Province of Ontario

Victoria, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen.

To all to whom these presents shall come—

Whereas, under an Act of our Parliament of the Province of Lower Canada, passed in the Session thereof held in the twenty-seventh and twenty-eighth years of our Reign and intituled—An Act to Authorize the granting of Chartered Incorporations to Manufacturing, Mining, and other Companies, Our Governor-General in Council may grant, by Letters Patent, under the Great Seal of our said Province a Charter of incorporation to any number of persons, not less than five who shall petition therefore, and by Constitutions such persons and others, who may become shareholders in any such Company, a Body Corporate and politic, for any of the purposes herein mentioned.

And Whereas, under the provisions of an Act of the Imperial Parliament entitled, An Act for the Union of Quebec, Nova Scotia and New Brunswick, and the Government—things, and for purposes connected therewith, Our Lieutenant-Governor of the Province of Ontario in Council May in like Manner Cause to Grant the said Letters Patent.

And Whereas, by Petition Addressed to Our Lieut.-Governor of Ontario, in Council—

George Barnes, Andrew McKeen, James Shimer, John Young Reid, Charles Robert Murray, George Mazan, Thomas Barnes, Robert Duncaur, have prayed that a Charter of Incorporation—embracing and setting forth the general provisions of the above Act—May be granted to them and to such other persons as are or May become shareholders in a Company formed for the purpose of Manufacturing Wine, within the Province of Ontario.
And Whereas, in accordance with the provisions of the Abuses in Particular Acts, Notice was published in the Ontario Gazette, for at least five months previous to the presentation of the Petition herein before mentioned, in which Notice it was stated that Mr. Barnes of the Township of Batoche in the County of Westwold, and Province of Ontario, James Whitem, of the City of Hamilton in the County and Province aforesaid, Merchants, James Whitem of the same place Merchant, John Young, Reid, of Trent Merchants, Charles Robert Murray, of Hamilton Banker, George Magraw of the same place Grocer, Thomas Barnes of the same place Merchant, Andrew Ahearn of Trent Merchants, being all of the Applicants who have petitioned as aforesaid, interested, apply to such Charles, that the proposed Corporate Name of the Company is The Ontario Grape Growing and Wine Manufacturing Company and that the object or purpose for which incorporation is sought is for the Manufacture of Wine within the Province of Ontario.

that the place where the Operations of the Company are to be carried on are to be within the Township of Batoche, and County of Westwoold, and Province of Ontario that the amount of the Nominal Capital is Thirty Thousand Dollars that the number of Shares is Five Thousand dollars that the amount of each Share is Five hundred dollars that the amount of the Stock subscribed is Twenty-five Thousand Dollars that the amount of the Stock paid in is Ten Thousand Dollars.

And whereas it has been proved to the satisfaction of your Honour le Souvereign Council that the said Applicants have complied with all the requirements of the said Act, as to Matters preliminary to the Issue of Letters Patent.

Now Know Ye that I, and with the advice of Her Excellency on Council of the Province of Ontario and under the Authority of the said Act, have appointed one John W. Prest, Clerk, to take, receive, and deliver, all and every said Letters Patent in the name and stead of the Applicants, and of any other person or persons as well as of any person or persons as well as of any
Tinscase, hereinafter become Shareholders in the said Company, under the provisions of the said Act, and the K laws being under the Act, therof, and their dues pass a Body Corporate and politic, with perpetual succession and a common seal by the Name of The Ontario Grape Growing and Wine Manufacturing Company, and capable of exercising all the faculties of an incorporated Company, as is incorporated by a special act of Parliament, and by their Corporate Name, acting and being thereunder and being inscribed at all times, be the said Company to Manufacture Wine within the aforesaid Townships of Braithwaite and South, in the County of Lincoln.

And the said Company, hereby incorporated shall be subject to the general provisions of law so far as the said Act permits.

That is to say:

1. The affairs of the Company shall be managed by a Board of not less than three but more than nine Directors.
2. The name of the Company shall be that of the Directors of the Company, with such changes as they may see fit.
3. No Director shall be elected or chosen as a Director, henceforward unless he is a Shareholder owning stock absolutely in his own right and not in Arrear of any sale thereof.
4. The affairs of the Company shall be elected by the Shareholders in general Meeting of the Company assembled at such times, in such manner, and for such term as the by-laws of the Company may prescribe.
5. In default of any express provision to the contrary, the by-laws of Company.

(A) Such elections shall take place yearly, all the Members of the Board retiring, and if otherwise qualified, being eligible for re-election.

(B) Notice of time and place for holding a general meeting of the Company shall be given at least ten days previously to the members, in some newspaper published at or near the town where the office or chief place of business of the Company is situated.

(C) At all general Meetings the Company every Shareholder shall be entitled to as many votes as he holds shares in the Company, and may vote by proxy.

(D) Elections for Directors shall be by ballot.
E. Vacancies occurring in the Board of Directors may be filled
for the unexpired remainder of the term of any Director resigning,
the qualified Shareholders of the Company.

F. The Directors shall, from time to time, elect from among
themselves a President of the Company, and shall also name,
and may rename, at pleasure, all other officers thereof.

At any time an election of Directors is not made or
not taken effect at the proper time, the Company shall not
be held thereby depopulated, but such election may be made
at any general meeting of the Company and called for that
purpose.

G. The Directors of the Company shall have power
in all things to administer the affairs of the Company,
and may make or cause to be made for the Company any
description of contract which the Company may lawfully
enter into, and may, from time to time, make by such contract
a loan, to regulate the allotment of stock, and meeting of
calls therefor, the payment thereof, the issue and registration
of certificates of stock, and declaring and calling the performance
of stock for payment, the disposal of forfeited stock and of
the proceeds thereof, the transfer of stock, the declaration, and
payment of dividends, the removal of Directors, the removal of
service, the renewal of their stock qualification, the appointment
of auditors, agents and servants of the Company, the securing
the share thereof to the Company, their remuneration, and that of any of the Directors
the time, at which and the place or places where the Annual
Meetings of the Company shall be held, and when the
accord of the Company shall be convened, and of the
Company, to a Meeting of the Company, One, One, of such
May 1, without this Province— the Calling of Meetings,
regular and special, of the Board of Directors, and of
the Company, the giving, the requirement, as to process,
and the procedure in all things at such Meetings, the holding
and recovery of all penalties and as fines, admitting of
agitation of all law, and the Conduct in all other particulars
of the Affairs of the Company, and May, from time to time, repeal
an Act or declare the same, but this, shall be by law and every
Amendment or Recreation thereon. Unless in the
inention provided to a General Meeting of the Company,
where called for that purpose, shall only have force until
the next Annual Meeting of the Company, and in default—
Of Confirmation thereof made, from that time only, case be known.

8. A sale of any part of the Company, under the seal, and publish by the order of the Officers of the Company, shall be received as prima facie evidence of such, by law in all Courts of Law in this Province.

9. The stock of the Company shall be deemed personal estate and shall be transferable in such manner only, and subject to all such conditions and restrictions as by the Charter Patent, or the By-laws of the Company shall be prescribed.

10. The Directors of the Company may take in and demand from the Shareholders thereof, respectively, all sums of money, subscribed at such time and place, and in such manner and installment as the By-laws of the Company may direct, and interest thereon accrued, and such dividends, at the rate of six per centum per annum, when the amount of any unpaid calls from the day appointed for the payment of such calls.

11. Not less than six per centum upon the whole amount of the Company shall be mean of one or more calls, be called in and made payable within one year from the incorporation of the Company, and for every year thereafter, at least a further two per centum paid the manner of one or more calls, be called in and made payable, until the whole shall have been so called in.

12. The Company may enforce payment of all calls and interest thereof in any competent Court, and in such action it shall be necessary to prove the actual matter, but it shall be sufficient to declare that there is a holder of one share of more, stating the number thereof, and is indebted in the sum of money which the calls in amount, be paid of one call or more upon one share or more, stating the number of calls and the amount of each which the action shall proceed to the Company under this Act, and a certificate under their seal, and supporting the same by the order of the Officers of the Company, to the effect that the defendant is the holder, and that he lack is due and unpaid thereon, shall be received in the Court of Law and Equity as prima facie evidence to that effect.

13. If, after such demand a notice as if, the By-laws of the Company may be prescribed, any call made upon any share or shares be not paid within such time as by such
By-laws may be limited in the manner and to the extent the Directors in their discretion, by vote that effect. Resolving the facts and duly recorded in their Minutes, may summarize for any shares wherein such payment is not made, and the same shall thereupon become the property of the Company, and may be disposed of as, by By-law, otherwise they shall adhere.

14. No share shall be transferable until all previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon, and held under execution.

15. The Shareholder being in Arrears in respect of any calls shall be entitled to vote at any meeting of the Company.

16. The Directors of the Company, if the two first above mentioned times, after the whole capital stock of the Company shall have been allotted and paid in, or not sooner, may make a By-law for increasing the capital stock of the Company to any amount which they may consider requisite in order to the due carrying out of the objects of the Company, but no such By-law shall have any force or effect whatever until after it shall have been sanctioned by a vote of not less than two-thirds in amount of all the Shareholders at a General Meeting of the Company duly called for the purpose of considering such By-law. No Until a copy thereof, duly authenticated shall have been filed, as hereinafter with the Provincial Secretary, or such other officer as the Governor-in-Council may direct.

17. Any By-law for increasing the capital stock of the Company shall declare the number and value of the shares of the new stock, and may prescribe the manner in which the same shall be allotted, and in default of its doing, the Central of such allotment shall be held at vest absolutely to the Directors.

18. The Company may, within six months after a duly authenticated copy of such By-law has been filed with the Provincial Secretary, or other officer as the Governor-in-Council may have named for the purpose, cause a notice, under the signature of the Provincial Secretary, or other proper officer, to be inserted in the Ontario Gazette, that such By-law has been passed and filed as aforesaid and stating the number and amount of the shares of new stock, the amount actually subscribed, and the amount paid in, in respect thereof, and from the date of such notice the capital stock of the Company shall be and remain
Increased to the Amount in the Memorandum and Subject to the
Conditions set forth by such Bye-laws. and the New Stock Share
became subject to all the provisions of law, in like Manner,
so far as may be, as though the same had formed part of the
stock of the Company. Respectfully subscribed—
1. The Company shall cause a book or books to be kept by
the Secretary, or by some other officer specially charged
with that duty, wherein shall be kept recorded—

1. A Correct Copy of the Letters Patent Incorporating the
Company, as also of any and every Bye-law thereof.

2. The Names Alphabeticall y arranged, of all persons
who are or have been Shareholders.

3. The address and calling of every such person,
while such Shareholder.

4. The Number of Shares of Stock held by each Shareholder.

5. The Amount paid in and Currencies paid, respectively
on the Stock of each Shareholder.

6. All transfers of Stock, in their order as presented,

7. The Company for acting, with the date and other
Particulars of each transfer and the date of the Act done and

8. The Names, addresses and calling of all persons who are
or have been Directors of the Company, with the several
dates at which each became or ceased to be a Director.

9. The Directors may refuse to allow the entry into any
book, Book of any transfer of Stock, where the whole
Amount has not been paid in, and no transfer made with
the view of delivering the transferred from the existing Stock
of the Company shall be validated, to prevent any fraudulent
Credits from exercising is remedy against such transfer
in the same way as if he had Continued to be a Shareholder
in such Company, provided that Nothing in the said Notice
shall prevent the effect of Chapter 50 of the Constitution
Statutes of Canada, as regards any such Stock beget
and sold in execution.
21. No transfer of stock shall be valid for any purpose whatsoever, save only as exhibit to the rights of the parties thecse towards each other, and as evidence to the transferor and transferee, ad interim, prorogation, and severally, with the transfer to the Company and their Creditors until entry thereof has been duly made in such Books or Books.

17. Such Books shall, during reasonable business hours of every day, except Sundays and statutory holidays, be kept open for the inspection of Shareholders and Creditors of the Company, and their personal representatives, at the office in chief place of business of the Company, and every such Shareholder, Creditor or representative may make extracts therefrom.

20. Such books shall be prima facie evidence of all facts pertaining to the facts stated in any suit or proceeding against the Company, or against any Shareholder.

24. Every Director, officer or servant of the Company who knowingly makes or attempts to make any untrue entry in any such book, or who authorizes or neglects to make any such entry therein, or to exhibit the same, or to allow the same to be inspected, and extracts to be taken therefrom, shall be liable to a penalty not exceeding twenty dollars for making such untrue entry and for each such refusal or neglect, and also for all loss or damage which any person interested may have sustained thereby.

25. The Company shall not be bound to pay the execution of any trust, whether expressed in the trust, in respect of any shares, and the receipt of the shareholder in whose name the same may stand in the books of the Company shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such shares, and whether or not notice of such trust shall have been given to the Company, and the Company shall not be bound to give the application of the money paid up on such receipt.

26. Every contract, agreement, engagement or bargain made and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed...
On behalf of the Company, by any agent or officer of the Company, in general accordance with his powers as such, under the laws of the Company, shall be binding upon the Company, and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or check. It is hereby declared that the same shall be valid, sound, accepted, endorsed, as the case may be, in pursuance of any power or special power or order, and shall be paid, to act as agent, officer or servant of the Company, to thereby subject him individually, in any liability whatsoever to any third party, therefore, provided always, that nothing in this section shall be construed to authorize the Company to cause any note payable to the bearer thereof, a note payable or note extended to be circulated as money, or as the note of a bank.

27. Each Shareholder, until the whole amount of his Stock has been paid up, shall be individually liable to the Creditors of the Company, for any amount unpaid to his Stock paid up thereon, but shall not be liable to an action therefore by any Creditor before an execution against the Company has been returned unsatisfied, in whole or part. And the amount due on such execution shall be the amount recoverable, with costs, against such Shareholders.

28. The Shareholders of the Company shall not, as such, be held responsible for any act, default, or liability whatsoever of the Company, or for any engagement, claim, payment, loss, injury, transaction, writ or thing whatsoever, making it or connected with the Company, beyond the amount of their respective shares in the Capital Stock thereof.

29. No person holding Stock in the Company as an executor, administrator, trustee, executor, guardian or trustee, shall be personally subject to liability as a Shareholder, but the estates and funds in the hands of such person shall be liable in the manner and to the same extent as the estates or interests, or the residue, ward, or intestate person, or person interested in such trust fund, created by of money and competent to act, and holding such Stock in his own name, and no person holding such Stock as personal代表, shall be personally subject to such liability, but the person pleading,
Such Stock shall be considered as holding the same
and shall be liable as a Shareholder accordingly.

30. Every such Executive, administrator, tutee, curatrix,
guardian, or trustee, shall represent the stock in his
hands at all Meetings of the Company, and may vote
accordingly, as a Shareholder, and every person who
pledges his stock may, notwithstanding, represent the same at
all such Meetings, and vote accordingly, as a Shareholder.

31. If the Directors of the Company declare and pay
any dividend, when the Company is insolvent, all dividends
the payment of which renders the Company insolvent, diminishes
the Capital stock thereof, they shall be null, and hereby
shall be null, the Directors, and the Shareholders and Creditors thereof,
for all the debts of the Company, including
and for all thereafter contracted during their Continuance in
office, respectively, but if any Directors present when such
Dividend is declared, do otherwise, or if any Directors absent, do within twenty-four hours after he shall have become
known thereof, and are to do, enter as the Minutes of the
Board of Directors his protest against the same, and do
within eight days thereafter publish such protest at
least one newspaper printed at or as near as may
be possible the office or a chief place of business of the Company
such Directors may think fit, and no otherwise, exonerate
himself from such liability.

32. No Loan shall be made to the Company by any
Shareholder, and if such be made, all Directors and
other Officers of the Company making the same,
or in any wise assisting there to, shall be jointly and
severally liable to the Company for the amount of said
loan—and also to such parties, to the extent of such loan
with legal interest, for all debts of the Company,
accrued from the time of the making such loan
and that of the repayment thereof.

33. Any description of actions may be prosecuted and
maintained, between the Company, and any Shareholder
thereof, and no Shareholder, having himself a part to
such—shall be incompetent as a witness therein.
34. The Charter of the Company shall be forfeited by
Worcester, during three consecutive years, at any one time
or if the Company do not go into actual operation within
three years after it is granted, and no declaration of such
forfeiture by any act of the Legislature shall be deemed
an infringement of such Charter.

In Testimony Whereof, we have caused these
Our Letters to be Made Patent; and the person
of our said Province of Ontario the secretary of
Witnys: The Honorable William Dave Howland
A Companion of the Most Honorable Order of the
Bath and Lieutenant-Governor of our Province of Ontario

At our Government House at One College Toronto, in our
said Province, this Fifth day of June in the year of our
Lord, One thousand Eight Hundred and Twenty-three
And in the thirty-sixth year of Our Reign.

By Command,