

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

12 Victoria – Chapter 165

An Act to incorporate certain persons under the style of The Huron Copper Bay Company. 30th May, 1849.

Whereas it will tend to the benefit of this country if its mineral resources be developed by the skill of the Miner; And whereas the several persons hereinafter named, together with certain other persons, have united and bound themselves to each other by Agreement executed at Montreal, before Notaries Public, and bearing date the second day of August, one thousand eight hundred and forty-seven, to prosecute conjointly the legitimate operations of Mining in this Province with adequate capital for that purpose; And whereas furthermore, the said individuals, acting under the sanction of the Crown, have explored for and discovered rich Mineral Veins of Copper and other Ores on a certain tract of land on the shores of Lake Huron and have employed labourers and miners in opening the said Veins; And whereas the said persons experience great difficulties in carrying out the objects for which they were associated without an Act incorporating them as hereinafter mentioned, and have prayed that such Act may be passed: 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 Simpson, of the Coteau du Lac, in Lower Canada, Esquire, Stewart Perthshire, of Montreal, in Lower Canada, Esquire, John Prince, of the Park Farm, in the Western District, Esquire, Arthur Rankin and Robert Stuart Woods, both of Sandwich, in the same District, Esquires, William A. Townsend, of Montreal aforesaid, merchant, and Strachan Bethune, of the same place, Esquire, 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, in fact and in name, by the name of The Huron Copper Bay 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.

II. And be it enacted, That the Capital Stock of the said Association, divided into fifteen thousand shares, of thirty shillings, currency, each, shall form the Capital Stock of the said Corporation, subject to be increased as hereinafter provided.

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 not paid up.

IV. And be it enacted, That the calls made and to be made on the holders of the said Stock, inclusive of the calls already demanded, shall not exceed in the whole the sum of thirty shillings currency, per share, and the same shall be paid by instalments when and in such manner, as shall be prescribed by the Directors hereinafter named; Provided also, that nothing herein contained shall exonerate or relieve any party from any existing liability to the said Company, whether such liability result from any call or calls heretofore made by the Trustees of the said Company, or from any other cause or matter whatsoever, but on the contrary all such liabilities shall and may be enforced in the same way, and the said Corporation shall have the same remedies to enforce, and the same facilities of enforcing the payment of calls already made and all other calls and sums now due or called for, as are hereinafter provided with respect to future calls and liabilities.

V. And be it enacted, That all and every the estate and property, real or personal belonging to the said Association formed under the Articles of Association aforesaid, at the time of the passing of this Act, and all debts or claims then 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 hereinafter named, shall be Directors of the said Corporation, as if elected under this Act, until their successors shall be elected as hereinafter provided.

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 fifty thousand pounds; 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.

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 grant or other title under which the said Corporation may hold the lands in which such things are to be done.

VIII. And be it enacted, That if the sum of twenty-two thousand five hundred pounds be by the said Corporation considered 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 ten 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 one hundred thousand pounds, currency, including the said twenty-two thousand five hundred 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, immunities and rights as the persons who are now Shareholders, in proportion to the interest or number of shares which lie 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 twenty-two thousand five hundred pounds; any thing herein contained to the contrary notwithstanding: But if at the time of such increase of capital taking place, the existing shares of the said Corporation be below par, then such new shares may be of such amount and may be issued in such manner and on such terms and conditions as the said Corporation shall think fit.

IX. And be it enacted, That it shall be lawful for the said Corporation from time to time to borrow, at such rate of interest, whether above or below six per centum per annum as they may think fit, either in this Province or elsewhere, all such sum or sums of money not exceeding in all twenty-five 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 for the uses of the Corporation: And provided also, that no such bond, debenture or other security shall be made or granted for a less sum than one hundred pounds currency.

X. And be it enacted, That the Stock of the said Corporation shall be deemed personal or 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.

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 by any other convenient manner 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 made on the shares purporting to be transferred, and fill debts or moneys due to the said Corporation thereon, shall have been fully paid up and discharged; and a 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 Corporation duly authorized thereto, shall be sufficient *primâ facie* evidence of every such transfer, in all Courts in this Province.

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, Liverpool and Bristol, 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 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 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 the United States aforesaid.

XIII. And be it enacted, That for managing the affairs of the said Corporation, there shall, subject to the provisions hereinafter contained, be from time to time elected out of the Members of the said Corporation, not fewer than six persons, being each a proprietor of not less than fifty 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 may exercise all the powers of the Directors: Provided, that no Director shall have more than one vote at any Meeting of Directors; 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 Stockholders for the time being as is hereinbefore provided for, and in the name of the said Corporation to sue for, recover and get in all such calls whether already made under the said Articles of Association or to be made under this Act, 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 shall be prescribed by any By-law; and to cause the punctual payment of the said calls by enforcing of any penalties that may be prescribed in that behalf by any By-law or By-laws of the said Company; 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 the holder of one share or more 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 payment 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 lie 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 the 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 said Corporation affixed to it, shall be received as primâ 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 a salary or compensation to the President and Directors respectively, as to them shall seem reasonable and proper.

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 Montreal, (at which place the said Corporation shall have its principal place of business) on the first Monday in the month of July, one thousand eight hundred and forty-nine, and at such time and place, and on the 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, hereinafter named, that is to say: The said John Simpson, Stewart Derbishire, John Prince, Arthur Rankin, W. A. Townsend, and Strachan Bethune, and the survivor or survivors of them, shall be and are hereby declared to be and constituted Directors of the said Corporation, and they shall have and exercise all and every the powers, and shall 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 said office of the said Corporation in the City of Montreal, or personally upon the President, or any one of the Directors, or on the Secretary of the said Corporation, at any other place; and provided also, that at the first meeting of the Directors to be holden after the passing of this Act, the said Directors shall choose and elect from among themselves some one to be President, and also some one to be Vice-President of the said Corporation.

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 persons hereinbefore named, to be decided by lot, on or before the said first Monday in July, one thousand eight hundred and forty-nine): 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 by the Directors, or in any other manner to be allowed by the By-laws of the said Corporation, 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 immovable 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 in that of any other, unless the context shall be inconsistent with such construction; and whenever power is by this Act given to do any thing, 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 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 centum on the amount of their Capital Stock.

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, except so far as the same may be specially derogated from or affected by the provisions of this Act.

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

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 Huron Copper Bay 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.

Witness my hand, this _____ day of _____ 18 _____

A. B.

Schedule B.
Form of Transfer.

I, A, B., for value received from C. D. of _____ do hereby bargain, sell and transfer to the said C. D. _____ share (or shares) of the Stock of The Huron, Copper Bay 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 hereof. Audi, the said C. D., do hereby agree and except 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 _____

A. B.,
C. D.