

to the head office of the company, such director may thereby, and not otherwise, exonerate himself from such liability.

18. The company shall be subject to all general laws which have or may be hereafter enacted by the Legislature of Ontario in reference to companies carrying on the business of fire insurance. General Insurance Act to apply.

CHAPTER 62.

An Act to incorporate the Brant Memorial Association.

[Assented to 7th March, 1878.]

WHEREAS His Royal Highness the Duke of Connaught, Preamble. and His Excellency the Earl of Dufferin, Governor-General of the Dominion of Canada, have consented to become patrons of an association formed for the purpose of erecting a suitable monument or memorial to the memory of that distinguished warrior and chieftain, Captain Joseph Brant, (Tyendinaga); and whereas the several persons hereinafter named have by their petition prayed for an Act to incorporate the said association; and whereas it is expedient to grant the prayer of the said petition:

Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, hereby enacts as follows:

1. The Honourable David Christie, Allen Cleghorn, Alexander Robertson, Charles A. Jones, William Patterson, M.P., The Honourable Arthur Sturgis Hardy, M.P.P., Stephen James Jones, William Thompson, James Winniett Digby, M.D., William John Scarfe, the Reverend Abraham Nelles, John Elliott, George Henry Wilkes, Jasper Tigh Gilkison, Michael J. Kelly, M.D., L.L.B., Reginald Henwood, Henry Yates, Robert Henry, Henry Lemmon, William C. Trimble, Joshua T. Johnston, William Watt, the younger, B.A., L.L.B., Arthur B. G. Tisdale, Alfred John Wilkes, L.L.B., John Joseph Hawkins, George Lindley, John Turner, George E. Bomberry, M.D., John Carpenter, David Thomas, John Burk, Levi Jonathan, John General, Nicodemus Porter, Joseph Henry, William Wedge, Moses Hill, George H. M. Johnson, and such others as may hereinafter become subscribers to the fund to be formed for the purposes aforesaid, shall be and are hereby incorporated and made a body politic and corporate as an association by the name of "The Brant Memorial Association," for the purpose of making such contracts, agreements, and entering into such arrangements as may be necessary for them to construct, erect, build and keep in repair a monument or other memorial to the memory of Incorporation and corporate name.
Captain Purposes of corporation.

Captain Joseph Brant, at the City of Brantford, in the County of Brant, or elsewhere in the Province of Ontario, with the right to the said association to sue, and subject to the liability of being sued in respect of any such contracts, agreements, arrangements, monument, memorial, works and premises.

Number of directors.

2. The affairs of the Association shall be managed by a board of not less than five nor more than fifteen directors, until and unless the by-laws of the Association otherwise provide.

Names of present directors.

3. The following named persons shall be the directors of the Association until replaced by others duly appointed in their stead, namely: the said The Honourable David Christie, Allen Cleghorn, Alexander Robertson, William Patterson, M.P., Stephen James Jones, Esq., James Winnett Digby, William John Scarfe, John Joseph Hawkins, George H. Wilkes, The Rev. Abraham Nelles, Robert Henry, Alfred John Wilkes, George E. Bomberry, George H. M. Johnson, and Jasper T. Gilkison,

Future directors to be subscribers.

4. No person shall be elected or appointed as a director thereafter, unless he is a subscriber.

Election of directors.

5. The after directors of the Association shall be elected by the subscribers in general meeting of the Association assembled at the City of Brantford, at such time, in such manner, and for such term, not exceeding two years, as the by-laws of the Association prescribe.

Provisions for election of directors.

6. In default of and until other express provisions in such behalf, by by-laws of the Association:

Annual election.

1. Such election shall take place yearly, all the members of the board retiring, and (if otherwise qualified), being eligible for re-election.

Notices.

2. Notice of the time and place for holding general meetings of the Association shall be given at least ten days previously thereto, in some newspaper published at the City of Brantford.

Voting.

3. At all general meetings of the Association every subscriber to the extent of five dollars shall be entitled to one vote, and to one vote additional for every additional ten dollars' subscription, but in no case shall one person be entitled to more than five votes, and any subscriber may vote by proxy, and any corporation or municipality being a subscriber shall be entitled to be represented and to vote by and through its chief executive officer.

Vacancies.

4. Vacancies occurring in the board of directors may, unless the by-laws otherwise direct, be filled for the unexpired remainder

mainder of the term, by the board, from among the qualified subscribers to the Association.

5. The directors shall, from time to time, elect from among themselves a president of the Association, and shall also name, and may remove at pleasure all other officers thereof.

President.
Officers.

6. The treasurer of the Association shall give such security for the safe custody and proper application of all moneys coming into his hands, as the board of directors shall from time to time direct.

Treasurer.

7. If at any time an election of directors is not made, or does not take effect at the proper time, the Association shall not be held to be thereby dissolved, but such election may take place at any general meeting of the Association duly called for that purpose, and the retiring directors shall continue in office until their successors are elected.

Failure to elect directors at the proper time.

8. The directors of the Association shall have full power in all things to administer the affairs of the Association, and may make or cause to be made for the Association, any description of contract which the Association may by law enter into.

Powers of directors.

9. The directors may from time to time make by-laws not contrary to law, or to this Act, to regulate :

By-laws.

1. The number of directors and their term of service ;

2. The appointment, functions, duties, and removal of all agents, officers, and servants of the Association ; the security to be given by them to the Association, and their remuneration ;

3. The time at which and the place where the annual meetings of the Association shall be held ; the calling of meetings, regular and special, of the board of directors, and of the Association ; the quorum ; the requirements as to proxies ; and the procedure in all things at such meetings ;

4. The conduct in all other particulars of the affairs of the Association.

10. Five of the subscribers to the Association shall at all times have the right to require the president to call a special meeting thereof for the transaction of any business specified in such written requisition and notice as they may issue to that effect.

Special meetings.

11. The Association may enforce payment of all subscriptions by action in any court of competent jurisdiction, and in such case it shall not be necessary to set forth the special matter,

Enforcing payment of subscriptions.

Evidence.

ter, but it shall be sufficient to declare that the defendant is a subscriber, stating the number of shares, and is indebted in the sum of money in respect of such subscription whereby an action has accrued to the Association, under this Act; and a certificate under the seal, and purporting to be signed by any officer of the Association, to the effect that the defendant is a subscriber, and that so much is due by him and unpaid thereon, and that the same has been demanded, shall be received in all courts of law and equity as *prima facie* evidence to that effect.

Accounts.

12. Proper books of account, containing accurate entries all receipts and expenditure of the Association, shall be kept by the Association; and such books shall, during reasonable business hours of every day, except Sundays and holidays, be kept open for the inspection of subscribers and creditors of the Association and their personal representatives, at the office or chief place of business of the Association; and every such subscriber, creditor, or representative, may make extracts therefrom.

Liability of subscribers.

13. No subscriber, his executors or administrators, shall be liable either to the said Association or to any creditor or creditors thereof, for or on account of the liabilities thereof, beyond the amount unpaid on his subscription.

Interpretation of the word "subscriber."

14. The word "subscriber" in this Act shall mean person or persons who shall have given, donated, or subscribed to the funds of the Association the sum of five dollars and upwards.

Municipalities may grant aid.

15. It shall and may be lawful for the council of any municipality by by-law and without submitting such by-law to the vote or for the assent of the ratepayers to grant such sums, not exceeding five thousand dollars in cities, and two thousand dollars in towns and counties, and five hundred dollars in townships, to such association for the purpose of contributing to the fund to be raised for the purposes aforesaid, either in money or by the issue of debentures at such dates and for such amounts, and at such rate of interest as may be deemed advisable by such municipal councils; and the by-law already passed by the said City of Brantford for the issuing of debentures to the extent of five thousand dollars for the purpose of contributing to the funds of the said association, is hereby confirmed, and made valid for all purposes.

By-law of Brantford.