

Carangara Copper Mining Company.

An Act to incorporate “The Carangara Copper Mining Company.” [30th September, 1854.]

CARANGARA COPPER
MINING COMPANY.

WHIEREAS a joint stock company called “The Carangara Copper Mining Company” has been lately established at Sydney in the Colony of New South Wales under and subject to the rules regulations and provisions contained in a certain deed of settlement bearing date the nineteenth day of April in the year of our Lord one thousand eight hundred and fifty-four purporting to be a deed of settlement of the said company And whereas by the said deed of settlement the several parties thereto have mutually covenanted and agreed that they and such other persons as should become proprietors of shares in the said company as therein provided should be and continue until such company should be dissolved under the provisions in that behalf therein contained a joint stock company under the name and title of “The Carangara Copper Mining Company” for the purpose of working the lodes veins and strata of metallic ore and minerals upon or under the surface of the land and hereditaments mentioned in the deed of settlement of the said company and of such other lands and hereditaments as might be thereafter purchased and taken on lease or license by the said company under the provisions of the said deed of settlement or of such of them as by the board of directors might from time to time be thought advisable and for the purpose of purchasing metallic ores and minerals and of washing smelting or otherwise rendering merchantable all such ores and minerals as might be extracted procured or purchased and of purchasing and employing machinery for any of the purposes aforesaid and also for the purpose of exporting selling or otherwise disposing of all such ores and minerals either in a natural or manufactured state in such market and generally in such manner and form as the board of directors should think most beneficial to the interest of the said company And it was by the said deed of settlement agreed that the capital of the said company should consist of fifty thousand pounds divided into ten thousand shares of five pounds each or so much thereof as might from time to time be necessary and of such further sum or sums as might thereafter be raised by the creation allotment and sale of new shares as therein provided And whereas by the said deed of settlement provision has been made for the due management of the affairs of the company by certain directors already appointed and by other directors to be from time to time elected and appointed as their successors by the shareholders of the said company And whereas the said company is desirous of being incorporated and it is expedient that the said company should be incorporated accordingly subject to the provisions hereinafter contained Be it therefore enacted by His Excellency the Governor of New South Wales with the advice and consent of the Legislative Council thereof as follows—

1. Such and so many persons as have already become or at any time or times hereafter shall or may in the manner provided by and subject to the rules regulations and provisions contained in the said deed of settlement become proprietors of shares of or in the capital for the time being of the said company shall (subject nevertheless to the conditions regulations and provisions hereinafter contained) be one body politic and corporate in name and in deed by the name of “The Carangara Copper Mining Company” and by that name shall and may sue and be sued by any persons whether members of the said corporation or not and shall and may implead and be impleaded in all Courts whatsoever at law or in equity and may prefer lay and prosecute any indictment information and prosecution against any person whomsoever

Company incor-
porated.

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for any stealing embezzlement fraud forgery or other crime or offence and in all indictments informations and prosecutions it shall be lawful to state the money and goods effects bills notes securities or other property of the said company to be the money goods effects bills notes securities or other property of the said corporation and designate the said company by its corporate name whenever for the purpose of any allegation of an intent to defraud or otherwise howsoever such designation shall be necessary and the said corporation shall have perpetual succession with a common seal which may be altered varied and changed from time to time at the pleasure of the said corporation.

Deed of settlement confirmed.

2. The several laws rules regulations clauses and agreements contained in the said deed of settlement or to be made under or by virtue or in pursuance thereof shall be deemed and considered to be the by-laws for the time being of the said corporation save and except in so far as any of them are or shall or may be altered varied or repealed by or are or shall or may be inconsistent or incompatible with or repugnant to any of the provisions of this Act or any of the laws or statutes now or hereafter to be in force in the said Colony but no rule or by-law shall on any account or pretence whatever be made by the said corporation either under or by virtue of the said deed of settlement or of this Act in opposition to the general scope or true intent and meaning of this Act or of any of the laws or statutes in force for the time being in the said Colony Provided that a true copy of the said deed of settlement and of any by-laws to be made by virtue or in pursuance thereof shall be enrolled in the Supreme Court of the said Colony or be registered in the office appointed for the registration of deeds in Sydney aforesaid before the same shall be of any validity whatever as the by-laws of the said corporation.

Increase of capital.

3. It shall be lawful for the said corporation from time to time to extend or increase its capital for the time being by the creation allotment and disposal of new shares in the manner specified and set forth and subject to the rules regulations and provisions contained in the hereinbefore in part recited deed of settlement.

Capital and shares to be personalty.

4. The capital or joint stock for the time being and all the funds and property of the said corporation and the several shares therein and the profits and advantages to be derived therefrom shall be and be deemed personal estate and be transmissible accordingly subject to the regulations of the said deed of settlement.

Trusts or equitable interests affecting shares.

5. The corporation shall not be bound in any manner by any trusts or equitable interests affecting any shares of the capital standing in the name of any person as the ostensible proprietor thereof or be required to take any notice of such trusts or equitable interests or demands but the receipt of the person in whose name the shares shall stand in the books of the corporation shall notwithstanding such trusts or equitable interests or demands and notice thereof to the said corporation be a good valid and conclusive discharge to the corporation for or in respect of any dividend or other money payable by the said corporation in respect of such shares and a transfer of the said shares in accordance with the regulations in that behalf contained in the said deed of settlement by the person in whose name such shares shall so stand shall notwithstanding as aforesaid be binding and conclusive as far as may concern the said corporation against all persons claiming by virtue of such trusts or equitable interests or demands Provided always that nothing herein contained shall be deemed or taken to interfere with or abridge the right and power of a Court of Equity to restrain the payment of any such dividend or other money payable thereafter by the corporation in respect of any such shares or the transfer thereafter of any such shares or to direct the payment of such dividends or other money by the corporation or the transfer of such shares by the person in whose name they may stand to such other person as such Court may think fit.

6.

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6. All leases lands hereditaments mortgages agreements bonds and other securities for money whether assignable in law or not and which have heretofore been taken or shall or may at any time hereafter be taken in the name of the directors of the said company or corporation or by or in the name of any person or persons or by or in the name or on behalf of or for or on account of the said company or corporation shall be and the same are and shall be vested in the said corporation and may be put in suit and enforced sued for and prosecuted upon at law and in equity in the name of the said corporation and it shall be lawful for the said corporation notwithstanding any statute or law to the contrary to purchase take hold and enjoy to them and their successors for any estate term of years or interest and under license any houses offices buildings lands mines and other hereditaments necessary or proper for the purpose of managing conducting and carrying on the affairs concerns and business of the said corporation and to sell convey assign assure lease and otherwise dispose of or act in respect of such houses offices buildings lands mines and other hereditaments as occasion may require.

Power to take and hold lands.

7. It shall and may be lawful to and for all persons who are or shall be otherwise competent so to do to demise grant sell alien convey assure and dispose of unto and to the use of the said corporation and their successors for the purposes aforesaid any houses offices lands mines hereditaments and other real or personal estate whatsoever as aforesaid accordingly.

Conveyance to the corporation.

8. No dividend or bonus shall in any case be declared or paid out of the subscribed capital for the time being of the said corporation or otherwise than out of the declared surplus capital net gains and profits of the business.

Dividends from profits.

9. In any action or suit to be brought by the said corporation against the proprietor of any share or shares in the capital of the said corporation to recover any sum of money payable to the said corporation for or by reason of any call or calls made by virtue of the said deed of settlement or of any regulations or resolutions made or passed in pursuance of the said deed it shall be sufficient for the said corporation to allege that the defendant being a proprietor of such share or shares in the capital of the said corporation is indebted to the said corporation in such sum of money (as the call or calls in arrear shall amount to) for or by reason of such call or calls upon the share or shares belonging to the said defendant whereby an action hath accrued to the said corporation without setting forth any special matter and on the trial of such action or suit it shall not be necessary to prove the appointment of the directors who made such call or calls or any other matters except that the defendant at the time of making the same was a holder or proprietor of one or more share or shares in the capital of the said corporation and that such call was in fact made and that such notice thereof and of the time fixed for the payment thereof was given as is directed by the said deed of settlement or by any regulations or resolutions made and passed in pursuance of the said deed and the said corporation shall thereupon be entitled to recover what shall appear due in respect of the said call or calls and interest thereon.

Actions or suits for calls.

10. Nothing herein contained shall prejudice any call made or any contract or other act deed matter or thing entered into made or done by the said company before this Act shall come into operation but the same call contract act deed matter or thing shall be as valid and effectual to all intents and purposes as if this Act had not been passed and may be enforced in like manner as if the said company had been incorporated before the same call contract act deed matter or thing had been made entered into or done.

Contracts &c. before Act.

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Register of shareholders to be kept.

11. The corporation shall keep a book to be called "The Register of Shareholders" and in such book shall be fairly and distinctly entered from time to time the names of the several corporations and the names and additions of the several persons entitled to shares in the said corporation together with the number of shares to which such shareholders shall be respectively entitled distinguishing each share by its number and the amount of the subscriptions paid on such share and the surnames or corporate names of the said shareholders shall be placed in alphabetical order and such book shall be authenticated by the common seal of the corporation being affixed thereto and such authentication shall take place at the first yearly general meeting of the said corporation which shall take place after the passing of this Act or at the next subsequent meeting of the corporation and so from time to time at each yearly general meeting of the corporation.

Shareholders' address book.

12. In addition to the said register of shareholders the corporation shall provide a book to be called "The Shareholders' Address Book" in which the secretary shall from time to time enter in alphabetical order the corporate names and places of business of the several shareholders of the company being corporations and the surnames of the several other shareholders with their respective christian names places of abode and description so far as the same shall be known to the corporation and every shareholder or if such shareholder be a corporation the clerk or agent of such corporation or any person or persons having a judgment at law or a decree in equity against the said corporation may at all convenient times peruse such books gratis and may require a copy thereof or of any part thereof and for every one hundred words so required to be copied the company may demand a sum not exceeding one shilling.

As to proof of being a shareholder.

13. The production of the register of shareholders shall be *prima facie* evidence of the person named therein as a shareholder being a shareholder and of the number and amount of his shares.

Execution against shareholders.

14. If any execution either at law or in equity shall have been issued against the property or effects of the said corporation and if there cannot be found sufficient corporate property whereon to levy such execution then such execution may be issued against any of the shareholders for the time being of the said corporation Provided always that no such execution shall issue against any such shareholder except upon the order of the Court in which the action suit or other proceeding shall have been brought or instituted made upon motion in open Court after sufficient notice in writing to the persons sought to be charged and upon such motion such Court may order execution to issue accordingly and for the purpose of ascertaining the names of the shareholders and the amount of capital remaining to be paid up on their respective shares it shall be lawful for any person entitled to such execution at all reasonable times to inspect without fee the register of shareholders required by this Act to be kept in the office of the said corporation and so much of the share account of such shareholders as shall be sufficient to shew the amount of their respective shares so remaining to be paid up Provided that in the event of the assets of the said company being insufficient to meet its engagements then and in that case the shareholders respectively shall be responsible to the extent of a sum equal to their subscribed shares in addition to the amount then remaining unpaid upon their said shares and no more.

Limit of liability.

Reimbursement of shareholders.

15. If by means of any such execution any shareholder shall have paid any sum of money beyond the amount then due from him in respect of calls he shall forthwith be reimbursed such additional sum by the directors out of the funds of the corporation.

Fitz Roy Iron and Coal Mining Company.

16. The directors for the time being shall have the custody of the common seal of the said corporation and the form thereof and all other matters relating thereto shall from time to time be determined by the directors in the same manner as is provided in and by the said deed of settlement for the determination of other matters by the board of directors and the directors present at a board of directors of the said corporation shall have power to use such common seal for the affairs and concerns of the said corporation and under such seal to authorize and empower any person with or without such seal to execute any deeds and to do all or any such other matters and things as may be required to be executed and done on behalf of the said corporation in conformity with the said deed of settlement and of this Act but it shall not be necessary to use the corporate seal in respect of any of the ordinary business of the said corporation or for the appointment of an attorney or solicitor for the prosecution or defence of any action suit or proceeding.

17. And for the prosecution and punishment of frauds by idle and dishonest workmen removing or concealing ore for the purpose of obtaining more wages than are of right due to them or for any other purpose and thereby defrauding the said corporation or the honest industrious workmen thereof Be it further enacted that if any person or persons employed by the said corporation in or about any mine of or belonging to the said corporation within the Colony of New South Wales shall take remove or conceal the ore of any metal or any lapis calaminaris manganese mundick or other mineral belonging to the said corporation or found or being in such mine with intent to defraud the said corporation or any workman or miner employed therein then and in every such case respectively such person or persons so offending shall be deemed and taken to be guilty of felony and being convicted thereof shall be liable to be punished in the same manner as in the case of simple larceny.

Custody and use of
corporate seal.

Person guilty of
fraudulently taking
or concealing ore &c.
to be deemed guilty
of felony.
