

*Laws of Her Majesty's Province of United Canada*, passed in the year 1856. Quebec: Stewart Derbyshire and George Desbarts, 1856.

20 Victoria – Chapter 12

**An Act to amend the Act to provide for the formation of incorporated Joint Stock Companies, for Manufacturing, Mining, Mechanical or Chemical purposes. Assented to 16th May, 1856.**

Whereas it is expedient to provide for increasing in certain cases, the Capital Stock of the Joint Stock Companies formed under the provisions of an Act passed in the Session of the Provincial Parliament, held in the thirteenth and fourteenth years of Her Majesty's Reign, intituled *An Act to provide for the formation of incorporated Joint Stock Companies for Manufacturing, Mining, Mechanical or Chemical purposes*, and also of another Act passed in the Session held in the sixteenth year of Her Majesty's Reign, intituled, *An Act to amend the Act for the formation of incorporated Joint Stock Companies for Manufacturing and other purposes*, and otherwise to amend the law relating to such Companies: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

I. Whenever the Trustees of any such Company which has been and shall continue to be, or which shall hereafter be incorporated under the provisions of the said above recited Acts, or either of them, shall by a resolution to be passed by the votes of a majority of them, declare that the Capital Stock of such Company is insufficient for the purposes thereof, it shall and may be lawful for them to call a General Meeting of the Stockholders of the said Company, giving at least thirty days' notice of such Meeting, by a written notice signed by the Secretary and addressed to each of the Shareholders or their representatives and transmitted through the Post Office, and by advertisement thereof in a public newspaper published nearest to the place where the said Company's affairs are transacted, and continued to be so published until the day of such Meeting; and it shall be lawful for the said Meeting, by the votes of a Majority of all the Stockholders holding a majority of the shares in the Company given thereat in person or by proxy, to pass a resolution authorizing the Trustees of the Company to increase the Capital Stock thereof to such amount as they shall deem necessary for the purposes of the Company, the amount whereof shall be expressed in such resolution, and thereupon it shall and may be lawful for the said Trustees to pass a By-law for the purpose of increasing the said Capital Stock, to the amount mentioned in the resolution of the said General Meeting of Stockholders, and for declaring the number of shares into which such Capital Stock shall be divided, and the time, amount and manner of payment of the several calls to be made for the payment of such new Stock.

II. Upon the passing of the said By-law it shall and may be lawful for all persons who shall desire to become holders of any share or shares of such new Stock, to make and sign a declaration, in which shall be set forth the amount of such new Stock, the total amount of the Company's Capital Stock, including such addition, the number of shares of such new Stock, and the total number of old and new shares of such Stock, and which declaration shall also contain a column, wherein shall be set in figures opposite to the signature of each subscriber the number of Shares for which he shall subscribe; which declaration shall be so signed in duplicate, and acknowledged before the

County Registrar or his Deputy, and shall be certified and filed in the office of the Provincial Secretary and the County Registry Office, in the manner mentioned in the second Section of the Act first herein recited, which said declaration shall be proved in evidence, in the manner mentioned in the third Section of the said first recited Act.

III. The said declaration shall not be so filed, or certified in manner aforesaid, until at least one half of such new Stock shall be subscribed.

IV. When the said declaration shall be so filed, the name of every Stockholder contained therein shall forthwith be entered in the books of the said Company as that of a Stockholder, with the date of subscription, and number of Shares subscribed for; and so long as any of the said Stock remains unsubscribed for, it shall be lawful for any person desirous of becoming a Stockholder to subscribe his name to the said declaration filed in the Registry Office, for one or more of such unsubscribed shares, and the name of such subscriber shall forthwith be entered in the books of the said Company in manner aforesaid.

V. Upon the performance of the several Acts mentioned in the fourth Section of this Act, every such Stockholder whose name shall be subscribed to the said declaration, shall immediately thereupon become a member of such Corporation, and from thenceforth shall have and enjoy the same rights and privileges, and shall be subject to the same conditions, restrictions and liabilities to which the original Stockholders shall thenceforth be entitled or liable; and such new shares of Stock shall from thenceforth be subject to all the provisions of the said above recited Acts, in the same manner as if they had formed a part of the Stock originally subscribed.

VI. The Trustees of any such Company, shall have power to make and enact By-laws for the following purposes, in addition to those mentioned in the Act first above cited, namely:

1. For appointing the number of Trustees of such Company, not to exceed nine nor to be less than three;

2. For the payment of Trustees, with the consent of a majority of the Stockholders at the annual meeting, or the appointment of one or more paid Trustees;

3. For the amending, altering or repealing any By-law of such Company, made under the authority of this or any other Act of Parliament passed heretofore or to be passed hereafter.

VII. All certificates of the payment of Stock in any such Company, to be made in pursuance of this Act, and the said Acts hereinbefore recited, or any of them, shall be signed by and verified by the affidavit or affirmation of the President or Vice-President, or in their absence one of the Trustees of such Company, and thereupon shall be registered by the County Registrar, without any further signature, or the affidavit of any other person.

VIII. It shall and may be lawful for any such Company to break up any road or street, for the purpose of laying down therein any pipe or pipes, which shall in the opinion of the Trustees be

necessary or expedient to enable such Company to conduct their business to greater advantage: Provided always, that permission to do so be first had and obtained from the Council of the Municipality having the controul of such road or street, that no unnecessary damage be done in the execution of the works, and that care be taken as far as may be to preserve a free and uninterrupted passage through such road or street while they are in progress.

IX. All such Companies shall have power to enforce the payment of calls on the Capital Stock subscribed, by action in any of the Courts of Law; and in any such action it shall be competent for any of the Stockholders of any such Company to be examined as a witness on behalf of the plaintiff.