

*Laws of Her Majesty's Province of United Canada*, passed in the year 1854. Quebec: Stewart Derbishire and George Desbarts, 1854.

18 Victoria – Chapter 247

**An Act to incorporate the Quebec Masonic Hall Association. Assented to 19th May, 1855.**

Whereas Weston Hunt, William Eadon, Charles Philips, William Miller, George Railton, Joseph White, James Dean, the younger, James Green, A. McKay, J. King, W. H. Rankin, G. R. Browne, J. Lindsay, D Gale and J. B. Forsyth, Members of the Quebec Masonic Hall Association, have, by their Petition to the Legislature, represented that they have in contemplation the erection and maintenance of a building within the city of Quebec, to be called “The Quebec Masonic Hall,” for the accommodation of public meetings, convened for useful and moral purposes, and that it would greatly tend to the advancement of the useful and philanthropic objects of the said Association if corporate powers were conferred upon them, and have prayed for an Act of Incorporation: 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,

I. That the said Weston Hunt, William Eadon, J. B. Forsyth, Charles Philips, J. Green, William Miller, George Railton, Joseph White, James Dean, the younger, A. McKay, J. King, W. H. Rankin, G. R. Browne, J. Lindsay and D. Gale, together with all such persons as are now and shall hereafter become members of the said Association, shall be and are hereby declared a Body Politic and Corporate, under the name of “The Quebec Masonic Hall Association,” and shall be entitled to acquire, hold, possess, take, receive and dispose of, for the purposes of the said Corporation, any lands, tenements or hereditaments and real or immoveable properly lying within the said city of Quebec, not exceeding in value the sum of Fifteen Thousand Pounds currency.

II. And be it enacted, That the Capital Stock of the said Association shall be and consist of the said sum of Fifteen Thousand Pounds currency, or such part thereof as shall be deemed necessary to be raised by the said Association, and the same shall be divided and distinguished into three thousand equal parts or shares, at a price not exceeding Five Pounds currency per share, and shall be deemed personal estate and be transferable as such, and that the said three thousand shares shall be and are hereby vested in the members of the said Association and their several and respective heirs, executors, curators and assigns, and to their proper use and behoof, proportionably 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 respectively subscribe and pay the sum of Ten Pounds currency or more towards carrying on and completing the said “Quebec Masonic 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 stuns and sums of money to be raised, recovered and 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 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, pro-position or question which shall arise, be discussed or be put, relating to the affairs of the said Corporation, at any meeting of the members thereof to be held in pursuance of this Act, each member present thereat shall be entitled to one vote for every one or two shares he shall hold or possess in the said undertaking; the holders of three or four shares shall be entitled to two votes, and so in proportion: Provided, however, that no member shall at any time be entitled to more than ten votes, although he may be a holder of more than twenty shares; and whatsoever question, election of officers or other matter or thing shall be proposed, discussed or considered at any such meeting, shall be finally determined by the majority of votes then present, and the Chairman at every such meeting, in case of a division of equal numbers, shall have the casting vote, although he may have voted before.

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 one time the sum of seven thousand five hundred pounds currency, as they may find expedient, and 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 interest thereon.

V. 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 extent of his share in the capital of the said Corporation, not paid up.

VI. And be it enacted, That the subscribers above named, or a majority of them, shall, so soon after the passing of this Act as may be convenient, open a book or books of Subscription, and when two hundred shares shall have been subscribed, in such Book or Books, they shall call a meeting of such Subscribers, at such time and place, in the said City of Quebec, as they shall deem fit, by public notice, to be published at least eight days before such meeting in an English and in a French Newspaper, published in the said city; 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 in February in every year afterwards, at the hour of seven o'clock in the afternoon, or any subsequent day thereafter, which shall be duly indicated in such notice.

VII. And be it enacted, That at the first General Meeting of the Subscribers hereinbefore directed to be held, the majority of the Proprietors then assembled together shall choose seven. persons for the time being respectively Proprietors of at least four Shares in such undertaking, of whom four shall be a Quorum, to be Directors for managing, governing, and carrying on the affairs of the said Association, and the said Directors elected at such first General Meeting, shall remain in office

until the General Meeting which shall take place as aforesaid. And at the first of The Meetings of the Directors which shall take place in each year as soon as possible after their election, they shall, if a Quorum be present, choose a President and Vice-President from among their number, who shall preside at any Meeting of the Directors, and be entitled to a casting vote, in case of an equal division of Members, although they may have respectively voted before; and the Directors shall also choose annually, from among the Stockholders of the said Association, a Treasurer and a Secretary, who shall be permanent or be appointed for one year only, as the majority of any Quorum of the said Directors may see fit to determine; and the said Directors are hereby authorised to take such security from the said Treasurer and Secretary for the due execution of their respective offices as the said Directors shall think proper: Provided always, that any two thirds of the Proprietors assembled at any General Meeting may remove such Secretary or Treasurer, and in such case the Directors shall appoint another in his stead.

VIII. And be it enacted, That it shall be lawful for a majority of the Directors or any number of Proprietors, having together not less than one hundred votes, to call a Special General Meeting of the Subscribers at any time, by public notice in an English and in a French newspaper, published in the said City, such notice to be given at least ten days before the day fixed for such Special Meeting.

IX. And be it enacted, That the said Directors 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 Masonic Hall Association," and all matters and things whatsoever relating to, or concerning the same; and the said Directors for the time being shall, on the first Monday in February in every year, at the Meeting of the Members of the said "Quebec Masonic 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 Masonic-Hall Association and its affairs may manifestly appear; and shall also make and declare a Dividend of the clear profit and revenue, all contingent costs and charges being first deducted, among all the Proprietors aforesaid.

X. And be it enacted, That when the term of office of the Directors elected at the first. General Meeting of Proprietors held after the passing of this Act shall expire, that is to say in the month of February, One thousand eight hundred and fifty-six, seven Directors shall be chosen at the General Meeting of Proprietors to be held in the said month and year, and the said number in the said month in every year thereafter: Provided always, that any Director may be re-elected; and the said Directors shall meet as often, and at such place in the City of Quebec to be by them appointed, as occasion may require, but If any Director shall die, or be permanently removed to another District before his term of office shall have expired, the Proprietor who shall have had at the last election, the next greater number of votes after the seven Directors shall fill his place.

XI. And be it enacted, That the Proprietors of the said under-taking shall pay the amount of their respective Shares in such instalments as the Directors shall see fit to determine, to the Treasurer of the said Association, at such times as the By-laws to be made shall state; Provided always, that no

such instalment shall exceed five shillings, and there be at least one month's notice between each call.

XII. And be it enacted, That all Subscribers of Shares, or Stockholders 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 for under the provisions of the By-laws to be hereafter made, and in case any person or persons neglect or refuse to pay the same at the times appointed by the said By-laws, it shall be lawful for the said Corporation to sue for, and recover the same and interest upon the amount due and costs, in any Court of Law having competent jurisdiction.

XIII. And be it enacted, That the said Directors or a Quorum thereof, as aforesaid, being assembled at such places and times as aforesaid, shall have full power and authority to make, ordain and constitute such and so many By-laws, 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 Directors shall be judged expedient and necessary for the direction, conduct and government of the said Association, and of the property, real and personal, moveable and immoveable, by them held, and as in their opinion will most effectually promote the purposes of this Act; and by such By-laws, Rules and Orders, they shall decide what person or persons may acquire and hold Share or Shares in the said Association, and none but those allowed by the said By-laws shall be enabled to acquire any right or title, or be permitted to hold any Share or Shares or part thereof in the said Association, and they may impose and indict such fines and forfeitures, not exceeding five pounds currency, as to them shall seem just, upon any person being a Member of the said Corporation who shall be guilty of a breach of such By-laws, Rules or Orders: Provided also, that no By-law shall be in force until it shall have been sanctioned by a vote of at least two thirds of the Proprietors present at a General Meeting, to be called together by the Directors, for the purpose of taking such By-laws into consideration, nor shall any amendment, repeal, or alteration of any By-law be valid, unless agreed to by two thirds of the said Proprietors present as aforesaid.

XIV. And be it enacted, That no individual, or company of individuals, shall hold more than two hundred Shares in the said Association.

XV. 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 executors, administrators, and assigns, to give, sell, alien, devise or dispose of his or their respective share or shares and interest only to such person or persons as may by the said By-laws be permitted to acquire, and hold any Share or Shares in the said Association, and the said person or persons shall be Members of the said Corporation, and shall be entitled to all and even, 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.

XVI. And be it enacted, That any purchaser or purchasers shall for his 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 or them, and executed by both parties, one whereof so executed shall be delivered to

the said Directors, or to the Secretary for the time being, to be filed and kept of record for the public use of the said Corporation, and upon the filing thereof an entry thereof shall forthwith be made in the Book or Books to be kept by the said 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 Directors 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 or them, nor any vote as Members of the said Corporation, and such sale or transfer shall not be valid until approved of by the Directors.

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