

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

12 Victoria – Chapter 192

An Act to incorporate the Quebec Warehousing Company. 30th May, 1849.

Whereas the establishment of a public Warehousing Company at Quebec would materially lessen the cost of transport of the produce of the Province to the English markets, and would greatly tend to promote the trade now springing up with the North Western States of the American Union; And whereas the several persons hereinafter named, are desirous to establish such Company: 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 Gordon, Charles Bockus, John Young, James Hervey, James McDougall, Francis Roger Loomis, William Stone Macdonald, Laurent Têtu, Louis Bilodeau, and Henry Walmsley Welch, together with such person or persons as shall under the provisions of this Act become Shareholders in the Warehousing Company hereby authorized to be established, and their several and respective heirs, executors, administrators and assigns, being proprietors of any such share or shares, are and shall be and be united into a Company for carrying on the said Warehousing business, according to the rules, orders, and directions hereinafter expressed, and shall for that purpose be one body politic and corporate by the name of the Quebec Warehousing Company, and by that name shall have perpetual succession and a common seal, and other the usual powers and rights of bodies corporate, not inconsistent with this Act, and by that name shall and may sue and be sued, and also shall and may have power and authority to purchase and hold lands, wharves and stores for them and their successors and assigns, for the carrying on of the said business, without letters of mortmain, (but saving always the droit d'indemnité of the Seigneur [Seigneur]) within the County of Quebec, and to erect stores, wharves, and other buildings deemed necessary.

II. And be it enacted, That the Capital Stock of the said Company shall be twenty-five thousand pounds, divided into five hundred shares of fifty pounds each.

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 demands due by the said Corporation beyond the amount of his, her, or their subscribed share or shares in the said Corporation.

IV. And be it enacted, That the Directors of the said Company for the time being shall be jointly and severally individually liable to the Creditors of the said Corporation for all debts and liabilities contracted or accrued during the period that such parties may have been Directors as aforesaid, and it shall be the duty of the Directors of the said Company and they are hereby required to

cause a list of the Directors of the said Corporation who may be chosen under the provisions of this Act with their descriptions and places of abode to be filed in the office of the Prothonotary of the Court of Queens's Bench for the District of Quebec, within one week from the date of such election, and further to cause to be filed with the said officer returns of all changes which may from time to time be made in the said direction, within one week from every such change, which said lists or returns shall be from time to time registered by the said Prothonotary, in a book to be by him kept for that purpose, which said book any person or persons shall be at liberty from time to time to inspect, upon payment of the sum of one shilling for every search; and the said return or list so registered by the said Prothonotary, or a certified copy thereof under the hand and seal of the said officer, shall be evidence in any Court of Law or Equity in this Province, of the fact that the parties therein described as Directors were duly elected to fill such office and continue to discharge the duties thereof until a change of direction shall have been registered under the provisions of the Act.

V. And be it enacted, That 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 three hundred Shares, at any General Meeting to be called for that purpose, to increase the Capital Stock of the said Corporation by the admission of new members as subscribers to the said undertaking, or otherwise, to one thousand shares of fifty pounds each, 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 rights, powers and privileges as the persons who are now Shareholders, in proportion to the interest or number of shares which he may acquire, and to the amount of calls paid thereon, and also shall 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 he shall subscribe and pay thereto as fully and effectually as if such further sum of twenty-five thousand pounds had been originally raised as a part of the said first sum of twenty-five thousand pounds; any thing herein contained to the contrary notwithstanding.

VI. And be it enacted, That it shall be lawful for the said Corporation to have and hold such lands and immoveable property as may be necessary for carrying on the business of the said Corporation, provided the sum vested in real property, purchased from private individuals, do not at any 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 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, to this Act annexed.

VIII. 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 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 of 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 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 *prima facie* evidence of such transfer, in all Courts of this Province.

IX. And be it enacted, That for the managing of the affairs of the said Corporation, there shall be from time to time, elected out of the Members of the said Corporation, five persons being each a proprietor of not less than five shares of the said capital stock 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 a 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, 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 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 have also full power to make such calls for money from the several Shareholders for the time being as shall be found necessary, and to sue for and recover and get in all such calls whether already made or hereafter to be made, 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 in the said stock, (stating the number of shares,) and is indebted to the said Corporation in the sum to which the calls in arrear shall amount, (stating the number and amount of such calls,) whereby an action has accrued to the said 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 to the number of shares alleged, and that the calls sued for were made and notice given thereof, 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, 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 said Corporation: That they may appoint such and as 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 contracts for the execution of the purposes of the said Corporation, and for all 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 lauds, tenements 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 hereinafter provided for, 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 said Corporation, and to vest the present property and funds of the said Association in the said 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 Meeting 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 respectively, 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 and as 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 hands of the Clerk, Secretary, or other Officer of the said Corporation, and having the Seal of the said Corporation affixed to it, shall be received as *prima facie* evidence of such By-laws in all Courts of this Province, and that access may be had to the said original minutes, and copies taken therefrom by any person or persons desiring the same upon payment of the sum of one shilling for each inspection; Provided always, that the Shareholders 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.

X. 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 Quebec (at which place the Corporation shall have its principal place of business) on the third Wednesday in June, one thousand and eight hundred and forty-nine, and at such time and place and on like day in every year hereafter, the said Shareholders shall elect two fit and qualified persons to be Directors of the said Corporation 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, John Gordon, Charles Bockus, James Hervey, Henry Wamsley Welch and William Stone Macdonald, and the survivor or survivors of them shall be and are hereby declared to be and constituted Directors of the said Corporation, and the said John Gordon shall until such day be the President 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, liabilities 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 Quebec, 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 elected 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.

XI. 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 five hereinbefore mentioned to be decided by lot, on or before the said third Wednesday in June, 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.

XII. And be it enacted, That the failure to hold the said first General 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 hereinafter provided.

XIII. And be it enacted, That it shall not be lawful for the said Corporation to proceed with their operations under this Act, unless they shall have paid up the sum of ten per cent on the amount of their Capital Stock of twenty-five thousand pounds, on or before the twentieth day of June next.

XIV. 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 all 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 whatever 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 any thing, power shall be intended also to do all things which may be necessary to the doing of such things, and generally all words and clauses herein shall receive such liberal and fair construction as will best insure the carrying into effect of this Act, according to its true intent and spirit.

XV. 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, Her 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.

XVI. And be it enacted, That this Act shall remain in force until the first day of May, in the year of our Lord, one thousand nine hundred, and no longer.

Schedule A.

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 Quebec Warehousing 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, _____ day of _____ one thousand eight hundred _____
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., _____ shares of the stock of the Quebec Warehousing 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 immediatly before the execution hereof; and I the said C. D. do hereby agree and accept of the said share, subject to the same rules, orders and conditions.

Witness our hands and seals, _____ day of _____ one thousand eight hundred _____
