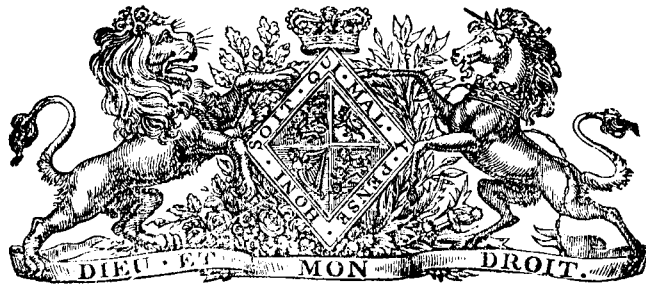


# New South Wales.



ANNO TRICESIMO QUARTO

## VICTORIÆ REGINÆ.

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An Act to incorporate the Goulburn Meat-preserving Company (Limited) and to enable the said Company better to carry on and to transact the business of the same. [26th October, 1870.]

GOULBURN  
MEAT-PRESERVING  
COMPANY'S  
INCORPORATION.

**W**HEREAS a Joint Stock Company called "The Goulburn Meat-preserving Company" has lately been established at Goulburn 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 fifteenth day of January one thousand eight hundred and seventy purporting to be the 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 whilst holding shares in the capital of the said Company should become remain and continue until dissolved under the provisions in that behalf therein contained a Joint Stock Company for the express object of carrying on the business thereof under the name style and title of "The Goulburn Meat-preserving Company" for the purpose of carrying on the business of preserving salting smoking freezing drying or otherwise curing of meat by any process whatever the manufacture of tallow and the general utilization of animal matter in the Colony of New South Wales And also for purchasing and importing the necessary materials for the making and manufacturing thereof And also for selling and disposing of and exporting of all such products manufactured or otherwise to any part of the world and for all

Preamble.

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or

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or any of the purposes aforesaid to purchase oxen sheep and other animals alive or dead to engage hire build or purchase suitable premises and to erect the necessary machinery for the carrying on of all such operations And whereas it was by the said deed of settlement agreed that the capital of the said Company should until increased under the provisions in the said deed of settlement contained consist of fifteen thousand pounds sterling to be contributed in fifteen thousand shares of one pound each 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 and Auditors already appointed and by other Directors and Auditors 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 as a Company with limited liability and it is expedient that the said Company should be incorporated accordingly Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

**Interpretation clause.**

1. The following words and expressions in the Act shall have the several meanings hereby assigned to them unless there be something in the subject or the context repugnant to such construction (that is to say)—

**"The Company."**

The expression "the Company" shall mean the Company incorporated by this Act.

**"The Directors."**

The expression "the Directors" shall mean the Board of Directors of the Company duly appointed under the provisions of the deed of settlement of the Company.

**"Shareholder."**

The word "shareholder" shall mean shareholder proprietor or member of the Company.

**"Deed of settlement."**

The expression "deed of settlement" shall mean the deed of settlement of the Company and any addition to alteration or amendment thereof which may be made in pursuance of the provisions thereof.

**Company incorporated.**

2. 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 holders of shares of or in the capital for the time-being of the Company and shall have executed the said deed of settlement shall subject nevertheless to the conditions regulations and provisions hereinafter and in the said deed of settlement contained be one body politic and corporate with limited liability as hereinafter provided under the style title and name of "The Goulburn Meat-preserving Company (Limited)" and by that name shall and may make and take grants assurances (absolute or otherwise) demises or assignments of any lands hereditaments goods chattels and effects whatsoever and shall and may sue and implead and present or make any petition or motion and institute carry on and conclude any proceeding at law or in equity and in any branch or jurisdiction of the Supreme Court and in any other Court whatsoever either now or hereafter to be established against any person whether a member of the Company or not and may be sued and impleaded by any person whether a member of the Company or not in all Courts whatsoever at law or in equity and may prefer lay and prosecute any indictment information or prosecution against any person whomsoever whether a shareholder or not for any crime or offence whatsoever and in all indictments informations and prosecutions it shall be lawful to state the money goods effects bills notes securities or other properties of whatsoever nature of the Company relative to such indictment information or prosecution is preferred laid or prosecuted to be the money goods effects bills notes securities

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securities or other properties of the Company and generally to designate the Company by its corporate name whenever for any purpose whatsoever such designation shall be necessary and the Company shall have perpetual succession with a common seal which may be altered varied and changed from time to time at the pleasure of the Company.

3. The several laws rules regulations provisions clauses and agreements contained in the said deed of settlement and to be from time to time and at any time made in pursuance of the provisions for that purpose contained therein are and shall as the same shall continue or be as originally made or shall in pursuance of the provisions in that behalf in the said deed of settlement contained be from time to time and at any time altered varied or amended be the by-laws for the time-being of the Company 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 with or repugnant to any of the provisions of this Act or of any of the laws or statutes now or hereafter to be in force in the said Colony Provided always that any such laws rules regulations provisions clauses and agreements may from time to time and at any time be amended altered or repealed either wholly or in part in the manner provided by the said deed of settlement But no rule or by-law shall on any account or pretence whatsoever be made by the Company 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 the said deed of settlement or of this Act or of any of the laws or statutes in force in the said Colony.

Deed of settlement confirmed and clauses &c. therein to be the by-laws for the time-being of the Company.

4. The production of a written or printed copy of the said deed of settlement or of any rules by-laws or regulations to be made in pursuance thereof or in pursuance of this Act having the common seal of the Company affixed thereto shall be sufficient evidence in every Court of civil or criminal jurisdiction of such deed of settlement and of all the contents and provisions thereof and of the rules by-laws and regulations of the said Company for the time-being and at the time of the affixing thereto the said seal of the Company and the certificate of the manager for the time-being of the time at which the said seal shall have been affixed to the said printed copy shall be evidence of the fact of the seal having been affixed at the date or time at which it purports to have been affixed and the provisions rules by-laws and regulations contained in such printed copy shall be taken and held in any and every Court in which the same shall be produced to be the then continuing and existing and unaltered and unvaried unless the contrary shall be proved.

Evidence of by-laws.

5. It shall be lawful for the Company 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 or under license any lands houses offices buildings or hereditaments as may be necessary or proper for the purpose of managing conducting and carrying on the affairs concerns and business of the Company and to sell mortgage convey assign assure demise or otherwise dispose of or act in respect of such lands houses offices buildings and hereditaments as occasion may require and no person purchasing or taking any assurance (absolute or otherwise) demise or assignment of any property real or personal from the Company shall be bound to inquire as to the necessity or advisability of any such assurance demise or assignment and the receipt of the manager for the time being of the said Company for any money paid on or with respect to any such assurance demise or assignment shall absolutely discharge the person taking any such assurance demise or assignment from seeing to the application of any such money paid by him thereon or with respect to the same and from being in any way answerable or accountable for any non-application or mis-application thereof provided that such person was not at the time of any such receipt

Power to purchase and hold lands &c.

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receipt a party to or cognizant of any such non-application or mis-application or contemplated or intended non-application or mis-application of any such money or any part thereof.

Increase of capital.

6. It shall be lawful for the Company from time to time to extend or increase its capital for the time-being by the creation and disposal of new shares in the manner specified in the said deed of settlement.

Power to borrow money.

7. It shall be lawful for the Directors from time to time as they shall see fit in the manner specified in the said deed of settlement to make accept and indorse such promissory notes or bills of exchange on behalf of the Company for any purposes connected with the affairs and business of the Company and the making accepting and indorsing of any such promissory notes or bills of exchange by the Chairman of the Company or other person authorized in that behalf by the Directors for and on behalf of the Company shall be binding against every shareholder and it shall be also lawful for the Directors on behalf of the Company to procure advances and to borrow money and to pay off and discharge such advances in the manner for the purposes and subject to the restrictions specified in the said deed of settlement.

Property at present in trustees to become vested in Corporation.

8. All the land goods chattels securities covenants debts moneys choses in action property and things at present vested in the Trustees of the Company or any other person on behalf of the Company shall immediately after the passing of this Act become vested in the Company for the same estate and interest and with the like powers and authorities as the same are now vested in the said Trustees or other person without any assignment or conveyance whatever.

Act not to prejudice any contract &c. already entered into.

9. Nothing in this Act contained shall prejudice or be construed to prejudice any call made or any contract or other act deed matter or thing entered into made or done by the Company or by any person on behalf of the Company under or by virtue of the said deed of settlement before this Act shall have come into operation but the same call contract act deed matter or thing shall be as valid and effectual to all intents and purposes and may be enforced by or against the Company in like manner as if the Company had been incorporated before the same call contract act deed matter or thing had been made entered into or done.

Shares to be personal estate.

10. The shares in the capital of the Company and all the funds and property of the Company and all shares therein shall be personal estate and transmissible as such subject to the restrictions for that purpose contained in the said deed of settlement and shall not be of the nature of real estate.

Transfer of shares to be by deed.

11. Subject to the provisions and restrictions in that behalf and with respect thereto in the said deed of settlement contained every shareholder may sell and transfer all or any of his shares in the capital of the Company (but not a fractional part of a share) and every such transfer shall be by deed and according to a form to be approved of by the Directors and the transferee of such shares shall so soon as he has complied with the provisions relative to the transfer of shares and subject to the provisions in that behalf contained in the said deed of settlement become a shareholder in respect of the same shares in every respect.

Company not bound to regard trusts.

12. The Company shall not be bound to notice or see to the execution of any trust whether express implied or constructive to which any share may be subject and the receipt of the party in whose name any such share shall stand in the books of the Company or if it stands in the name of more parties than one the receipt of one of the parties named in the Shareholders' Register Book hereinafter mentioned shall from time to time be a sufficient discharge to the Company for any dividend or other sum of money payable in respect of such share notwithstanding

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notwithstanding the Company have had notice of such trusts and the Company shall not be bound to see to the application of the money paid upon such receipt or be in any way answerable for the non-application or mis-application thereof.

13. In case the assignees of any insolvent shareholder shall elect to accept the shares of such insolvent or in case the trustees of any estate assigned for the benefit of creditors shall elect to accept the shares belonging to such assigned estate such assignees or trustees shall forthwith nominate some other person to become a proprietor in respect of such shares such nominee to be subject to the approval of the Directors. But in no case shall such assignees be themselves entitled to become shareholders in respect of the shares of any insolvent shareholder nor shall such trustees be themselves entitled to become shareholders in respect of the shares belonging to any estate assigned for the benefit of creditors.

The assignee of insolvent shareholder and the trustees of assigned estates to nominate some person to become proprietor in respect of shares of such insolvent or assigned estate.

14. In any action or suit to be brought by the Company against any shareholder to recover the money due for any call made by virtue of this Act or of the said deed of settlement it shall not be necessary to set forth the special matter but it shall be sufficient for the Company to declare that the defendant is the holder of one or more share or shares in the capital of the Company (stating the number of shares) and is indebted to the Company in the sum to which the calls in arrear shall amount in respect of one or more call or calls upon one or more share or shares (stating the number and amount of each of such calls) whereby an action hath accrued to the Company.

Declaration in action for calls.

15. On the trial or hearing of such action or suit it shall be sufficient to prove that the defendant at the time of making such call was a holder of one share or more in the capital of the Company and that such call was in fact made and such notice thereof given as is provided for that purpose in the said deed of settlement and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever and thereupon the Company shall be entitled to recover what shall be due upon such call with interest thereon.

Matter to be proved in action for calls.

16. The Company shall keep a book to be called the "Shareholders' Register Book," and in such book shall be fairly and distinctly entered from time to time the names and addresses of the several persons holding shares in the Company together with the number of shares of such shareholders.

Registry of shareholders.

17. The production of the Shareholders' Register Book shall be admitted in all Courts of civil and criminal jurisdiction as *prima facie* evidence of the person named therein as a shareholder being such shareholder and of the number of his shares and of the fact of the person being sued for a call or calls being the same person as that mentioned in the said register book as being such shareholder and every shareholder or other person having a judgment at law or a decree in equity against the Company may at all convenient times peruse the Shareholders' Register Book gratis and may require a copy thereof or any part thereof and for every one hundred words so required to be copied the Company may demand a sum not exceeding one shilling.

Shareholders' Register Book to be evidence.

18. In every case dividends or bonuses shall be declared and paid out of the net gains and profits of the Company and not out of the capital for the time-being of the Company or any portion thereof.

Dividend to be paid from profits only.

19. If any execution either at law or in equity shall be or shall have been issued against the property or effects of the Company and if there cannot be found after due diligence sufficient whereon to levy such execution then such execution may subject to the provisions of the twenty-first section of this Act be issued against any of the shareholders for the time-being or any former shareholder until such execution shall be fully satisfied. Provided that no such execution shall be issued against any

Execution against shareholders.

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any shareholder or former shareholder for any amount beyond the sum due by such shareholder in respect of the amount subscribed for and unpaid by him. Provided always that no such execution shall issue against any such shareholder or former shareholder except upon an 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 person sought to be charged and upon such motion such Court may order execution to issue accordingly. Provided further that in case of execution against any former shareholder it shall be shown that such former shareholder was a shareholder of the Company at the time when the contract or engagement was entered into for breach of which contract or engagement such execution shall have been issued or become a shareholder during the time such contract or engagement was unexecuted or unsatisfied or was a shareholder at the time the judgment or decree was obtained upon which judgment or decree such execution shall have issued. Provided also that in no case shall such execution be issued against the person property or effects of any former shareholder after the expiration of one year after the person sought to be charged shall have ceased to be a shareholder of the Company.

Reimbursement of  
shareholders.

20. Every shareholder against whom or against whose property or effects execution upon any judgment decree or order obtained as aforesaid shall have been issued as aforesaid shall be entitled to recover against the Company all loss damages costs and charges which such shareholder may have incurred by reason of such execution and after due diligence used to obtain satisfaction thereof against the property and effects of the Company and failure to obtain such satisfaction either in full or in part such shareholder shall be entitled to contribution for so much of such loss damages costs and charges as shall remain unsatisfied from the several other shareholders against whom execution upon such judgment decree or order obtained against the Company might also have been issued under the provision in that behalf aforesaid and such contribution may be recovered from such shareholders as aforesaid by action at law for money paid for and to the use of such shareholders as and by way of contribution and no defendant in any such action shall be entitled to raise or set up the defence of partnership.

Execution against  
shareholders for  
contributions.

21. In the cases provided by this Act for execution on any judgment decree or order in any action or suit against the Company to be issued against the person or against the property and effects of the Company at the suit of any shareholder or former shareholder in satisfaction of any money damages costs and expenses paid or incurred by him as aforesaid in any action or suit against the Company such execution may be issued by leave of the Court or of a Judge of the Court in which such judgment decree or order shall have been obtained upon motion or summons for a rule to show cause or other motion or summons consistent with the practice of the Court without any suggestion or *scire facias* in that behalf. And it shall be lawful for such Court or Judge to make absolute or discharge such rule or allow or dismiss such motion (as the case may be) and to direct the costs of the application to be paid by either party or to make such other order therein as to such Court or Judge shall seem fit. And in case of the Court or Judge allowing or ordering such writ of execution to issue the same in the form now or from time to time and at any time in use in and according to the practice for the time-being of the Courts of Law and Equity respectively shall be sued out at the instance of such shareholder upon leave or order of the Court or Judge. And such writs shall be enforced and levies thereon and thereunder made and carried out and the property levied on sold and disposed of in like manner as writs of executions are now or from time to time and at any time shall according to the

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the practice for the time-being of such Courts be enforced and the levies thereon and thereunder made and carried out and the property levied on sold and disposed of Provided that any order made by a Judge as aforesaid may be discharged or varied by the Court on application made thereto by either party dissatisfied with such order.

22. No contribution to the assets of the Company for the purpose of discharging its liabilities or otherwise shall be required from any member exceeding the amount (if any) unpaid on the shares of which he is the holder. Liability of shareholders.

23. In all cases in which by Act of Parliament or of the Colonial Legislature or by any rule or order or the practice of the Supreme Court or any other Court now or hereafter to be in force in this Colony the plaintiff complainant or defendant in any action suit or other proceeding civil criminal or otherwise or any creditor of an insolvent estate or any person being a party to or interested in any process or proceeding whatsoever is or shall be authorized empowered or required to make any affidavit deposition or information or to sign or present any petition or to do any other act it shall be lawful and competent for the manager or other officer or agent of the Company (where such Company shall be such plaintiff complainant defendant or creditor or be a party to or otherwise interested in any process or proceeding whatsoever as aforesaid) to make sign present or do any such affidavit deposition information petition or other act. Power to Manager or other officer to do certain acts.

24. The Directors for the time-being shall have the custody of the common seal of the Company 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 by the said deed of settlement for the determination of other matters by the Directors and the Directors present at a Board of Directors of the Company shall have power to use such common seal or authorize the same to be used for the affairs and concerns of the Company and under such seal to authorize and empower any person 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 Company 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 the drawing accepting making or indorsing any bill of exchange or promissory note but the same shall and may be drawn accepted made or indorsed as provided in the said deed of settlement And it shall not be necessary to use the said corporate seal in respect of or for the purpose of transacting any of the ordinary business of the Company or for the appointment of an attorney or solicitor for the prosecution or defence of any action suit or proceeding or of any officer or servant of the Company and such seal may be affixed to any deed or document by the hand of any person whom the Directors shall appoint in that behalf and the affixing thereof shall be attested by at least one Director and such person so appointed. Custody and use of corporate seal.

25. In citing this Act in any proceedings or for any purpose it shall be sufficient to use the expression "The Goulburn Meat-preserving Company's Incorporation Act 1870." Short title.