

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

12 Victoria – Chapter 193

**An Act to incorporate certain persons under the name of the Quebec Forwarding Company.
30th May, 1849.**

Whereas Henry John Noad, James Gibb, T. H. Dunn, Henry LeMesurier, and William Stevenson, by their humble Petition in this behalf, have represented that an Association has been formed in the City of Quebec, in which they and others have become Subscribers and Stockholders for the purpose of transporting Goods, Merchandise and Passengers, from and to Quebec, Lake Champlain, the Upper Lakes, and other places,—that the Capital Stock of the said Association is limited to forty thousand pounds current money of this Province, divided into four hundred shares of one hundred pounds each,—that one hundred and fifty-four shares have been subscribed,—and that the full amount thereof, to wit, the sum of fifteen thousand four hundred pounds said current money, has been paid in, and is held by the said Association, and have prayed that for the better affecting the purposes of their Association, they, their successors and assigns, be incorporated; And whereas the said Association has built and bought divers steam vessels and barges, and has successfully prosecuted the said undertaking for about six years, under the name of The Quebec Forwarding Company; And whereas divers debts are now due to them by divers parties who have contracted with them, in the enforcing payment of which debts technical difficulties have arisen, by reason of the multiplicity of the names of the parties interested in the said Association; And whereas also, divers individual members of the said Association have been exposed to suits at law on account of the business of the Company, and other difficulties and embarrassments in the management of the affairs thereof have occurred from the same cause; And whereas the said Company tends to facilitate and promote the inland navigation of the Province: 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 Henry John Noad, James Gibb, T. H. Dunn, Henry LeMesurier, and William Stevenson, and all other persons who are now, or may hereafter become Subscribers and Stockholders in the said Association, and all or any other person or persons, bodies politic and corporate, who, as executors, administrators, successors or assigns, or by any other lawful title may hold any part, share or interest of and in the Capital Stock of the same, so long as they shall hold such part, share or interest therein, their several and respective heirs, executors, curators, administrators successors and assigns, shall be and they are hereby ordained, constituted and declared to be a body politic and corporate by the name and style of The Quebec Forwarding Company, 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 pleasure, and shall and may by the same name be able and capable in law to sue and be sued, plead and be impleaded, answer and be answered, defend and be defended in all Courts of Law and places whatsoever, in

all and singular actions, suits, complaints, matters and causes whatsoever, as well upon all causes of action which have arisen before as all such as may arise after the passing of this Act, and also of contracting and being contracted with in all matters and things necessary and requisite in the prosecution of their business, and may make, establish, and put into execution, alter or repeal such By-laws, Rules, Ordinances and Regulations, the same not being contrary to the laws of this Province, and to the constitution thereof, or to the provisions of this Act, as may appear to them necessary or expedient for the management of the business of the said Company: Provided always, that no By-law, Ordinance, Rule or Regulation, shall be in force till the same shall have been approved of at a General Meeting of the Stockholders; and by the same name of the The Quebec Forwarding Company they shall hold the several steamers, barges, boats, and all and singular the goods, chattels, debts and credits, which at the time of the commencement of this Act, belonged and appertained to the said Association, and the said steamers, barges, boats, goods, chattels, debts and credits, are hereby vested in the said Quebec Forwarding Company; and by the same name of The Quebec Forwarding Company, they and their successors and assigns, shall be in law capable of holding any personal estate, goods, chattels or effects, and also any real estate not exceeding in value five thousand pounds current money of this Province, at any one time, for the use of the Company, and of letting to hire, leasing, selling, conveying, or otherwise disposing thereof for the benefit, and on account of the said Company, from time to time as they shall deem necessary; Provided always, that they, the said Henry John Noad, James Gibb, T. H. Dunn, Henry LeMesurier, and William Stevenson, and all other persons who are now or may hereafter become Subscribers and Stockholders in the said Association, their several and respective heirs, executors, curators, administrators, successors and assigns, shall truly pay and satisfy all claims, debts, dues and demands, which shall at the commencement of this Act, lawfully and of right be and remain against the said Association, and which but for the passing of this Act might have been proved against the said Association.

II. And be it enacted, That the superintendence, control and management of the affairs of the said Company shall be vested in seven Directors, four of whom shall be a *quorum*, which said Directors shall be Stockholders in the said Company, and shall be elected on the second Monday of January in each and every year, at such time of the day and at such place as a majority of the Directors for the time being shall appoint, and notice shall be given by the said Directors in some one or more newspapers published in the City of Quebec of such time and place, at least ten days previous to the said election, and such election shall be had and made by such of the Stockholders of the said Company as shall attend for that purpose in their own proper person or by proxy, and all elections for Directors shall be by ballot, and the seven persons who shall have the greatest number of votes at any election shall be Directors till the next ensuing annual election, or the appointment of their successors as hereinafter provided for; and at the first meeting of such Directors after their election they shall choose out of their number a President who shall hold his office during the same period for which the said Directors have been elected and till the appointment of his successor, and it shall be the duty of the said President to preside at all meetings of the Stockholders or Directors, and in case of an equality, of votes to give a double or casting vote, and it shall be lawful for the said Directors from time to time, in case of the death, resignation or absence from the Province for six months consecutively of the person so chosen to be President, to choose from among them, the said Directors, another person to be President, in

his stead, and in the event of any temporary absence of the said President, whether occasioned by sickness or otherwise, the remaining Directors may by a vote duly recorded in the Register of their proceedings when assembled for the transaction of business, appoint one of themselves to supply the place of such President, and if any vacancy or vacancies shall at any time happen among the Directors by death, resignation or absence from the Province, the same shall be filled for the remainder of the year by such person or persons as the remaining Directors or a majority of them may appoint., and it shall be lawful for the Stockholders at any meeting specially called for that purpose, to remove all or any of the said Directors or the said President, and to appoint others in their or his stead in the same manner as the annual election of Directors is hereby provided for.

III. And be it enacted, That each Stockholder shall be entitled to a number of votes proportionate to the number of shares which he, she or they shall have held in his, her or their name at least one month previous to the time of voting, being one vote for each share, and all questions brought before the Stockholders at any general or special meeting, shall be decided by a majority of such votes, subject in case of an equality of votes to the casting or double vote of the President.

IV. And be it enacted, That each and every Stockholder shall be individually liable for all debts and liabilities of the said Company.

V. And be it enacted, That the President or any two or more Directors may at any time and from time to time call a meeting or meetings of the Stockholders, either for general or special purposes, and that any twelve or more Stockholders may from time to time call special meetings of the Company, upon giving at least ten days notice by advertisement in one or more newspapers published in the City of Quebec, or by sending a written or printed notice to each Stockholder by post or otherwise, and every advertisement or notice calling a special meeting shall specify distinctly the purpose or purposes for which such meeting is called, and no other matter or business shall be discussed, concluded upon or settled at such meeting.

VI. And be it enacted, That if at any time it happen that an election of Directors shall not be made when on any day pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but that it shall and may be lawful on any other day to hold and make an election in the same manner as the annual election of Directors is herein provided for.

VII. And be it enacted, That it shall be the duty of the Directors to make such yearly dividends of the profits of the said Company as to them or a majority of them shall appear advisable; and that once in each year an exact and particular statement shall be made of their affairs, debts, credits, profits and losses, such statement to appear on the books of the Company, and to be open to the perusal of any Stockholder at his or her reasonable request, and a copy thereof, certified by the oath of the President and one of the Directors shall be transmitted annually to the three branches of the Provincial Legislature, which oath any Justice of the Peace is hereby authorized to administer.

VIII. And be it enacted, That the shares of the said Capital Stock shall be transferable, and may from time to time be transferred by the respective persons holding and owning the same; Provided always, that such transfer be made in the manner prescribed by the By-laws to be made in that behalf by the said Company.

IX. And be it enacted, That Henry J. Noad, James Gibb, T. H. Dunn, Henry LeMesurier and William Stevenson, shall be Directors, and the said William Stevenson shall be President of the said Company till the second Monday of January next, and till the appointment of their successors as provided for in this Act, and shall have like power in the management of the Company's affairs as are hereby given to the President and Directors appointed to be in future annually elected.

X. And be it enacted, That for the enforcement of all claims, debts, dues and demands, which at the time of the commencement of this Act may exist, or which thereafter may exist against the said Association, or against the said Quebec Forwarding Company, service of process at the Company's Office in the Town of Kingston, in the Midland District, shall be held and deemed to be good and sufficient service in all suits and proceedings at law, commenced or instituted in Upper Canada, and service of process at the Office of the said Company in the City of Quebec shall be held and deemed to be good and sufficient service in all suits and proceedings at law commenced or instituted in Lower Canada.

XI. And be it enacted, That this Act shall be and the same is hereby declared to be a Public Act, and shall be construed as such in all Her Majesty's Courts in this Province, and that judicial notice shall be taken of the same by all Courts, Judges and Justices, and a copy thereof printed by the Queen's Printer or Printer approved by Royal authority for the printing of the Laws of this Province, be held and taken in all Her Majesty's Courts of Justice in this Province as sufficient proof and evidence thereof.