Courts in this Province; Provided always, that the Stockholders may, at any General or Special Meeting appoint such salary or compensation to the President and Directors respectively as to them shall seem reasonable and proper.

Deeds of the Corporation.

May appoint Agents and Officers, &c.

Management of property.

Shall declare dividends.

And appoint meetings of Corporation.

May make By-laws.

Proof of By-laws.

Proviso as to remuneration to Directors.

XIV. And be it enacted, That the first General Meeting of the Shareholders of the said Corporation shall be held at the office of the said Corporation in the City of Hamilton, (at which place the said Corporation shall have its principal office,) on the first

First meeting of Shareholders, when and where to be held.

first Monday of January, one thousand eight hundred and forty-eight; and at such time and place, and on like day in every year thereafter, the said Shareholders shall elect two fit and qualified persons to be Directors of the said Company in the place and stead of the two who shall retire as prescribed in the next following section; and until such first election, and until they shall respectively retire as aforesaid, the Trustees of the Association aforesaid, to wit: the said John Thomas Brondgeest, George Sylvester Tiffany, Robert Pilkington Crooks, John W. Gwynne, Thomas Brunskill, and James Bell Ewart, and the survivors or survivor of them, shall be and are hereby declared to be and constituted Directors of the said Corporation, and the said John Thomas Brondgeest shall until such day be the President of the said Corporation; and they shall have and exercise all and every the powers and be subject to all and every the clauses, conditions, liability and restrictions imposed on the Directors to be chosen under this Act; Provided always, that in all actions or suits or other legal proceedings to be brought against the said Corporation, it shall be lawful and sufficient for the Plaintiff or Complainant or any other party to cause process to be served at the office of the said Corporation, in the City of Hamilton, or personally upon the President or on any one of the Directors, or on the Secretary of the said Corporation at any other place; and provided that at the first Meeting of the Directors to be holden after the passing of this Act, the said Director shall choose and elect from among themselves some one to be President, and also some one to be Vice-President of the said Corporation.

Certain persons appointed Directors.

Proviso as to service of process.

Retirement of Directors.

Proviso: Directors may be re-elected.

Failure to hold meeting not to operate dissolution of Corporation.

Interpretation clause.

XV. And be it enacted, That at the first General Meeting of the Shareholders, and at the Annual General Meeting in each year thereafter, two of the said Directors shall retire in rotation, the order of retirement of the said six hereinbefore named to be decided by lot, on or before the said first Monday in January, one thousand eight hundred and forty-eight: Provided always, that all Directors retiring at any time, shall be eligible for re-election, and the Directors, immediately after the election at each Annual Meeting, shall choose one of their own number to be President.

XVI. And be it enacted, That the failure to hold the said first General Meeting or any other meeting, or to elect such Directors or President, shall not dissolve the said Corporation, but such failure or omission shall and may be supplied by and at any Special Meeting to be called as the Directors, in conformity with the By-laws of the said Corporation, may see fit to appoint, and until such election of new Directors, those who may be in office for the time being shall be and continue in office and exercise all the rights and powers thereof until such new election be made, as hereinbefore provided.

XVII. And be it enacted, That the word "Lands" in this Act shall include all lands, tenements, and hereditaments, and real or immoveable property whatsoever, and all words importing the singular number or the masculine gender only shall extend to more than one person, party or thing, and to females as well as males, and the word "Shareholder" shall include the heirs, executors, administrators, curators, legatees or assigns of such Shareholder, or any other party having the legal possession of any share, whether in his own name or that of any other, unless the context shall be inconsistent with such construction; and whenever power is by this Act given to do anything, power shall be intended also to do all things which may be necessary to the doing of such thing; and generally all words and clauses herein shall receive such liberal and fair

fair construction as will best ensure the carrying into effect of this Act according to its true intent and spirit.

XVIII. And be it enacted, That it shall not be lawful for the said Corporation to commence or proceed with their operations under this Act, unless they shall have first paid up the sum of ten per cent. on the amount of their Capital Stock.

When the Company may commence business.

XIX. And be it enacted, That nothing in this Act contained shall in any manner derogate from or affect the rights of Her Majesty, Her Heirs or Successors, or of any person or persons, body politic or corporate, excepting so far as the same may be specially derogated from or affected by the provisions of this Act.

Rights of Her Majesty saved.

XX. And be it enacted, That this Act shall be deemed a Public Act, and as such judicially noticed by all Judges, Justices and others whom it may concern, without being specially pleaded.

Public Act.

SCHEDULE A.

FORM OF PROXY.

" I, A. B., of _____ hereby appoint C. D. of _____ to be
 " my Proxy, and to vote and act for me as such at all Meetings of the Shareholders of
 " *The Upper Canada Mining Company*, and in my name to do all things with regard
 " to the business of the said Company, which I may by law do by Proxy."

Form of Proxy.

" Witness my hand, this

day of

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A. B."

SCHEDULE B.

FORM OF TRANSFER.

" I, A. B., in consideration of the sum of _____ paid to me by C. D.
 " of _____ do hereby bargain, sell and transfer to the said C. D.
 " _____ share (or shares) of the Stock of *The Upper Canada Mining*
 " *Company*, to hold to him the said C. D. his heirs, executors, curators, administrators
 " and assigns, subject to the same rules and orders, and on the same conditions that I
 " held the same immediately before the execution thereof. And I, the said C. D. do
 " hereby agree and accept of the said _____ share (or shares,) subject
 " to the same rules, orders and conditions. Witness our hands and seals, this
 " _____ day of _____ in the year _____"

Form of Transfer.

A. B.

C. D."