

Laws of Her Majesty's Province of Upper Canada, passed in the year 1850. Toronto: Stewart Derbshire & George Desbarats, 1850.

13 & 14 Victoria – Chapter 144

An Act to incorporate *The Elgin Association*, for the settlement and moral improvement of the Coloured Population of Canada. 10th August, 1850.

Whereas an Association has been formed in Upper Canada, by divers persons resident therein, under the name of *The Elgin Association*, for the settlement and moral improvement of the Coloured Population of Canada, for the purpose of purchasing Crown or Clergy Reserve Lands in the Township of Raleigh, in the County of Kent, and settling the same with coloured families resident in Canada of approved moral character; and whereas the persons hereinafter named, office bearers and members of the said Association, and acting on behalf of the members thereof, have by Petition prayed to be incorporated for the purposes aforesaid: 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 Skeffington Connor, Michael Willis, William King, Charles Berczy, John Thomas Matthews, John Scott Howard, Walter Macfarlane, Ezekiel F. Whittemore, Andrew T. McCord, Peter Freeland, John Ewart, John Laidlaw, James Brown, Andrew Hamilton, Peter Brown, James Osborne, Edward Cartwright Thomas, John Fisher, William P. McLaren, William Miller, George Davidson, John McLean, A. D. Ferrier, John Fraser, John Mechie, A. B. Jones, Donald Me Caul, Archibald McKellar, Thomas Campbell, Henry Garratt, Bernard Foley, Andrew Shaw, J. B. Osborne, James Dougall, Robert Watson, Rufus Holden, James Harvey, and Andrew J affray, with all other such persons as are now or being duly competent may hereafter be associated for the purposes hereinbefore mentioned, and their successors for ever, shall be one body politic and corporate in deed and by name, by the name and style of *The Elgin Association*, 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 their pleasure, and shall by the same name from time to time and at all times hereafter be able and capable of contracting and being contracted, with, of suing and being sued, pleading and being impleaded, and answering and being answered unto in all Courts and places whatsoever, and also that they and their successors by the same name from time to time and at all times hereafter shall be able and capable of purchasing and holding to them And their successors Crown and Clergy Reserve Lands or the Township of Raleigh in the County of Kent, not exceeding nine thousand acres, to and for the use of the said Company, and of letting, conveying and otherwise disposing of the same to Colored persons of Canada: provided always nevertheless, that the real estate to be held by the said Company shall be only such as shall be required to be held by them for the purposes aforesaid; and that nothing herein contained shall extend to authorize the said Association to become a Land Company in that sense of the term.

II. And be it enacted. That in all And every suit or suits in Law which hereafter may be instituted against the said Corporation, service of Process at the residence of the President or Secretary, shall be sufficient to compel the said Corporation to appear and plead to such suit or suits; any law, custom or usage to the contrary in any wise notwithstanding.

III. And be it enacted, That the property, affairs and concerns of the said Corporation shall be managed and conducted by the following officers, elected by the members of the said Corporation, at an annual meeting hereinafter provided for; a President, first and second Vice-Presidents, a Secretary, Treasurer, and twenty-four Directors, five of whom shall form a quorum for the transaction of business; the President, Vice-Presidents, and Treasurer being also Directors ex officio.

IV. And be it enacted, That the annual meeting for the election of said Officers shall be held at Toronto, at the place where the usual meetings of the said Corporation are held on the first Wednesday in September in each and every year, at the hour of twelve o'clock; and the said election shall be held and made by such of the Stockholders of the said Corporation as shall attend for that purpose in their own proper persons, or by proxy, and all the elections for such Officers shall be by ballot; and if any vacancy or vacancies shall at any time happen among the Directors by death, resignation, or removal from the Province, such vacancy or vacancies shall be filled, for the remainder of the year in which they may happen, by a person or persons to be nominated by the Directors at any of their regular meetings.

V. And be it enacted, That each Stockholder shall be entitled to a number of votes in proportion to the number of shares which he or she shall have in his own or her own name, and shall have had at least twenty days previous to the time of voting, according to the following rules, that is to say: One vote for each share to the extent only of two shares, and one vote for every two shares above two.

VI. And be it enacted, That in case it should at any time happen that an election of officers should not be made on any day when pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any day to hold and make an election of officers in such manner as shall be regulated by the By-laws and Ordinances of the said Corporation.

VII. And be it enacted, That until the first election of officers shall take place as hereinbefore provided, the present officers of the said Association shall be and continue to be the officers of the Corporation hereby created, and that the President, or in his absence from the City of Toronto, either of the Vice-Presidents of the said Corporation shall, within one month after the passing of this Act, cause notice to be given to the members of the said Corporation by public advertisement, to be published ten days at least previously in four newspapers published in different parts of the Province, to meet at the place in which the usual meetings of the Corporation are held at such time as he shall in and by such notice appoint, and the said members or the major part of them as shall be then present, shall, at the time so appointed, proceed to the election of a President, a First

Vice-President, a Second Vice-President, a Secretary, a Treasurer, and twenty-four Directors, which said officers from the time of their election to their respective offices, shall continue therein till the first Wednesday in June then next ensuing, and from thenceforth until others be chosen in their place, and the new officers shall enter on the duties of their office the first Monday after their election.

VIII. And whereas the sum of four thousand pounds currency, or thereabout, has been subscribed by the members of the said Association as the Capital Stock of the same, in Shares of ten pounds each, and whereas it may be necessary to increase the said Stock by the additional sum of one thousand pounds: Be it therefore enacted, That the said shares so subscribed as aforesaid, shall constitute the Capital Stock of the said Corporation, with power to the said Corporation to increase the same by one thousand pounds in like shares of ten pounds each, if they shall think it necessary for carrying out the purposes of the said Corporation, and that the aforesaid Capital Stock may, after twenty per cent, has been paid thereon, be transferable by the respective persons subscribing and holding the same, to any other person or persons, and such transfer shall be entered and registered in a book or books to be kept for that purpose by the said Corporation.

IX. And be it enacted, That immediately after the passing of this Act it shall and may be lawful for the Directors to call upon the Stockholders of the said Corporation, by giving sixty days' notice thereof in four newspapers published one in London, one in Hamilton, one in Toronto, and one in Kingston, for an instalment of twenty per centum upon each share, which they or any of them may respectively have subscribed for in the Association aforesaid, and that the residue of the sums or shares of the stockholders shall be payable by annual instalments of ten per centum, the first thereof to be payable upon the first day of July, one thousand eight hundred and fifty-one, until the whole sum or such part of the whole sum as the Directors shall deem necessary for carrying out the objects of the Association, shall be paid: Provided always, that the payments upon shares heretofore made by any of the shareholders aforesaid, shall be credited by the Directors, on the call of twenty per cent, so to be made as aforesaid.

X. And be it enacted, That if any Stockholder or Stockholders as aforesaid shall neglect to pay at the time required any instalment or instalments which shall be lawfully required by the Directors as due upon any share or shares, such Stockholder or Stockholders so refusing or neglecting shall forfeit such share or shares as aforesaid with any amount which shall have been previously paid thereon, and the said share or shares may be sold by the said Directors, and the sum arising therefrom, together with the amount previously paid thereon, shall be accounted for and applied in like manner as other moneys of the said Company: Provided always, that the purchaser or purchasers shall pay the said Company the amount of the instalment required over and above the purchase money of the share or shares so purchased by him, her or them as aforesaid, immediately after the sale and before they shall be entitled to the certificate of the transfer of such shares purchased as aforesaid: Provided always, that fifteen days' notice of the sale of such forfeited shares shall be given in any newspaper or newspapers published in the City of Toronto, and that the instalments due may be received in redemption of any such forfeited share at any time before the day appointed for the sale thereof: Provided also, that the shareholders may at their next general meeting, after any forfeiture, restore any forfeiture, or a portion of any

forfeiture, by a resolution in writing, to be passed at such meeting, and not at any other time or in any other manner.

XI. And be it enacted, That the several persons who have subscribed any money towards the Association, or their personal representatives respectively, shall pay the sums respectively so subscribed or such portions thereof as shall be from time to time called for by the Directors; and with respect to the provisions in this Act contained for enforcing the payment of calls on instalments, the word Stockholder shall extend to and include any person who holds stock in the said Corporation or who may have subscribed the original prospectus of the Association or agreement to take stock therein, and shall also extend to and include the legal personal representative of such stockholders or person aforesaid.

XII. And be it enacted, That if any default shall be made by any stockholder in the payment of any call at the time appointed by the Directors for the payment thereof, then it shall be lawful for the Company to sue such stockholders for the amount of such call, in any Court of Law in this Province (having competent jurisdiction in regard to the amount to be recovered) and to recover the same with lawful interest, and if the Company shall sue any stockholder under the authority of this Act, such suit shall not in any way interfere with the forfeiture of the share or shares of such stockholders.

XIII. And be it enacted, That on the trial or hearing of such action, it shall be sufficient for the Company to prove that the defendant, at the time of making such call, was a holder of one share or more in the undertaking (and when there has been no transfer of the shares, then the proof of subscription to the original agreement to take stock shall be sufficient evidence of holding stock to the amount subscribed) and that such call was in fact made, and such notice thereof given as required, and it shall not be necessary for the Association to prove the appointment of the Directors who made such call or any other matter whatever, and thereupon the Company shall be entitled to recover what shall be due on such call, with interest thereon.

XIV. And be it enacted, That when call shall be made by the Directors, all such calls shall be taken and meant to be payable to the Treasurer of the Association for the time being.

XV. And be it enacted, That in any action or suit brought by or against the Association upon any contract or for any matter or thing whatsoever, any stockholder shall be competent as a witness, and his testimony shall not be deemed inadmissible on account of interest.

XVI. And be it enacted, That the Directors for the time being, or a quorum of them, shall have power to make and subscribe all such rules and regulations touching the purchase, management and disposition of the lands, properties, estate and effects of the said Association, and the settlement and improvement of the said lands, and so touching the duties of the officers and spirants of the said Corporation, and also such other matters or things as appertain to the business of the said Corporation, and also shall have power to appoint as many officers and servants for carrying on the business of the said Corporation, with such salaries as they shall think fit; Provided always, that the price fixed by the said Directors for the lands of the said Corporation shall not

exceed the prices paid the Government, to any greater amount than is sufficient for the expenses of the said Corporation for any of the purchases hereinbefore mentioned, and six per cent, interest per annum upon the stock subscribed; Provided also, that if upon the final winding up of the affairs of the Corporation as hereinafter provided, any surplus should be found remaining after paying off the shares subscribed for and six per cent, interest, such surplus shall be applied in the improvement of the said settlement in such manner as the Directors shall appoint.

XVII. And be it enacted, That whenever and so soon as all the land so purchased by the said Corporation, shall be settled and paid for to the said Corporation, the affairs of the said Corporation shall be wound up and the stockholders thereof shall receive the amount of their shares or of such instalments as shall have been actually paid thereon, together with six per cent, interest-; Provided always, that nothing herein contained shall be held to prevent the Directors at any time or times, after the Government price of the said lands shall be paid in full by the said Corporation, and all the existing debts and liabilities thereof fully discharged, to repay to the stockholders, rateably, any proportion of the stock actually paid up, and interest that the Directors shall deem expedient, without waiting for the final winding up of the affairs of the said Corporation.

XVIII. 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, to require from the said Corporation true statements under oath, (which oath any Justice of the Peace is hereby authorized 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 be laid before each branch of the Provincial Legislature, within fifteen days after the opening of each Session thereof.

XIX. 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.

XX. And be it enacted, That no member of the said Corporation shall in his private or natural capacity be liable for any debt or obligation contracted by the said Corporation.

XXI. And be it enacted, That nothing in the present Act contained shall affect in any manner or way whatsoever the right of Her Majesty, Her Heirs and Successors, or of any person or persons of any kind, body politic or corporate, such only excepted as are herein mentioned.

XXII. And be it enacted, That this Act shall be held and considered to be a Public Act.