

ARTICLES

OF

ASSOCIATION,

OF THE

QUEBEC AND LAKE SUPERIOR

MINING ASSOCIATION,

Quebec, 20th October, 1846.

QUEBEC:
PRINTED BY J. C. FISHER, NO. 6, MOUNTAIN STREET.

1846

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QUEBEC AND LAKE SUPERIOR
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20th October, 1846.  
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ON this Twentieth day of October, in the year of Our Lord, one thousand eight hundred and forty-six. Before us the undersigned Public Notaries, duly commissioned and sworn in and for that part of the province of Canada, heretofore constituting the province of Lower Canada, residing in the City of Quebec, in Lower Canada aforesaid. Personally came and appeared Arthur Rankin, of Sandwich, in the Western District, in that part of the Province of Canada, heretofore called Upper Canada, gentleman ; Allan Macdonnell, of Hamilton, in the Gore District, in Upper Canada aforesaid, gentleman ; John Douglas, of Fort Erie, hereinafter mentioned, acting for and as the lawful Attorney of James Hamilton, of London, in the London District, in Upper Canada aforesaid, Sheriff of the said London District, the said John Douglas, of Fort Erie, in the Niagara District, in Upper Canada aforesaid, gentleman ; Angus Duncan MacDonnell, of the city of Toronto, in the Home District, in Upper Canada aforesaid, gentleman ; Charles Jones, of the said city of Toronto, student at

law ; John Bonner, hereinafter mentioned, acting for and as Attorney of Alexander Douglas McLean, of Chatham, in the Western District, in Upper Canada aforesaid, Barrister and Attorney at law ; Peter Patterson, of Quebec aforesaid, Merchant ; Henry LeMesurier, of Quebec aforesaid, Merchant ; John Bonner of Quebec aforesaid, Merchant ; William Petry, of Quebec aforesaid, Merchant ; Thomas William Lloyd, of Quebec aforesaid, Merchant ; William Price, of Quebec aforesaid, Merchant ; Henry Atkinson, of Quebec aforesaid, gentleman ; George Benson Hall, of Quebec aforesaid, Merchant ; and James Cuthbertson, of the city of Montreal, in Lower Canada aforesaid, Merchant. Which said parties did mutually acknowledge and declare, stipulate, covenant, promise and agree, to and with each other in the presence of us the said Notaries, in manner following, that is to say :—

Whereas, in and by certain Licences, bearing date respectively, that is to say : one on the Thirtieth day of October last, one on the Nineteenth day of November last, and three on the Twenty-first day of December last, and respectively granted under the hand and seal at arms of His Excellency the Right Honorable Charles Theophilus Baron Metcalfe, of Fernhill, in the County of Berks, then Governor General of the said Province ; another of the said Licences, bearing date the Twenty-second day of December last, and the last thereof bearing date the Twenty-sixth day of December last ; these two last having been granted under the hand and seal at arms of His Excellency Charles Murray, Earl Cathcart of Cathcart, in the County of Rrenfrew, now Governor General of the said Province. The said late Governor General and the present Governor General, did in conformity with a report of the Executive Council of the said Province, authorize and empower the said Arthur

Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, respectively to survey, explore and search for mines and minerals throughout the region and lands lying on the north and eastern shores of Lake Superior, in Upper Canada aforesaid, and in the event of the said explorations, proving satisfactory, they the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones, and Alexander Douglas McLean, were thereby respectively declared to be entitled to a preference in any arrangements to be thereafter made with Government for the working of the said mines.

And whereas by virtue of the authority, so acquired by the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, respectively under the said Licences, certain tracts of land and premises situate, lying and being on the north and eastern shores of Lake Superior and Islands adjacent, have been discovered, selected, chosen and located to be used as hereinafter mentioned for the purposes of mining; and whereas by virtue of the authority aforesaid, explorations and surveys are still in progress, in search of mines and minerals to be used as hereinafter mentioned for the purposes of mining.

And whereas considering the magnitude and importance of the undertaking and the expense attending the same, it has been found necessary for the purpose of carrying out the objects had in view in obtaining the said Licences that other persons should be associated with the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, on whose co-operation and assistance, the success of the

said undertaking and its ulterior working and management may in a great measure depend.

And whereas the said Peter Patterson, Henry Le-Mesurier, John Bonner, William Petry, Thomas William Lloyd, William Price, Henry Atkinson, George Benson Hall, and James Cuthbertson, have agreed and offered to unite themselves with the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, for the purposes aforesaid, under the stipulations, conditions and agreements hereinafter contained, which offer hath been accepted by the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones, and Alexander Douglas McLean.

Now these presents, and we the said Notaries, witness that the several and respective persons before mentioned parties to these presents have associated themselves jointly together, and they do hereby for themselves and their respective heirs, executors, administrators and assigns, associate themselves jointly together for the purpose of conducting and prosecuting the business and operations of surveying and exploring and mining aforesaid, under the name and style of **THE QUEBEC AND LAKE SUPERIOR MINING ASSOCIATION**, and as such from and after the day of the date of these presents, they the said parties above named shall and will conduct and prosecute the business and operations of exploring and searching for mines and minerals so already begun, and in part carried on as aforesaid under the Licences aforesaid, and of working such mines as may be discovered in the said Region and Lands in the said province or elsewhere, and procuring, smelting, selling and disposing of copper or other metals, ores of copper or other metals and minerals

the produce thereof, subject however to such conditions as may be agreed upon by and between the holders of such Licences and the Government ; it being hereby fully understood and agreed by and between the said parties to these presents that the said Licences so already obtained as aforesaid, and all and every benefit and advantage to be derived from them, each and every of them shall enure to and for the benefit of this Association, and of all and every the respective parties hereto and of their and his respective representatives and assigns.

And it is hereby covenanted, promised and agreed by and between the said parties to these presents that the capital stock of the said Association and Company shall consist of and be divided into forty thousand shares, which shares shall be numbered from one to forty thousand.

And it is hereby covenanted, agreed and provided that the said forty thousand shares shall be divided and allotted to the said parties in the manner and proportion following ; that is to say :—

ARTHUR RANKIN,.....	2641.
ALLAN MACDONELL,.....	2641.
JAMES HAMILTON,.....	2641.
JOHN DOUGLAS,.....	2641.
ANGUS DUNCAN MACDONELL,....	2641.
CHARLES JONES,.....	2641.
ALEXANDER DOUGLAS McLEAN,..	1975.
PETER PATTERSON,.....	1975.
HENRY LEMESURIER,.....	1975.
JOHN BONNER,.....	1975.
WILLIAM PETRY,.....	1975.
THOMAS WILLIAM LLOYD,.....	1975.
WILLIAM PRICE,.....	1975.
HENRY ATKINSON,.....	1975.
GEORGE BENSON HALL,.....	1975.
JAMES CUTHBERTSON,.....	1975.
THE ASSOCIATION,.....	4404.

And it is hereby covenanted and agreed by and between the said parties to these presents that the said forty thousand shares shall be assessable as hereinafter set forth to an extent not exceeding two pounds currency per share, by instalments as hereinafter set forth, and any shareholder may at any time relinquish his share or shares to the company, and be exempt from the payment of any further assessment upon his giving notice of such intention to the trustees hereinafter appointed, or to the trustees for the time being, and surrendering his certificate and all his interest in the shares held by him.

And it is further covenanted and agreed, that the said forty thousand shares, whether held by the above named parties, or their assigns, shall be chargeable with the payment into the hands of the said Trustees, or their authorised agents; and each of the aforesaid parties who have taken and assumed the same, doth hereby bind and oblige himself for the amount of shares assumed by him, to pay absolutely to the said Trustees, for the time being, all such assessments or instalments as may from time to time be called in by the said Trustees or Directors of the said Association, not exceeding in the whole two pounds currency, per share, as above mentioned; provided always that not more than four instalments shall or may be called for in any one year, and that no instalment shall exceed the amount of one shilling and three pence per share, and that notice of the amount and time of payment of any such assessment or instalment shall be given in such newspapers, published in the cities of Quebec, Montreal, Kingston and Toronto, in the said Province of Canada, as the said Trustees may appoint, at least sixty days before any instalment shall become payable, and if any shareholder shall neglect, for the space of thirty days after any such instalment shall have become payable, to pay the same into

the hands of said Trustees, or such authorised Agent or Agents as may be designated by them to receive the same ; it shall be lawful for the said Trustees to sell by public auction, so many of the said shares belonging to such shareholder, being in default as aforesaid, as may be necessary, to realize the amount of such unpaid instalment or instalments, ten days notice of such intended sale being first given in such newspapers published in Quebec, Montreal, Kingston and Toronto, as the said Trustees may deem necessary, and thereupon the said Trustees shall upon payment of the purchase money, grant a certificate or certificates of stock, to such purchaser or purchasers of such shares ; provided always that such purchaser or purchasers shall have first subscribed his name to the articles of this Association, in the manner and to the effect hereinafter provided, for in respect to transfer of stock ; and provided also, that the shareholder, so in default as aforesaid, shall notwithstanding such sale, remain liable for any deficit remaining unpaid, or unsatisfied of such instalment or instalments so payable as aforesaid.

And it is hereby further covenanted and agreed, that the property or funds of the said Association, shall be vested in five Trustees, to be held by the said Trustees as Joint Tenants, and not as Tenants in common ; subject to all the trusts and provisions in these articles contained, and that the said Trustees shall be the said Peter Patterson, John Bonner, Henry LeMesurier, Thomas William Lloyd and William Petry, which said Trustees shall elect out of their own body, a President, Vice-President and Secretary ; and the Trustees, for the time being, shall likewise have similar power ; and that no person shall be capable of being a Trustee unless he shall be the holder and proprietor in his own name of not less than five hundred shares in the stock of the said

Association, the instalments due upon which shall have been wholly paid up, and that he shall be a natural born or naturalized subject of Her Majesty, and be actually domiciled in the city of Quebec, or within ten miles thereof; and when from any cause any or either of the said Trustees shall cease or be unable to act in such capacity, or be removed, the vacancy or vacancies thus occurring, may and shall be filled by the remaining Trustees, or the majority of them, which said new Trustee or Trustees, shall have the same powers and authorities as the other Trustees.

And it is hereby further covenanted and agreed by all the parties hereto, that the present and all future Trustees shall have full and complete power and authority to purchase or lease for and on behalf of the said Company or Association, any veins and locations or portions thereof, or tracts of land, and to dispose of such veins and locations or portions thereof, or tracts of land as may belong to them in trust, for the said Company, to such person or persons, body or bodies, politic and corporate, willing and desirous to purchase or lease the same, as the said Trustees may conceive most conducive to the interest of the said Company or Association; it being intended that the whole of the Trustees, for the time being, shall concur in such acts, provided always that for the transactions of the other business of the Association, three of the said Trustees shall be a quorum, a majority of whom shall have power to act, unless otherwise provided for by these presents.

And it is hereby agreed that the said Trustees, or a majority of three of them, shall have entire control over, and management of the property and affairs of the Company; that they may and shall have power to make any and all contracts, and enter into any obligations relating thereto, (except as is herein otherwise provided,) not in-

consistent with these articles of agreement; that they may employ such agents and such operatives and erect such improvements or works upon the premises aforesaid, or elsewhere, as they in their discretion may deem advisable; that they may assess and collect assessment upon the forty thousand shares of stock, as is before provided.

That they shall not incur any debts beyond the amount of the funds in their hands, nor shall they bind the stockholders in any way or manner to the payment of any sum or sums of money, other than the amount of each shareholder's assessment, according to the limits expressed in these presents.

That they shall render an account at every Annual Meeting of the Stockholders, shewing in detail the situation of the property and financial affairs of the Company, and shall also render a similar account whenever required by a majority of the Stockholders, in interest, at any regular meeting.

That they shall be subject to, and shall follow such directions as may be given them by any resolution passed or to be passed at any general meeting of the stockholders, and shall be responsible for wilful default and wrongs only.

That they shall notify the Stockholders of the first general meeting which, it is hereby agreed, shall be held on the second Monday in July next, at Quebec aforesaid, and that a like General Meeting shall annually thereafter be held at the same time and place, and also of all other meetings thereafter to be held, notifying them of the time and place of holding the same, by public advertisements published in the same manner as the notice required for an assessment, and the number of votes which the Shareholder of the said Association shall be entitled to give at such meeting or meetings

shall be given by the holder thereof, either in person or by proxy appointed in writing, according to the following scale.

For every twenty-five shares and not more than one hundred, one vote, making four votes for one hundred shares.—For every forty shares above one hundred, and not exceeding three hundred shares, one vote, making nine votes for three hundred shares—for every fifty shares above three hundred and not exceeding five hundred shares one vote, making thirteen votes for five hundred shares.—For every one hundred shares above five hundred and not exceeding one thousand shares, one vote, making eighteen votes for one thousand shares—for every two hundred shares above one thousand and not exceeding two thousand shares, one vote, making twenty three votes for two thousand shares, and no Shareholder shall be entitled to give a greater number of votes than twenty three; provided always, that no Shareholder of a less number than twenty-five shares shall be entitled to any vote, and no Shareholder shall be entitled to vote in respect to any share or shares of which he shall not have been the registered proprietor on the books of this Association for three calendar months previous to the day of meeting, at which he claims to vote nor in respect to any share on which any Installments shall not have been fully paid up; and that no Shareholder who shall not be a natural born or naturalised subject of Her Majesty, shall either in person or by proxy vote at any meeting whatever of the Shareholders of the said Association, any thing in these presents to the contrary notwithstanding; and a vote of the majority shall determine all matters of business coming before said meetings, provided the same shall not be inconsistent with these articles of Association, and that no person shall be appointed as a proxy to an absent Shareholder, unless he himself be a Shareholder.

And it is hereby further understood and agreed, that the capital stock of the Association, and the beneficial interest of the several Stockholders therein, notwithstanding the conversion of any portion of the capital and other funds of the Association into lands, shall be and are hereby declared and agreed to be *Personal Property*, and on the death of any Stockholder, his share and interest shall go to his personal representative, and not to his heirs at law, and such heirs at law shall at no time claim interest, legal or equitable therein.

That the Trustees shall keep a book in which shall be enregistered these present articles of Association, and all such alterations that may from time to time be made to the same, and also the names of all the members of the Association, and the President and Vice-President shall execute certificates of the stock under their hands, countersigned by the Secretary, in the following form, namely :—

The Quebec and Lake Superior Mining Association,
 Stock divided into forty thousand shares,
 Certificate No.

This certifies that _____ is the proprietor of _____ shares of the capital stock of the Quebec and Lake Superior Mining Association, and that the holder hereof will be entitled to the forty thousandth part of the capital stock and profits of the said Company, for each and every of the said shares, according to the articles of agreement and association of the said Company, made the twentieth day of October, one thousand eight hundred and forty-six.—The stock is transferable on the books of the Company, by endorsement on the back hereof, on the surrender of this certificate, the payment of all instalments due on the same, and the subscription of the assignee, to the articles of

Association.—Given under our hands at Quebec, this
day of 184 .

President.

Vice-President.

Secretary.

And it is hereby further agreed and understood, that the shares in this Company or Association may be transferred from time to time by the holder thereof, or by his personal representatives, by the endorsement on the certificate, and by the surrender of the same into the hands of the Trustees, who shall thereupon issue a new certificate to the assignee ; provided always, that no such transfer shall be effectual, and no such new certificate shall be issued by the Trustees, until the instalment or instalments then due shall have been fully paid up, and that the assignee of such share or shares shall by himself, or his attorney, duly authorised thereto, have subscribed a declaration in the said register, to be kept by the said Trustees, to the effect that he consents to and takes upon himself all and singular the provisions, conditions and obligations in the said articles of Association contained. After the transfer shall have been made, the same shall be registered in the book kept by the Trustees, after notice given them in writing, by mail or otherwise, of such transfer by the parties transferring said shares, and accepting thereof severally, and after such transfer and payment, and the completion of the formalities aforesaid, the old shareholder, so transferring, shall be released from all liability, on account of such said share or shares.

And it is hereby agreed and understood that two thirds of the shareholders in interest, shall have power at any time, at the Annual Meeting, or at any General Meeting, specially convened for that purpose, to remove

any or either of the Trustees who are or may be appointed and upon such removal, such trustee shall, within ten days thereafter, execute such releases and conveyances as may be necessary to invest his co-trustees with all his interest and power to carry this provision into effect.

And it is hereby further understood and agreed that the provisions of the foregoing articles, so far as they relate to the number of trustees, the mode of their appointment, the number of shares into which the property of the Association shall be divided, the form of certificates, of transfers of shares, and the time of holding the Annual and other Meetings of the members of the Association, may be altered at any Annual Meeting of the shareholders by a vote of the proprietors of two-thirds of the shares, but all other of the provisions of these articles shall be regarded as fundamental articles of association, binding upon all interested therein and irrevocable.

And it is hereby further agreed that the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, parties to these presents shall make over, assign and transfer, and they do hereby fully and absolutely make over, assign and transfer to the said trustees of the said Quebec and Lake Superior Mining Association hereby formed, all right and title which they respectively now have, or may, or shall hereafter acquire, under the said licences of exploration herein before mentioned, to obtain from the government a lease or leases, grant or grants by purchase or otherwise, of any tract or tracts of land on the British coast of Lake Superior, the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, hereby binding and obliging themselves and their legal

representatives to execute, complete and perfect all such further and other deeds, instruments, and conveyances as may be deemed necessary in the law, for the more full and ample transfer and assurance to the said trustees of all the interest of them the said Arthur Rankin, Allan Macdonell, James Hamilton, John Douglas, Angus Duncan Macdonell, Charles Jones and Alexander Douglas McLean, in and to, or out of the said Licences so granted to them as áforesaid, and in, to and out of all benefits or advantages whatsoever to result or be derivable from the same.

And it is further agreed between the several parties to this instrument that the trustees in charge of the trust of the company hereby formed, may apply to the Legislature of this province for an act of incorporation for the better carrying out the objects herein contemplated, and which act of incorporation being granted, the several parties to these presents do hereby, for themselves, their executors, administrators and assigns, promise and bind themselves, to sign or cause to be signed, by his or their attorney, specially to be empowered to that effect, within six months after the passing of such act of incorporation, such new agreement between the parties to this act as will be sufficient to vest in the trustees herein named, or to their successors in office, or in such other person or persons as may be indicated by the said act of incorporation, all the powers necessary to carry into effect the several clauses and conditions of such act of incorporation, and the several powers hereby vested in the said trustees, the said parties hereto binding themselves, to and in favor of each other to carry out the several provisions that may be enacted in the said act of incorporation when enacted. Provided always, that the said act of incorporation, shall in no way alter, change or modify any of the fundamental articles of this Company and Association as herein expressed and set forth.

And it is also hereby further agreed and understood, that all the payments and instalments aforesaid shall be made to the trustees or to their duly authorised agent in that behalf, whose receipt shall be valid and binding for the same at the head or principal office of the said company in the said city of Quebec.

And it is hereby understood and agreed that the respective interest of the several members in the said company or association, shall be the proportion which the number of shares that the said members or shareholders respectively shall possess, bears to the entire amount of stock taken up, but no dividend of profits shall be made amongst the shareholders until the whole amount of assessments due shall be represented to an equal amount by stock on hand of some kind or other; it being however hereby understood and agreed that the said trustees shall so soon as the condition of the funds, and a due regard to the interest of the company or association shall permit, pay an equal dividend upon all the shares out of any surplus monies on hand to the several and respective parties who may represent the same, according to their proportions as aforesaid.

And it is further understood and agreed by and between the parties hereto, that the several parties subscribing this deed of association, do hereby grant and convey to the trustees above named and to all future trustees of this association, full power and authority to do all matters and things hereinbefore expressed and provided for, and each person signing these articles, does hereby express his assent to all such provisions and does also for himself, his heirs, executors and administrators, covenant, promise and agree to and with the other persons, parties to these presents, that he, his heirs, executors and administrators shall and will well and truly perform, fulfil and keep, so far as in them lies, all and

singular the provisions hereinbefore contained, and that he and they shall and will do all and every act and thing that may be necessary and that lawfully may be done to give full effect to the objects and intentions of this association. And further it is agreed, by and between the parties to these presents that it shall be lawful to the said trustees for the time being to dispose of and appropriate the said four thousand four hundred and four shares standing in the name of the association as aforesaid, or any number of the same as they may deem most advantageous to the interests of this association, such shares and the persons holding the same, to be subject to all the provisions of this deed of association.

And for the execution of these presents and of every the premises, the said parties hereto have made election of domicile at the office of Archibald Campbell, Her Majesty's notary, one of the undersigned notaries.

Thus done and passed, at the said City of Quebec, on the day, month and year first above written, and signed by the said parties, hereto with and in the presence of us, the said notaries, also hereunto subscribing, these presents being first duly read.

(Signed,)

ARTHUR RANKIN,	PETER PATTERSON,
ALLAN MACDONELL,	HENRY ATKINSON,
JAMES HAMILTON, by his	JOHN BONNER,
Attorney JOHN DOUGLAS,	H. LEMESURIER,
JOHN DOUGLAS,	THOMAS WILLIAM LLOYD,
ANGUS D. MACDONELL,	WILLIAM PETRY,
CHARLES JONES,	WILLIAM PRICE,
JOHN BONNER, as Atty. for	JAMES CUTHBERTSON,
ALEXANDER D. McLEAN,	GEORGE B. HALL.

ARCHIBALD CAMPBELL, Notary Public.

O. F. CAMPEAU, Notary.

A true copy of the original remaining of record in my office.

ARCHIBALD CAMPBELL,
Her Majesty's Notary, and Notary Public.

