

Qualifications of Directors.

Election of Directors.

Vacancies. how to be supplied.

Directors to have at least twenty shares.

Corporation not to be dissolved by non-election of Directors on the proper day.

excepting as is herein before provided for, shall hold their offices for one year; which Directors shall be Stock-holders, and shall be Subjects of His Majesty residing in this Province, and be elected on the first Monday in June in every year, at such time of the day, and at such place at the Seat of Government, as a majority of the Directors for the time being shall appoint, and public notice shall be given by the said Directors in the different Newspapers printed within the Province of such time and place, not more than sixty nor less than thirty days previous to the time of holding the said Election, and the said Election shall be held and made by such of the said Stock-holders of the said Bank as shall attend for that purpose in their own proper persons or by proxy; and all Elections for Directors shall be by ballot, and the fifteen persons who shall have the greatest number of votes at any Election shall be the Directors except as is hereinafter directed; and if it should happen at any Election that two or more persons have an equal number of votes in such manner that a greater number of persons than fifteen shall by plurality of votes appear to be chosen as Directors, then the said Stock-holders herein before authorised to hold such Election, shall proceed to ballot a second time, and by plurality of votes determine which of the said persons so having an equal number of votes shall be the Director or Directors so as to complete the whole number of fifteen; and the said Directors so soon as may be after the said Election, shall proceed in like manner to elect by ballot one of their number to be their President; and four of the Directors which shall be chosen at any year excepting the President, shall be ineligible to the office of Director for one year after the expiration of the time for which they shall be chosen Directors; and in case a greater number than ten of the Directors, exclusive of the President who served for the last year, shall appear to be elected, then the election of such person or persons above the said number and who shall have the fewest votes shall be considered void, and such other of the Stock-holders, as shall be eligible, and shall have the next greatest number of votes, shall be considered as elected in the room of such last described person or persons, and who are hereby declared ineligible as aforesaid, and the President for the time being shall always be eligible to the office of Director, but Stock-holders not residing within the Province shall be ineligible, and if any Director shall move out of the said Province his office shall be considered as vacant; and if any vacancy or vacancies, should at any time happen among the Directors by death resignation or removal from the said Province, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen, by a special Election for that purpose, to be held in the same manner as is herein before directed respecting annual Elections, at such time and place at the Seat of Government as as the remainder of the Directors or the major part of them shall appoint. *Provided always*, That no person shall be eligible to be a Director who shall not be a Stockholder to the amount of at least twenty Shares.

XI. *And be it further enacted by the authority aforesaid*, That in case it should at any time happen, that an Election of Directors should not be made on any day when pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but

that it shall and may be lawful on any other day to hold and make an Election of Directors in such manner as shall have been regulated by the Laws and Ordinances of the said Corporation.

X. *And be it further enacted by the authority aforesaid*, That each Stockholder shall be entitled to a number of votes proportioned to the number of Shares which he or she shall have held in his or her own name at least three months prior to the time of voting according to the following ratios, that is to say, at the rate of one vote for each Share not exceeding four, five votes for six Shares, six votes for eight Shares, seven votes for ten Shares, and one vote for every five Shares above ten, Stock-holders actually resident within the Province of Upper Canada and none others may vote in Election by proxy. *Provided always*, That no person, co-partnership, or body politic shall be entitled to more than fifteen votes at any such Election.

XI. *And be it further enacted by the authority aforesaid*, That it shall be the duty of the Directors to make half yearly dividends of so much of the profits of the said Bank, as to them or the majority of them shall appear advisable, and that once in every three years and oftener if thereunto required by a majority of the votes of the Stock-holders to be given agreeable to the ratios herein before established, at a general meeting to be called for that purpose, an exact and particular statement of the debts which shall have remained unpaid, after the expiration of the original credit, for a period of treble the term of that credit, and of the surplus of profits if any after deducting losses and dividends.

XII. *And be it further enacted by the authority aforesaid*, That the Directors for the time being or a major part of them shall have power to make and subscribe such rules and regulations as to them shall appear needful and proper touching the management and disposition of the Stock property estate and effects of the said Corporation, and touching the duties and conduct of the Officers, Clerks, and Servants employed therein; and all such other matters as appertain to the business of a Bank; and shall also have power to appoint as many Officers, Clerks and Servants, for carrying on the said Business, and with such salaries and allowances as to them shall seem meet, provided that such rules and regulations be not repugnant to the Laws of this Province.

XIII. *And be it further enacted by the authority aforesaid*, That the total amount of the debts which the said Corporation shall at any time owe, whether by bond, bill, note or other contract, over and above the monies then actually deposited in the Bank, shall not exceed three times the sum of the Capital Stock subscribed, and actually paid into the Bank, and in case of such excess, the Directors under whose administration it shall happen shall be liable for the same in their natural and private capacities: but this shall not be construed to exempt the said Corporation or any estate real or personal which they may hold as a Body Corporate, from being also liable for and chargeable with the said excess; but such of the said Directors who may have been absent when the said excess was contracted or who may have dissented from the said resolution or act whereby the same was so contracted may respectively exonerate themselves from being

Who are to vote.

Half yearly dividends of profits to be made.

Accounts to be rendered of debts, losses, &c.

Directors may make rules.

appoint and pay clerks and servants.

Debts never to exceed three times the amount of monies actually paid into the Bank.

In case of excess, Directors in whose time it shall happen shall be personally liable.

Exceptions.