

Laws of Her Majesty's Province of United Canada, passed in the year 1851. York: Stewart Derbyshire and George Desbarts, 1851.

14 & 15 Victoria – Chapter 161

An Act to incorporate “The Quebec Music Hall Association.” 30th August, 1851.

Whereas Archibald Campbell, Esquire, the Honorable Louis Panet, and William Rhodes, Edward Gingras, François Réal Angers, Charles Alleyn, Simon Peters, Charles Baillargé, Edward Burroughs, Esquires, and others, by their humble Petition have represented that they have become subscribers to, and have associated themselves for the purpose of building and maintaining in the City of Quebec a public building for the purpose of encouraging the fine Arts, and such like purposes, to be called “The Quebec Music Hall;” and they, the said subscribers, are apprehensive that the said objects cannot at all, or but imperfectly be obtained, unless they are incorporated and subjected to such rules as the nature of the undertaking may require, and therefore have prayed that, for promoting the object of such association, they, the said subscribers and their assigns may be incorporated: 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 the said several persons hereinabove named, subscribers to the said undertaking, their several and respective successors, heirs, executors, curators, administrators and assigns, shall be and are hereby ordained, constituted and declared to be one Body Corporate and Politic, by the name of “The Quebec Music Hall Association,” and by that name, they and their successors shall and may have for ever hereafter perpetual succession, and shall and may by the same name be capable in law to sue, be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all Courts and places whatsoever, and of what nature and land soever, and that they and their successors may have a Common Seal, and may change and alter the same at their pleasure, and also that they and their successors by the name of “The Quebec Music Hall Association,” shall be in law capable of purchasing, holding and conveying any estate, real or personal, for the use of the said Corporation: Provided such real and personal estate, at any one time held by the said “Quebec Music Hall Association,” shall not exceed the value of Eight Thousand Pounds currency.

II. And be it enacted, That the sum of Eight Thousand Pounds currency, or such part thereof as shall be raised by the several persons herein before named, and such other person or persons as shall or may at any time become subscriber or subscribers to the said “Quebec Music Hall Association,” shall be divided and distinguished into one thousand and six hundred equal parts or shares, at a price not exceeding Five Pounds currency per share, and that they shall be deemed personal estate, and shall be transferable as such; and that the said one thousand six hundred shares be and are hereby vested in the said several subscribers, and their several respective heirs, executors, curators, administrators and assigns, to their, and every of their several respective proper use and behoof, proportionally to the sum they and each of them shall severally subscribe

and pay thereunto; and all and every persons and their several and respective successors, executors, curators, administrators and assigns, who shall severally subscribe and pay the sum of Five Pounds currency or more, towards carrying on and completing the said "Quebec Music Hall," shall be Members of the said Association, and as such entitled to and receive, after the said building is completed, the entire and net distribution of the profits and advantages that shall and may arise and accrue by virtue of the sum and sums of money to be raised, recovered or received by the authority of this Act, in proportion to the number of shares so held; and every person or persons having such property of one or more shares in the said undertaking, and so in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking, in the manner by this Act directed and appointed.

III. And be it enacted, That upon every or any subject, proposition or question which shall arise, be discussed or be put, relating to the affairs of the said Corporation, each Member holding five shares or under, shall have one voice or vote for and in respect of each share which he shall hold or possess in the said undertaking; each Member holding not less than six shares, nor more than eight shares, shall have six votes; each Member holding not less than nine shares, nor more than twelve, shall have eight votes; each Member holding not less than thirteen shares, nor more than nineteen, shall have ten votes, and each Member holding twenty shares or upwards, shall have twelve votes, which vote or votes may be given by any such Member or Members as aforesaid, either in person or by his, her, or their proxy or proxies, appointed by writing or writings, under his, her or their hand or hands, and such vote by such proxy, shall be as effectual to all intents and purposes, as if the principal or principals had voted in person; and whatsoever question, election of Officers or other matter or thing shall be proposed, discussed or considered in any public meeting, to be held in pursuance of this Act, the same shall be finally determined by the majority of votes and proxies then present, and the Chairman at every such Meeting, in case of a division of equal numbers, shall have the casting vote, although he shall have voted before: Provided always, that no person shall vote as proxy, unless he be a proprietor, and that a part or parts of a share or shares shall not entitle any person to vote in person or by proxy.

IV. And be it enacted, That the said Corporation may from time to time lawfully borrow, either in this Province or elsewhere, such sum or sums of money, not exceeding at any one time the sum of Four Thousand Pounds currency, as they may find expedient, and at such rate of interest, not exceeding six per cent, per annum, as they may think proper; and may give their Bonds, Obligations or other Securities for the sums so borrowed, and may hypothecate or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums, and the interest thereon.

V. And be it enacted, That no Shareholder or Subscriber 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 extent of his, her or their share in the Capital of the said Corporation not paid up.

VI. And be it enacted, That this Act shall come into full force and effect immediately after the passing of the same, and that it shall be competent for the Subscribers above named, or three of

them, to open a Book or Books of Subscription, and as soon as one hundred shares shall have been subscribed in such Books, to call a Public General Meeting of such Subscribers, at the time and at the place they shall deem fit, in the City of Quebec, by public notice, to be published at least eight days before such Meeting, in some newspapers in the City of Quebec, twice in an English newspaper, and twice in a French newspaper: and a like General Meeting, to be called by the Secretary of the said Corporation, after due notice as aforesaid, shall be held on the first Monday of May in every year afterwards, at the hour of one o'clock in the afternoon, or on any subsequent days following, which shall be duly indicated in such notice.

VII. And be it enacted, That at the first General Meeting of the-said proprietors hereinbefore directed to be held, the proprietors then assembled together, with such proxies as shall then be produced, or the major part of such proprietors or proxies, shall choose seven persons, for the time being proprietors of at least ten shares in such undertaking, of whom four shall form a quorum, which persons so chosen shall be a Committee to manage, direct and carry on the affairs and business of the said "Quebec Music Hall Association," for one year then next following, or until another Committee shall be appointed, and particularly such matters and things as are by this Act directed to be done by such Committee, and as shall, from time to time, be ordered by such General or Special Meetings as aforesaid; and at the said first Meeting, and at the General Meeting, to be annually held as aforesaid, the said proprietors and proxies, or the major part of them, shall, in like manner, choose and appoint a Treasurer and Secretary, who shall attend the several Meetings of the said Proprietors and Meetings of the said Committee, and make entries of the proceedings in proper Books to be kept by him for that purpose, and do whatsoever shall be ordered at such Meetings respectively for the purposes of this Act.

VIII. And be it enacted, That the said Committee, for the time being, shall have and be invested with full power and authority to manage, order, oversee and transact all and singular the affairs and business of the said "Quebec Music Hall Association," and all matters and things whatsoever relating to or concerning the same: And the said Committee for the time being shall, on the first Monday of May in every year, at the Meeting of the Members of the said "Quebec Music Hall Association," produce and give a full, just and true account in writing of all their transactions, receipts and payments respectively, so that the true state of the said "Quebec Music Hall Association" and its affairs may manifestly appear; and shall also make and declare a dividend of the clear profit and income, all contingent costs and charges being first deducted, among all the proprietors aforesaid.

IX. And be it enacted, That the said Committee of Proprietors shall be afterwards chosen at the General Meetings of Proprietors to be holden annually as aforesaid; and shall meet as often and at such place in the City of Quebec to be by them appointed, as occasion may require: Provided always, that no Member of the Committee shall have more than one vote in the said Committee, except the Chairman, who shall be chosen by themselves, who, in case of division of equal numbers, shall have a casting vote, although he may have given one vote before: Provided also, that such Committee shall, from time to time, make reports of their proceedings to, and be subject to the examination and control of, the said General Meetings of the said Proprietors, and shall pay due obedience to all such orders and directions in and about the premises, as shall from

time to time be made by the said Proprietors at any General Meeting, such orders and directions not being contrary to the express directions or provisions of this Act, or to the Laws of this Province.

X. And be it enacted, That Subscribers of Shares in the said undertaking shall be bound and obliged to pay the amount of the shares they have already or may hereafter subscribe for, upon calls to that effect being made by the Committee of Management to be appointed under the provisions of this Act, which calls shall be made by an advertisement to be three times inserted in a newspaper published in the City of Quebec in the English language, and three times in a newspaper likewise published in the said City of Quebec in the French language, which advertisement shall specify the time and place and the person to whom such calls respectively shall be paid; Provided that no call shall be made payable until fifteen days after the date upon which the first advertisement shall have been made and published; and provided further, that no call to be so made, shall at any time exceed twenty-five per cent, of the amount subscribed or twenty-five shillings currency, per each share, and that an interval of three months shall elapse between each such call to be so made as aforesaid; and provided also, that in default of payment of the amount of any call to be made under the provisions of this Act, defaulting shareholders and subscribers of stock in the said undertaking, shall forfeit and pay a sum of Five Shillings per share upon every such default, which forfeitures shall form part of the common fund of the undertaking, and such defaulters further shall be bound and obliged to pay legal interest upon the amount due from the day upon which such amount so became due.

XI. And be it enacted, That any subscriber of shares, or stockholder in the said undertaking, shall be held and bound, and they are hereby required to pay the sums of money subscribed for by them, as the same shall be called in under the provisions of the next preceding section; and in case any person or persons neglect or refuse to pay the same at the time and in the manner provided for by the said next preceding section, it shall and may be lawful for the said Corporation to sue for and recover the same, together with the forfeiture incurred by such default, neglect or refusal, and interest upon the amount due, and costs, in any Court of Law having competent jurisdiction.

XII. And be it enacted, That the said Committee or quorum of such Committee as aforesaid, being assembled at such places and times as shall be so fixed as aforesaid, shall have full power and authority to make, ordain and constitute such and so many Bylaws, Rules and Orders, not repugnant to the Statutes, Customs or Laws of the Province, or the express regulations of this Act, as by the said Committee or such quorum as aforesaid, shall be judged expedient and necessary, as well for the direction, conduct and government of the said Corporation, as of the property, real and personal, moveable and immoveable by them held, and the same to revoke, alter and amend, as in their opinion will most effectually promote the purposes of this Act; and for enforcing the execution of the By-laws, Rules and Orders, the said Committee or such quorum thereof as aforesaid, are hereby further empowered to impose and lay any fine, not to exceed Five Pounds currency, for the breach of any By-laws or Orders, upon any person or persons, being Members of the said Corporation, who shall be guilty of any breach of any such By-laws, Rules and Orders as, by the said Committee or the majority of them, or of the quorum thereof, shall be judged fit and reasonable: Provided always, nevertheless, that no such By-laws, Rules or Orders, shall have any

force or effect, until the same shall have been sanctioned and confirmed by some General Meeting of the said proprietors, held in the manner therein directed, and shall thereafter have been published in one English and one French Newspaper published in the said City of Quebec.

XIII. And be it enacted, That it shall and may be lawful for each and every of the Members, for the time being, of the said Corporation, his and her executors, administrators and assigns, to give, sell, alien, assign, devise or dispose of his, her or their respective share or shares and interest, to any person or persons, being subjects of Her Majesty; and the said person or persons and their respective assigns shall be Members of the said Corporation, and shall be entitled to all and every the same rights and privileges, and to the profits and advantages therefrom arising, and in the said Corporation, as the Members in this Act named are entitled to by virtue of this Act; Provided always, that a part of a share or shares shall not entitle the proprietor or owner thereof to any privilege whatsoever.

XIV. And be it enacted, That any purchaser or purchasers, shall for his, her or their security, as well as that of the said Corporation, have a duplicate or duplicates of the Deed or Act of Transfer made unto him, her or them, and executed by both parties, one whereof so executed shall be delivered to the said Committee or to the Secretary for the time being, to be filed and kept of record for the use of the said Corporation, and upon the filing thereof an entry thereof shall be forthwith made in the Book or Books to be kept by the Secretary for that purpose, for which no more than Two Shillings and Six Pence currency shall be paid; and until such duplicate of such Deed or Act of Transfer shall be so delivered unto the said Committee or Secretary of the said Corporation, and filed and entered as above directed, such purchaser or purchasers shall not be held to be a proprietor or proprietors of such share or shares, and shall have no part of the profit of the said undertaking, paid unto him, her or them, nor any vote as Members of the said Corporation.

XV. And be it enacted, That the said Corporation shall, when required so to do by either of the three Branches of the Legislature, make a full and particular Return of the real estate and other property held by the said Corporation, the amount of debt incurred by them, and the rate and amount of the last dividend, together with a list of the Shareholders in the said Corporation, and the names of the Committee of Management.

XVI. And be it enacted, That this Act shall be a Public Act.