

Laws of Her Majesty's Province of Upper Canada, passed in the year 1849. Montreal: Stewart Derbyshire & George Desbarats, 1849.

12 Victoria – Chapter 110

An Act to incorporate The Hamilton and Gore Mechanics' Institute. 30th May, 1849.

Whereas an Association hath been formed in the City of Hamilton in this Province, by divers persons engaged as Mechanics and otherwise, resident in and near that City, under the name of The Hamilton and Gore Mechanics' Institute, for the purpose of diffusing Scientific and Literary Knowledge, by a Library of reference and circulation; by the formation of a Museum of Specimens in Zoology, Geology, or other subjects of Nature, Science, or Manufactures; by Lectures, by Philosophical Apparatus, by conversations, and by any other method the Committee may judge necessary: 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 thirty-nine, for the purposes above mentioned; 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 Edward Cartwright Thomas, President; William G. Kerr and William Lockton Billings, Vice-Presidents; Sir Allan N. MacNab, Colin C. Ferrie, John Young, Nehemiah Ford, J. T. Brondgeest, William Hilton, Robert McElroy, William McMillan, William Leggo, S. J. Jones, James Robinson, N. P. Distin, Thos. M. Simons, Charles H. Stokoe, Thomas Simpson, S. S. Wave, Thomas Haines, James Stewart, Hugh C. Baker, D. M'Lellan and Samuel Kirkendall, 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 for ever, shall be one Body Politic and Corporate in deed and in name, by the name and style of The Hamilton and Gore Mechanics' Institute, and by that name shall 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, receive, take, purchase, acquire, hold, possess and enjoy to them and their successors as aforesaid, by the name of The Hamilton and Gore Mechanics' Institute, to and for the uses 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, by the said Corporate Name to grant, bargain, sell, alien, assure, assign, convey, mortgage, encumber, lease or let the same, or any part thereof, at any time or times, in as ample and effectual a manner to all intents and purposes as could be done by a private individual in such manner, for such purposes and to such uses, as by

the Rules of the said Corporation and the directions thereof duly given, they may be empowered (subject however to the provisions hereinafter in that behalf contained;) 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 also to sell and convey the same or any part thereof in as ample and full a manner, and by the same authority as is above mentioned with regard to real property (also subject to the provisions hereinafter in that behalf contained,) and shall and may by the said name of The Hamilton and Gore Mechanics' Institute, be able and capable to sue and be sued, implead and be impleaded, answer and be answered unto in all Courts of Law or Equity 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 or corporate, or any persons able and capable in law may or can sue or be sued, impleaded or answered in any manner whatsoever; and shall also by the said name take all conveyances and assurances of whatever description; and by the same name convey, assure, lease, or part with real, personal or mixed property.

II. And be it enacted, That in all and every suit or suits in law or equity, which may hereafter be instituted against the said Corporation, service of Process at the residence of the President, or of the Secretary for the time being, shall be sufficient to compel the said Corporation to appear and plead to such suit or suits, and in case no appearance is made to the said suit or suits, service of all subsequent proceedings in such suit or suits shall be made either personally on the President, or the Secretary for the time being, or at the residence or place of business of one or other of the same Officers; any law, custom or usage to the contrary in any wise notwithstanding.

III. And be it enacted, That for the management of the affairs of the said Corporation, there shall be elected by the Honorary and Ordinary Members of the said Corporation, from their own number, and by a majority of the votes of the Members present (who shall vote by ballot) at the Special or Annual Meetings hereafter provided for, the following Officers, a President, Vice-President, and nine Directors, which nine Directors, together with the two Officers first named, shall constitute and form the Board of Directors of the said Corporation, which Board, shall at its first Meeting after such election, appoint a Secretary from the ordinary Members of the Corporation, and if not already a Member of the Board, he shall be one *ex officio*; they shall also at the said first Meeting appoint, from, the number of Directors, a Treasurer and Librarian.

IV. And be it enacted, That the Annual Meeting for the election of the said Board of Directors shall be held at the rooms of the Institute for the time being, on the last Friday of February in each and every year: Provided that the Officers and Committee in office at the passing of this Act shall remain in office, and be considered as acting under the provisions of this Statute, until the Annual Election to be held in February, one thousand eight hundred and fifty, and shall have all the powers hereby granted to the contemplated Board of Directors: Provided that whenever the said last Friday of February shall happen on a public holy-day, the said Annual Meeting shall take place in manner hereafter provided; and the Board of Directors 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 elections so to be had and made on the last Friday of February 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 any of the Vice-Presidents 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 such Board of Directors as aforesaid; and the election so made shall be as valid and effectual as if it had been made on such last Friday of February.

V. And be it enacted, That if at any time or times it shall happen that any of the persons chosen to be Members of the Board of Directors shall die, or be removed therefrom, or resign during the period for which they shall have been respectively elected, then and in every, such case it shall be lawful and competent for the remaining Members of the said Board of Directors, or a majority of a *quorum* thereof at any duly appointed Meeting of the same Committee, to choose a Member or Members of the Corporation to fill the office or offices so vacated: Provided always, that the person or persons who may be then elected shall retain the said office only until the Members or Members in whose place he or they shall have been appointed would have gone out of office.

VI. And be it enacted, That the said Corporation, shall consist of an indefinite number of Ordinary, Junior and Honorary Members, all of whom shall be elected from time to time, in accordance with the Rules and By-laws of the Institute, and shall be chosen according to the forms and under the restrictions and conditions hereinafter prescribed, the Ordinary Members being those above the age of eighteen years, who shall pay and contribute to the funds of the said Corporation, such entrance money and annual subscription as may from time to time be enacted by the By-laws, Rules and Regulations of the said Corporation; the Junior Members, being those who are under the age of eighteen years, shall pay and contribute to such funds the entrance money and annual subscription which may as to them be fixed by the said By-laws, Rules and Regulations,, but who shall not vote at any Meeting of the said Corporation, nor! be eligible to fill any office therein: and the Honorary Members being those only who, having made a donation to the Corporation to the amount of twenty pounds, or who being distinguished for their scientific attainments, or who have signally benefitted the Institute by their services or otherwise, shall be elected as Honorary Members at a General or Annual Meeting of the said Corporation, and shall be entitled to all the privileges of Ordinary Members.

VII. And be it enacted, That at all Meetings of the said Board of Directors, five Members thereof shall be a *quorum*, to transact the business of the said Board; and all questions and matters before them shall be decided by a majority of those present at such Meeting.

VIII. And be it enacted, That the said Corporation may hold Special Meetings, to be called by the President or one of the Vice-Presidents, who are hereby required to call such Meeting or Meetings at the request of a majority of the *quorum* of the Board of Directors or of twelve Members of the Institute, and the Board of Directors may hold Special Meetings on the summons of the President, or the Vice-President, or of any three Members thereof.

IX. And be it enacted, That the Board of Directors shall have the entire control (except as hereinafter mentioned) of all the property of the Institute, real, personal and mixed, and the management of its funds: it shall be their duty to make such purchases of books, apparatus, periodicals, papers, furniture, specimens, models and other articles as they may deem expedient for the prosperity of the Institute; to frame, alter and amend Regulations for the Library and Reading or News Room; to engage and pay Lecturers and Class Teachers; to borrow money or secure debts on the real property only of the Institute, and generally to transact the business of the Institute; provided always, that no purchase or incumbrance of any real property shall be made without the consent of three-fourths of the Members present at a Special Meeting of the said Corporation called for the purpose, of which Meeting notice shall have been given for ten days in at least two of the city newspapers, in which notice shall be fully specified the object of the said Meeting; and that no absolute sale or conveyance of any of the property, real, personal or mixed, of the Corporation, shall be made without the consent of four-fifths of the Members present, at a Special Meeting of the said Corporation, also called for that purpose in manner aforesaid.

X. And be it enacted, That the said Corporation shall from time to time, forever, 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 Board of Directors—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 and Junior Members to the funds thereof—for regulating the times and places and mode of summoning the ordinary and special meetings of the said Corporation or of the Board of Directors—for suspending or expelling such Members as shall neglect or refuse to comply with the By-laws and Regulations—for the remuneration of such Officers as they may from time to time require, and taking from those holding responsible situations sufficient security, and generally for the managing and directing of the affairs and concerns of the said Corporation: Provided always, that the By-laws and Regulations now in force in the Association hereby incorporated, where the same are not inconsistent with this Statute, shall remain and be in force until altered or amended under the authority of this Act: And provided, 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 of the Board of Directors at least fourteen days previous to its being submitted for the adoption thereof by the said Corporation, at an annual or special meeting thereof, nor unless the same shall be adopted by a majority of the Members then present.

XI. 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 of the Branches of the Provincial Parliament from time to time to require from the said Corporation, or from the Board of Directors thereof, true statements under oath of the Secretary or Treasurer of the said Corporation (which oath any Justice of the Peace is hereby authorized and required, upon request, 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 (if required by the said

Governor or Person administering the Government of the Province) be laid before each Branch of the Provincial Legislature within fifteen days after the opening of each Session thereof.

XII. 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.

XIII. 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 or Successors, or of any person or persons, or of any body politic or corporate, such only excepted as are herein mentioned.

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