

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

18 Victoria – Chapter 44

An Act to incorporate the Montreal Ocean Steamship Company. Assented to 18th December, 1854.

Whereas George Burns Symes, of Quebec, Sir George Simpson, of Lachine, Knight, Hugh Allan, William Edmonstone, Andrew Allan, John Gordon McKenzie, William Dow and Robert Anderson, of Montreal, and John Watkins, of Kingston, all in the Province of Canada, have petitioned the Legislature of this Province, praying that they may be incorporated with such other persons as shall become associated with them as a Company, under the style of the “Montreal Ocean Steamship Company,” for the purpose among other things of building and sailing steam vessels, between this country and Great Britain, and for such other purposes of steam navigation, as to the said Company may seem expedient, and it is proper to grant the prayer of the said Petition as hereinafter provided: 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, as follows:

I. The said George Burns Symes, Sir George Simpson, Hugh Allan, William Edmonstone, Andrew Allan, John G. McKenzie, William Dow, Robert Anderson and John Watkins, together with such person or persons as shall be and become Stockholders in the said Company, and their respective heirs, executors, administrators, curators and assigns, shall be a body politic and corporate, by the name of the “Montreal Ocean Steamship Company,” with all and every the incidents and privileges to such Corporation belonging, for and during the period of* twenty years from the passing of this Act.

II. It shall be lawful for the Company to construct, acquire, charter, navigate and maintain steam vessels for the carrying and conveyance of goods and passengers or other traffic, between the Ports of Lower Canada within the same, and between the said Ports and elsewhere out of this Province, and to, from and between any Ports out of this Province, and steam or other vessels, for all business and purposes connected therewith and the profitable prosecution thereof, with power to sell or dispose of the said vessels or any of them, or grant and consent to bottomry. or other bonds on the same, or mortgage the Stock of the Company, or any part thereof, when and as they may deem expedient, and to make contracts and agreements with any person or Corporation whatsoever, for the purposes aforesaid, or otherwise for the benefit of the said Company.

III. It shall be lawful for the said Company to purchase, rent, take, hold and enjoy, to them and their successors, as well in this Province as in such other places, where it shall be deemed

expedient for the purposes of the said Company, either in the name of the said Company or in the name of the Trustees for the said Company, such lands, wharves, docks, warehouses, offices, and other buildings as they may find necessary or convenient for the purposes of the said Company, but not for any other purpose, and to sell, mortgage or dispose of the same, when not wanted for the purposes of the said Company, and others to purchase and acquire in their stead: Provided always, that the yearly value of Such lands, wharves, docks, warehouses, offices and other buildings within the Province, at the time when the said Company shall enter into possession thereof, shall not exceed at the time of taking possession, in the whole the sum of three thousand pounds currency.

IV. The Capital Stock of the said Company to be raised amongst the Shareholders shall be Five Hundred Thousand Pounds currency, in One Thousand Shares of Five Hundred Pounds each, with power at any Annual General Meeting of the Company to increase the same to two thousand shares, or one million pounds currency: Provided always that the said Company shall have paid up the sum of fifty thousand pounds currency, before receiving any passengers or freight.

V. The Directors of the said Company may call in the Capital Stock of the same in such sums as they may see fit, provided no larger sum than twenty per cent, of the amount subscribed is payable at one time, and that at least three months shall elapse between each payment.

VI. The business and affairs of the said Company shall be conducted and managed, and its powers exercised, by seven Directors, to be annually elected by the Shareholders, and who shall be severally Shareholders to an amount of two thousand five hundred pounds currency of the said Stock, and who shall be elected at the Annual Meetings of the Company by the Shareholders then present, or by proxy, as hereinafter provided, and which Board, in the first instance, and until the first General Annual Meeting of the Company, as hereinafter provided, shall consist of the said Sir George Simpson, Hugh Allan, William Edmondstone, Andrew Allan, John G. McKenzie, William Dow, and Robert Anderson.

VII. It shall be lawful for the Company, at an Annual Meeting or Special General Meeting convened for the purpose, to make By-laws, Rules and Regulations, for the conduct and management of the business, affairs, real estates, vessels, stock, property, and effects of the Company; and the same to amend, alter, repeal, and re-enact, as shall be deemed needful and proper; but a majority of the Trustees shall be present therefor and assisting at the same: and the said By-laws, Rules and Regulations, shall among other things particularly apply to and affect the following matters:

1. The calling up and payment, from time to time, of the Capital Stock of the said Company, and of the increase thereof, and of the calls thereon, as hereinbefore provided, and the conversion of the Shares thereof into Stock;
2. The issue of Certificates to the respective Shareholders of the said Company of their Shares or Stock therein, and the registration thereof, and of the addresses of the Shareholders for the purposes of the Company;

3. The forfeiture or sale of Shares or Stock for non-payment of calls or other liability of the Shareholders: Provided always, that such forfeiture shall not be held to be conclusive against such liable Shareholder until after the actual sale of the Shares declared to be forfeited, or the enforcement of the judgment for the payment of the calls in arrear, as the case may be;
4. The set off of all debts due to the said Company from the Shareholders, against such Shares or Stock, and dividends or payments to which they may be entitled;
5. The transfer of Shares or Stock, and the approval and control by the Directors, of such transfer and of the proposed transferees, and 'as to the remedy against transferees;
6. The declaration and payment of profits of the said Company, and dividends in respect thereof;
7. The formation and maintenance of a Sinking or Reserve Fund;
8. The removal and remuneration of the Directors and of ail such Managers, Agents, Officers, Clerks or Sen-ants of the Company, as they shall deem necessary for carrying on the business of the said Company, and the security, if any, to be taken from such parties respectively, for the due performance of their respective duties, and also the indemnity of such parties;
9. The calling of General, Special, or other Meetings of the Company and Directors, in this Province or elsewhere, and the quorum and the business to be transacted thereat, respectively, and the number of votes which Shareholders shall have in respect of shares held by them, and the mode of taking votes, and regulating proxies of Directors and Shareholders;
10. The making and entering into deeds, bills, notes, agreements, contracts, charter-parties, and other documents and engagements, to bind the Company, and whether under the seal of the Company or not, and whether by the Directors, or their agents, as may be deemed expedient;
11. The borrowing or advancing of money, for promoting the purposes and interests of the Company, and the securities to be given by or to the said Company, for the same;
12. The keeping of minutes of the proceedings, and the accounts of the said Company, and making the same conclusive and binding on the Shareholders, and rectifying any errors which may be made therein;
13. The audit of accounts and appointment of Auditors;
14. The giving of notices by or to the Company;
15. The recovery of damages and penalties;

16. The imposing of penalties against Shareholders, officers and -servants of the Company, to an amount not exceeding five pounds for each offence;

17. Provided the said By-laws, Rules and Regulations are not contrary to the present Act, nor to the laws of this Province.

VIII. The Directors of the said Company shall, from time to time, issue to each of the Shareholders, respectively, certificates under the Seal of the Company, of the number of shares to which he is entitled, and he shall then be the legal owner of such shares and invested with all the rights and subject to all the liabilities of a Shareholder in respect of such shares, and each person to whom any share or shares shall be assigned, shall sign an acknowledgment of his having taken such share or shares, which acknowledgment shall be kept by the Directors, and shall be conclusive evidence of such acceptance, and that the person signing it has taken upon himself the liability aforesaid.

IX. In case the said Directors shall deem it more expedient in any case to enforce the payment of any unpaid instalment, than to forfeit or sell the said shares therefor, it shall and may be lawful for the Company to sue for and recover the same from such Shareholder, with interest thereon, in any action in any Court having civil jurisdiction to the amount claimed; and in any such action it shall be sufficient to allege that the defendant is the holder of one or more shares (stating the number of shares) and is indebted to the Company in the sum to which the calls in arrear may amount, and to maintain such action it shall be sufficient that the signature of the defendant to such acknowledgment as hereinbefore mentioned shall be proved, and that the calls in arrear have been made, and a certificate under the seal of the Company, or signed by any one or more of the Directors, shall be sufficient evidence of the calls having been duly made, and being in arrear and the amount due in respect thereof: Provided that nothing herein contained shall in any way affect the right of the said Company to forfeit the shares of any Shareholder for non-payment of calls or subscriptions, whether after or before such a judgment for recovery thereof.

X. The Capital Stock and increase thereof of the said Company, is hereby directed and appointed to be laid out and applied, in the first place, for and towards the payment, discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and the preliminary expenses attending the establishment of the said Company, and all the rest, residue and remainder of such money for and towards carrying out the objects of this undertaking and the other purposes of the Company, and to no other use, intent or purpose whatsoever.

XI. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, to which any of the said Shares may be subject, and the receipt of the party in whose name any such Share shall stand in the books of the Company, shall from time to time be a discharge to the Company for any dividend or other sum of money payable in respect of such Share, notwithstanding any trust to which such Share may then be subject, and whether or not the Company have had notice of such trust, and the Company shall not be bound to see to the application of the money paid upon such receipt.

XII. When any Share shall have become transmitted in consequence of the bankruptcy or insolvency of any Shareholder, the assignee of such Shareholder shall not be entitled, and in case of such transmission in consequence of the death or marriage of a female Shareholder, the executors or administrators, tutors, curators or husband, as the case may be, of such Shareholder, shall not, except so far as may be otherwise provided by By-laws, be entitled to receive any profits of the Company, or to vote in respect of such Share as the holders thereof; but, nevertheless, after the production of such declaration or other evidence of such transmission as may be required in that behalf by any By-law of the Company, such assignees, executors or administrators, tutors, curators or husband, as the case may be, shall have power to transfer the Share or Shares so transmitted, in the same manner and subject to the same regulations as any other transfer is to be made.

XIII. At all Meetings of the said Directors, and of those hereafter elected by the Shareholders, three shall be a quorum, and capable of exercising all the powers of the said Directors.

XIV. The Annual General Meeting of the said Company shall be held in the Office of the Company, in the City of Montreal, on the first Monday in April in each year, for the purpose of electing Directors and for transacting the general business of the Company: at this meeting, the President of the Company, or in his absence, the Vice-President, and in absence of both, then one of the Directors, shall take the Chair; and Shareholders may appear in person or by proxy, provided the holder of such proxy be a Shareholder in the Company, and each Share in the Company shall give one vote, and if on any question there be an equality of votes, the Chairman shall have the casting vote.

XV. The Directors elected at the Annual Meeting aforesaid shall assemble within one week of their election, and shall then elect from amongst themselves, by a majority of votes of those present, a President and a Vice-President; the President, or in his absence, the Vice-President, may call meetings of the Directors as often as occasion may require.

XVI. The Directors of the said Company may act as Directors in this Province or in the United Kingdom, and shall and may appoint one or more agents in this Province or elsewhere, and for such time and on such terms as to them shall seem expedient, and the Directors may by any By-law to be made for such purpose, empower and authorize any such agent or agents to do and perform any act or thing, or to exercise any powers which the Directors themselves, or any of them, may lawfully do, perform and exercise, except the power of making By-laws, and all things done by any such agent by virtue of the powers in him vested by such By-law, shall be valid and effectual to all intents and purposes as if done by such Directors themselves; any thing in this Act to the contrary notwithstanding.

XVII. The Directors aforesaid shall have power, if they think fit, to receive, and take into the stock of the said Company, such steamers as may have already been built or acquired by individual Shareholders for the purposes of this Company.

XVIII. The Directors of the Company shall take the said steamers at the cost or at such valuation as shall be put upon them by persons mutually chosen to decide the same, and such valuation shall be credited to the Shareholders as payment made on account of their stock, but no Shareholder shall be entitled to claim from the Directors any money payment for such steamers so taken into stock of the Company, unless by special agreement to that effect.

XIX. All acts done by any person or persons acting as Directors, shall notwithstanding there may have been some defect in the appointment of any such person or persons, or that they or any of them were disqualified, be as valid as if every such person or persons had been duly appointed and was qualified to be a Director.

XX. In all actions or suits at law by or against the Company, or to which the said Company may be a party, recourse shall be had to the rules of evidence laid down by the laws of England, as recognized by the Courts in Lower Canada, in commercial cases, except for actions for real estate or incidental thereto in Lower Canada, in which case the laws of Lower Canada shall prevail; and no Shareholder shall be deemed an incompetent witness either for or against the Company, unless he be incompetent, otherwise than as a Shareholder.

XXI. If any Writ of *saisie-arrêt* or attachment shall be served upon the said Company, it shall be lawful for the President or for the Secretary, or the Treasurer thereof, or any agent to be appointed as hereinbefore provided, in any such case, to appear in obedience to the said writ, to make the declaration by law required according to the exigency of such case, which said declaration or the declaration of the said President, shall be taken and received in all Courts of Justice in Lower Canada as the declaration of the Company.

XXII. Every contract, agreement, engagement or bargain by the Company, or by any one or more of the Directors on behalf of the Company, or by any agent or agents of the Company, and every promissory note, made or endorsed, and every bill of Exchange drawn, accepted or endorsed by such Director or Directors, on behalf of the Company, or by any such agent or agents, in general accordance with the powers to be devolved to and conferred on them respectively under the said By-laws, shall be binding upon the said Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, promissory note or bill of exchange, or to prove that the same was entered into, made or done in strict pursuance of the By-laws, nor shall the party entering into, making or doing the same as Director or agent, be thereby subjected individually to any liability whatsoever; Provided always, that nothing in this section shall be construed to authorize the said Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as notes of a Bank.

XXIII. If at any time any Municipal or other Corporation, civil or ecclesiastical, body politic, corporate or collegiate, or community, in this Province or elsewhere, shall be desirous of taking shares of the Capital Stock of the said Company, or otherwise promoting the success of their undertaking by loans of money or securities for money at interest or *à constitution de rente*, it shall be lawful for them respectively so to do in like manner, and with the same rights and privileges in

respect thereof, as private individuals may do under or by virtue of this Act; any thing in any Ordinance or Act, or Instrument of Incorporation of any such body, or in any law or usage to the contrary notwithstanding.

XXIV. The Shareholders shall not as such be held liable for any claim, engagement, loss or payment, or for any injury transaction, matter or thing relating to or connected with the said Company, or the liabilities, acts or defaults of the said Company, beyond the sums, if any, remaining due to complete the amount of the unpaid up portion of the shares subscribed for or held by them in the stock of the Company.

XXV. The shares in the Capital Stock of the said Company shall be deemed personal estate, and shall be transferable as such.

XXVI. Suits at law and inequity may be prosecuted and maintained between the said Company and any Shareholder thereof, and no Shareholder of the Company not being in his private capacity a party to such suit, shall be incompetent as a witness in such suit.

XXVII. This Act shall be a Public Act.