

GRETA COAL AND
SHALE MINING
COMPANY'S.

An Act to incorporate the "Greta Coal and Shale Mining Company." [16th April, 1874.]

Preamble.

WHEREAS a joint stock company called the "Greta Coal and Shale Mining Company" has been lately established at Sydney 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 December one thousand eight hundred and seventy-three and by the said deed the several parties thereto have respectively covenanted and agreed that they should form and be a Joint Stock Company under the name of the "Greta Coal and Shale Mining Company" and that the objects and business of the Company should be to search for raise and obtain from certain lands mentioned in the said deed of settlement and from any other land that may thereafter be acquired by the said Company all such coal and kerosene shale and other metals and minerals as may be found therein and the manufacture of coal into coke and of clay and other substances into fire or other bricks and also to wash crush smelt refine or otherwise make marketable any coal shale mineral rocks loam earth or soil and to extract distil and refine any oils or other products therefrom and for any of the purposes aforesaid to purchase hire or otherwise obtain machinery and erect construct and establish all such furnaces steam and other engines machinery buildings and other works as may be proper and necessary for such purposes Also to purchase or hire vessels and to make or unite with any other persons in making rail or tramroads wharfs and staiths or other conveniences for the transit deposit or shipment of the coal and shale and other property of the Company and to export sell or otherwise dispose of all saleable products which may be obtained by the means aforesaid and generally to make erect construct build and provide all such other works and conveniences as may be deemed necessary for all or any of the purposes aforesaid And whereas it was by the said deed of settlement agreed that the capital of the said Company should until increased as therein provided be fifty thousand pounds and should be divided into five thousand shares of ten pounds each And whereas by the said deed provision has been made for the due management of the affairs of the said Company by directors therein named and by other directors to be from time to time elected and appointed by the shareholders of the said Company And whereas the said Company is desirous of being incorporated under the provisions herein contained and it is expedient that such Company shall be incorporated for the purposes aforesaid 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 as follows:—

Company incorporated by the name of the "Greta Coal and Shale Mining Company."

1. Every person who has already become or who shall at any time hereafter become holders of shares in the said Company in the manner provided by the said deed of settlement and subject to the provisions therein contained and their several and respective successors executors administrators and assigns shall for the purposes aforesaid be one body corporate by the name and style of the "Greta Coal and Shale Mining Company" and by that name shall have perpetual succession and a common seal and shall and may sue and be sued plead and be impleaded answer and be answered unto defendant and be defended in all Courts and places whatsoever.

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2. It shall be lawful for the said Company to purchase take hold ^{Company may hold} lands and enjoy to them and their successors for any estate term of years or interest or under license any coal or other mineral lands whatsoever and all such houses offices buildings and other lands and hereditaments as may be necessary and proper for the purpose of managing conducting and carrying on the affairs concerns and business of the said Company and to sell convey and assign assure lease and otherwise dispose of or act in respect of such coal or other mineral lands houses offices buildings and other lands and hereditaments as occasion may require without incurring any penalties or forfeitures.

3. The several rules regulations clauses provisions and agreements contained in the said deed of settlement or to be made under or by virtue or in pursuance thereof or of this Act shall be deemed and considered to be and shall be the by-laws for the time being of the said Company and shall be of the same force and effect as if the same had been herein specially enacted. Save and except in so far as any of them are or shall be altered varied or repealed by or are or shall be inconsistent or incompatible with or repugnant to any of the provisions of this Act or of any laws now or hereafter to be in force in the said colony.

4. All lands railways mining plant rolling stock and machinery now belonging to the mines mentioned in the said deed of settlement or used in connection therewith and all other property belonging to or held by any trustee for the said Company according to the estate and interest therein and the nature and quality thereof respectively shall be and is hereby transferred to and vested in the said Company as hereby incorporated.

5. If at the time appointed for the payment of any call any shareholder shall fail to pay the amount of such call it shall be lawful for the Company to sue such shareholder for the amount thereof in any Court of law or equity having competent jurisdiction and to recover the same with interest thereon and in any action or suit for the recovery thereof it shall be sufficient for the Company to declare that the defendant is the holder of so many shares (stating the number) and is indebted to the Company in such sum of money as the calls in arrear shall amount to in respect thereof (stating the number and amount of each of such calls) whereby an action or suit hath accrued to the Company and 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 so many shares in the Company and that such call was in fact made by persons acting as directors of the Company and such notice thereof given as is directed by 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 whatever and thereupon the Company shall be entitled to recover what shall be due upon such call and interest thereon and the production of the Register of Shareholders shall be *prima facie* evidence of such defendant being a shareholder and of the number and amount of his shares.

6. The power of the directors to make contracts on behalf of the Company may lawfully be exercised as follows (that is to say) :—

With respect to any contract which if made between private persons would be by law required to be in writing and under seal the directors may make such contract on behalf of the Company in writing and under the common seal of the Company and in the same manner may vary or discharge the same.

With respect to any contract which if made between private persons would be by law required to be in writing and signed by the parties to be charged therewith the directors

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may make such contract on behalf of the Company in writing signed by any two of the directors and in the same manner may vary or discharge the same.

With respect to any contract which if made between private persons would by law be valid although made by parol only and not reduced into writing the directors may make such contract on behalf of the Company by parol only without writing and in the same manner may vary or discharge the same.

And all contracts made according to the provisions herein contained shall be effectual in law and shall be binding upon the Company and their successors and all other parties thereto their heirs executors or administrators as the case may be and on any default in the execution of any such contract either by the Company or any other party thereto such action or suit may be brought either by or against the Company as might be brought had the same contracts been made between private parties only.

Security to be taken from officers entrusted with money.

7. Before any person entrusted with the custody or control of moneys belonging to the Company whether treasurer collector or other officer of the Company shall enter upon his office the directors shall take sufficient security from him for the faithful execution of his office.

Officers to account on demand.

8. Every officer employed by the Company shall from time to time when required by the directors make out and deliver to them or to any person appointed by them for that purpose a true and perfect account in writing under his hand of all moneys received by him on behalf of the Company and such account shall state how and to whom and for what purpose such moneys shall have been disposed of and together with such account such officer shall deliver the vouchers and receipts for such payments and every such officer shall pay to the directors or to any person appointed by them to receive the same all moneys which shall appear to be owing from him on the balance of such accounts.

Summary remedy against parties failing to account.

9. If any such officer fail to render such account or to produce and deliver up all the vouchers and receipts relating to the same in his possession or power or to pay the balance thereof when thereunto required or if for three days after being thereunto required he fail to deliver up to the directors or to any person appointed by them to receive the same all papers and writings property effects matters and things in his possession or power relating or belonging to the Company then on complaint thereof being made to a Justice such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in such summons to answer such charge and upon the appearance of such officer or in his absence upon proof that such summons was personally served upon him or left at his last known place of abode such Justices may hear and determine the matter in a summary way and may adjust and declare the balance owing by such officer and if it appear either upon the confession of such officer or upon evidence or upon inspection of the account that any moneys of the Company are in the hands of such officer or owing by him to the Company such Justices may order such officer to pay the same and if he fail to pay the amount it shall be lawful for such Justices to grant a warrant to levy the same by distress or in default thereof to commit the offender to gaol for a period not exceeding three months unless the said amount be sooner paid.

Officers refusing to deliver up documents &c. to be imprisoned.

10. If any such officer refuse to make out such account in writing or to produce and deliver to the Justices the several vouchers and receipts relating thereto or to deliver up any books papers or writings property effects matters or things in his possession or power belonging

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belonging to the Company such Justices may lawfully commit such offender to gaol there to remain until he shall have delivered up all the vouchers and receipts (if any) in his possession or power relating to such accounts and have delivered up all books papers writings property effects matters and things (if any) in his possession or power belonging to the Company.

11. For the purpose of regulating the conduct of the officers and servants of the Company and for providing for the due management of the affairs of the Company in all respects whatsoever it shall be lawful for the Company subject to the provisions herein mentioned from time to time to make such by-laws and regulations as they think fit. Provided that such by-laws be not repugnant to the laws of the colony or to the provisions of this Act or to any resolution of any general meeting of shareholders and such by-laws shall be reduced into writing and shall have affixed thereto the common seal of the Company and a copy of such by-laws shall be given to every officer and servant of the Company affected thereby.

12. The production of a printed or written copy of the by-laws of the Company having the common seal of the Company affixed thereto shall be sufficient evidence of such by-laws in all proceedings under the same.

13. If any execution either at law or in equity shall have been issued against the property or effects of the Company and if there cannot be found sufficient whereon to levy such execution then such execution may be issued against any of the shareholders to an amount equal to the amount of their shares respectively in the capital of the Company in addition to the amount of the said shares. Provided always that no such execution shall issue against any 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 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 upon their respective shares it shall be lawful for any person entitled to any such execution at all reasonable times to inspect the shareholders' register required by the said deed of settlement to be kept in the office of the Company without fee. Provided further that nothing herein contained shall extend to charge or make liable any shareholder of the Company or his real or personal estate with or for any debt or demand whatever due or to become due from or by the Company or in anywise relating to the said undertaking for any of the matters or things authorized by the said deed of settlement or this Act to be made done or completed to a greater extent than the amount of their subscribed shares and a further amount equal to their said subscribed shares any law to the contrary thereof in anywise notwithstanding.

14. 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 Company.

15. The directors shall have the custody of the common seal and the form thereof and all other matters relating thereto shall from time to time be determined at meetings of directors and the directors present at any meeting shall have power to use the common seal for the affairs and concerns of the Company and under such seal to authorize and empower any person without such seal to execute any deed and do all or any other such matters and things as may be required to be executed and done on behalf of the Company but it shall not be necessary to use the corporate seal in respect of any of the

Power to make and alter by-laws.

Evidence of by-laws.

Execution against shareholders.

Shareholders not liable beyond the amount of their subscribed shares and on an amount equal to such shares.

Shareholders to be reimbursed amount paid beyond calls due.

Custody and use corporate seal.

Parnell's Leasing.

the ordinary business of the Company or for the appointment of any attorney or solicitor for the prosecution of any action suit or other proceedings 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 one director and such person so appointed and in case any conveyance or other instrument under seal shall be executed wherein it appears that such conveyance or other instrument is executed in consideration of a money payment therein stated to have been made to the Company such execution shall have no operation in law or shall operate only as an escrow (according as may be indicated in the attestation aforesaid) until the treasurer or other officer charged with the receipts of moneys on behalf of the Company shall have certified under his hand at the foot thereof that such consideration money has been duly paid.
