CHAPTER XV.

An Act to provide for the Application of Moneys arising from the Sale of Land of the Van Diemen's Land Company, and for other purposes relating to that Company. A.D. 1877.

[17th May 1877.]

Preamble recites charter 10 Nov. 1825.

WHEREAS by virtue of the letters patent or charter bearing date the 10th day of November 1825, the Van Diemen's Land Company (who are herein-after called "the Company") were incorporated and authorised to raise a capital of £1,000,000 in shares: And it was declared that there should be two of the members of the Company, qualified in the manner and to be nominated and appointed as therein-after was mentioned, who should be and be called the governor and deputy governor of the Company, and who should also be two of the directors of the Company, and that there should be eighteen others of the members of the Company, qualified in the manner and to be nominated and appointed as therein-after was mentioned, who should also be directors of the Company, and there should be three others of the said members of the Company who should be and be called the auditors and examiners of the accounts of the Company:

Directors and auditors.

And it was further declared that no owner or proprietor of shares in the capital of the said Company should be qualified to be elected or to sit and act as governor, deputy governor, director, or auditor and examiner of the accounts of the said Company unless he should at the day of election bonâ fide hold and possess and should continue to hold and be possessed of fifty shares at least in the capital of the said Company: And it was provided that, with the exception of the original subscribers, no proprietor of shares should be qualified to sit and act as governor, deputy governor, director, auditor and examiner of accounts of the said Company unless he should bonâ fide have held and possessed the said number of shares respectively for the space of six calendar months next before such day or days of election: And the said

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charter contained clauses by virtue of which the offices of governor and deputy governor were made tenable for four years, and the office of director for three years, and one third of the number of directors other than the governor and deputy governor were to go out of office every year: And the office of auditor and examiner of accounts was made tenable for one year: And it was declared

General meetings of Company.

that an annual general meeting of the shareholders of the Company should be held on or within fourteen days after the first Tuesday in the month of March in every year, and that special general meetings of such shareholders might also be held: And after providing for the election at such annual or special general meetings of persons qualified according to the charter to be the governor, deputy governor, and directors, and auditors and examiners of the accounts of the Company, or to serve in the place of such person or persons whose respective office or offices should have become vacant by dismissal, death, resignation, want of qualification, or otherwise,

Votes.

it was declared that all elections and all questions at any general meeting of the said Company should be respectively made and decided by a majority of votes of the members present according to their respective shares, each member being entitled to a vote or votes according to and in the proportion following; (that is to say,) for ten shares and less than thirty shares, one vote; for thirty shares and less than sixty shares, two votes; for sixty shares and less than ninety shares, three votes; for ninety shares and upwards, four votes, and not more: And it was provided that no person should be entitled to vote at any general meeting which should happen at any time after the expiration of six calendar months next after the first general meeting of the Company, or at any adjournment thereof, in respect of any share or shares which he or she might possess in the capital of the Company, unless such person should have actually and bonâ fide held and possessed such share or shares for the full space of six calendar months next before such general

Audit of accounts.

meeting: And by the said charter provision was made that the books of the said Company should be examined and signed by two or more of the auditors and examiners of the accounts of the Com-

Dividends.

pany: And it was provided that no dividend should be made whereby the capital should be in any degree reduced or impaired: And it was declared that the banker or bankers, treasurer or treasurers, to be appointed by the directors of the Company should not issue any sum or sums of money on account of the Company without an order or orders in writing signed by three or more of the directors of the Company:

6 G. 4. c. 39. 10 & 11 Vict. c. 57. (*Pub.*)

And whereas Acts were passed in the years 1825 and 1847 granting powers to the Company or regulating its proceedings:

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26 & 27 Vict. c. xxi.

And whereas by "The Van Diemen's Land Company's Act, 1863," (section 1,) the share capital of the Company was reduced to £300,000, and (by section 5) the Company were authorised, upon the conditions and by the means therein mentioned, to reduce the number of the directors of the Company to nine, inclusive of the governor and deputy governor, and it was enacted that after any such reduction the number of directors to go out of office annually should be two, and that after such reduction the quorum of a meeting of directors should be five:

And whereas the number of members of the Company qualified according to the provisions of the said charter to hold the offices of governor, deputy governor, directors, and auditors of the Company is very small, and it has become difficult to fill up the vacancies from time to time occurring among the holders of such offices, and it is expedient that the existing qualification should be varied, and with reference to an auditor dispensed with altogether, and that the number of directors and auditors should be reduced, and other arrangements made to facilitate the working of the Company:

And whereas the paid-up capital of the Company is £270,000:

Mortgages.

And whereas the Company are indebted in the sum of £18,000, which is secured by debentures, but they have no other debts which the current cash in their hands cannot defray:

Application of purchase moneys.

And whereas difficulties have arisen, and are likely again to arise, in determining whether moneys arising from the sales from time to time made of the lands of the Company ought to be treated as profits or capital, and it is expedient that powers should be given to the Company enabling them to deal with the proceeds of such sales in the manner most beneficial to the interests of the Company:

But inasmuch as the purposes of this Act cannot be effected without the authority of Parliament:

May it please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows; (that is to say,)

Name of Act.

1. This Act may be cited for all purposes as "The Van Diemen's Land Company's Act, 1877."

Former Acts and charter continued.

2. The provisions of the recited Acts, except so far as modified by any subsequent Act and by this Act, shall continue in force, and the recited Acts and this Act shall be read as one Act and carried into execution accordingly; and the said charter shall, as

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modified by the said recited Acts and this Act, continue in full force and effect.

Limiting borrowing powers of Company.

3. From and after the passing of this Act it shall not be lawful for the Company to borrow on mortgage or debentures any sum by the borrowing of which the whole debt of the Company owing on mortgage or debentures would be made to exceed the sum of two hundred thousand pounds at any one time.

Money to be borrowed only with consent of annual or special general meeting.

4. From and after the passing of this Act no moneys shall be borrowed on mortgage or debentures except with the consent of an annual or special general meeting of the shareholders of the Company.

Providing for application of purchase money.

5. It shall be lawful for the Company at an extraordinary general meeting to determine whether any money from time to time received by the Company as purchase money for land of the Company shall be distributed and paid to the members by way of return of capital or by way of dividend, and the directors shall treat the said money accordingly; provided that no such return of capital shall be made to the members of the Company whilst any sums are outstanding and due from the Company on mortgage or debenture.

Chairman to be appointed by board.

6. The offices of governor and deputy governor of the Company as constituted by the charter shall, upon the first election of a chairman of the board of directors which shall take place after the passing of this Act, cease to exist, and the duties assigned by the charter to the holders of the said offices shall thenceforward be performed by a chairman of the board of directors, to be from time to time elected by the directors out of their own number, who shall be and be called the governor of the Company, and it shall be determined at the time of each election for what period such chairman is to hold office.

Reducing number of directors.

7. No vacancy which shall occur in the office of director of the Company shall be filled up until the number of the directors shall be reduced to less than five, and when the number shall have been reduced to five, that shall be and remain the maximum number of the directors, and after such reduction as last aforesaid one director shall retire annually in rotation, and the director to retire in rotation shall, unless there shall be a director to retire under the provision of section 11, be that one who has been longest in office, and if occasion require it shall be determined by lot among the directors which of any two or more directors who have been longest in office shall retire in rotation.

Quorum of directors.

8. After such reduction as last aforesaid, the quorum of a meeting of directors shall be three, and so long as the total number of directors for the time being shall be sufficient to constitute a quorum it shall not be necessary to fill up any vacancy which may occur in the board of directors.

Qualification of directors.

9. After the passing of this Act any member of the Company shall be qualified to be elected as a director who shall on the day of election hold and possess, and shall for the space of three calendar months next before such day have held and possessed twenty shares at the least in the Company, and every member shall be qualified to sit and act as director so long as and no longer than he continues to hold and be possessed of the like number of twenty shares.

Notice of candidate.

10. No member not proposed by the board of directors shall be qualified for election as a director at any yearly general meeting of the Company unless notice in writing of the intention to propose him shall have been delivered to or left at the office of the Company for the secretary of the Company not less than fourteen clear days before the day of such meeting.

Casual vacancies to be filled.

11. If any vacancy shall at any time occur in the board of directors, otherwise than by retirement in rotation, and so as to leave at least two directors remaining, the remaining directors, notwithstanding that they may not constitute a quorum for any other purpose, shall have power to fill up the vacancy by the appointment of a duly qualified member of the Company, but any director appointed under this power shall hold office only until the yearly general meeting of the Company which shall be held next after his appointment.

Committees of directors.

12. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.

Auditors.

13. Instead of three auditors there shall be one auditor or two auditors of the accounts of the Company, as the Company in general meeting may determine. Each auditor shall be appointed at a yearly general meeting of the Company, and shall hold office until the next yearly general meeting. An auditor need not hold or possess any qualification in shares or be a member of the Company.

Clerk to the Company to be called the secretary to the Company.

14. From and after the passing of this Act the clerk to the Company shall be called the secretary to the Company.

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Votes of shareholders.

15. At all general meetings of the Company held after the passing of this Act every member of the Company shall have one vote for each share of the capital of the Company which he shall hold and possess at the time of such meeting, and shall have held and possessed for the space of three calendar months next before the date of such meeting.

Proxies.

16. At all general meetings of the Company held after the passing of this Act votes may be given not only personally, but by proxy. No person shall be appointed a proxy who is not a member of the Company. The instrument appointing a proxy shall be in writing, under the hand of the appointor, attested by one or more witness or witnesses, and shall be delivered to or left at the office of the Company for the secretary of the Company not less than forty-eight hours before the time for holding the general meeting at which the person named in such instrument proposes to vote; but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Altering day for holding the annual general meeting.

17. From and after the passing of this Act the annual general meeting of the Company shall be held on such day not later than the first day of June in each year as the directors of the Company shall from time to time determine.

Drafts on bankers.

18. The bankers or treasurer of the Company, and any other person who may be required to issue or pay any money on account of the Company, may issue or pay any sum upon any cheque, draft, or order signed by any two directors.

Expenses of Act.

19. The costs, charges, and expenses of and relating to the application for and the passing of this Act shall be paid by the Company.

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