

An Act to incorporate “ The Newcastle Coal and
Copper Company ” and for other purposes
therein mentioned. [24th October, 1853.]

NEWCASTLE
COAL AND COPPER
COMPANY.

WHEREAS a certain joint stock company called “ The Newcastle Preamble.
Coal and Copper Company ” has been established 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
first day of September one thousand eight hundred and fifty-three and
purporting to be a deed of settlement of the said company And
whereas by the said deed of settlement the several parties thereto have
respectively and mutually covenanted and agreed that they and such
other persons as should become proprietors in the said company as
therein provided should become a company under the name of “ The
Newcastle Coal and Copper Company ” for the purpose of smelting of
copper or other metallic ores the manufacture of copper and yellow
metal sheathing and bolts the preparation of copper or other metals
for sale in any other manner or the purchase and sale of metallic ores
without smelting or manufacture if the same shall at any time appear
expedient also the working of the present coal mines of the company
or any other coal mines which shall be acquired by them hereafter by
purchase or lease in manner hereinafter authorized as well for the use
of the company as for the purpose of sale and to enter upon and
transact all other business incident or conducive to any of the purposes
aforesaid and it was by the said deed of settlement agreed that the
capital of the said company should be one hundred thousand pounds
to

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to be contributed in four thousand shares of twenty-five pounds each and of such further sum or sums as should thereafter be raised by the creation and sale of new shares of like amount not exceeding the further sum of five hundred thousand pounds and it was further by the said deed of settlement agreed that after the original capital of one hundred thousand pounds should have been fully paid up but not sooner it should be lawful from time to time for a general meeting specially called for that purpose in manner therein mentioned to create such further and additional shares of twenty-five pounds each as should be deemed advisable but not exceeding five hundred thousand pounds inclusive of the original capital And whereas by the said deed of settlement provision has been made for the due management of the affairs of the said company by certain directors then 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—

Company
incorporated.

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 deed by the name of "The Newcastle Coal and Copper 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 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 to designate the said company by its corporate name whenever for the purpose of an 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 made or to be made under or by virtue or in pursuance thereof shall be deemed and considered to be and shall 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 of any of the laws or statutes now in force in the said Colony but no rule or by-law shall on any account or pretence whatsoever 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 before the same shall be of any validity whatever as the by-laws of the said corporation.

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3. 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.

Capital and shares to be personalty.

4. The corporation shall not be bound to see to the execution of any trust whether express implied or constructive to which any of the said shares may be subject and the receipt of the party in whose name any such share shall stand in the books of the said corporation or if it stands in the names of more parties than one the receipt of one of the parties named in the register of shareholders shall from time to time be a sufficient discharge to the corporation for any dividend or other sum of money payable in respect of such share notwithstanding any trusts to which such shares may then be subject and whether or not the corporation have had notice of such trusts and the corporation shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to the execution of trusts.

5. All leases land 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 and 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.

6. 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.

7. In any action or suit to be brought by the said corporation against any proprietor of any shares in the capital of the said corporation to recover any sum of money due and payable to the said corporation for or by reason of any call made by virtue of this Act or 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 corporation to declare and allege that the defendant being a proprietor of such or so many shares in the capital of the said corporation is indebted to the said corporation in such sum of money (as the call in arrears shall amount to) for such call of such sum of money upon such or so many 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 any other matters except that the defendant at the time of making such call 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

Actions or suits for calls.

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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.

Contracts &c. under the deed of settlement before Act.

8. Nothing herein contained shall prejudice or be deemed to prejudice any call made or any contract or other act deed matter or thing entered into made or done by the said company prior to or under or by virtue of the said deed of settlement 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.

Register of shareholders to be kept

9. 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 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 shares 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.

and authenticated yearly by company's common seal.

Shareholders' address book to be kept.

10. 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 book 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.

11. 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.

12. 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 to 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

Burwood Tramroad.

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 amount of their subscribed shares only in addition to such subscribed shares. Proviso as to limit of liability.

13. 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. Reimbursement of shareholders.

14. 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 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 provisions of 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. Custody and use of corporate seal.