

GOLD ESCORT.

An Act to incorporate “The Sydney Gold Escort Company.” [26th August, 1853.]

Preamble.

WHEREAS a joint stock company called “The Sydney Gold Escort 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 twentieth day of January in the year of our Lord one thousand eight hundred and fifty-three 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 of shares in the said company as therein provided should be and continue until such company should be dissolved under the provisions in that behalf therein contained a joint stock company under the name and title of “The Sydney Gold Escort Company” for the conveyance of gold silver and precious stones and quartz and ore containing the precious metals money bullion specie and bank and other notes and bills from and to any place or places within the several Colonies of New South Wales Victoria and South Australia respectively and it was by the said deed of settlement agreed that the capital of the said company should consist of fifty thousand pounds divided into five thousand shares of ten pounds each or so much thereof as might from time to time be necessary and of such further sum or sums as might thereafter be raised by the creation allotment and sale of new shares as therein provided And whereas by the said deed of settlement provision has been made for the due management of the affairs of the company by certain directors 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 incor-
porated.

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

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the conditions regulations and provisions hereinafter contained) be one body politic and corporate in name and in deed by the name of "The Sydney Gold Escort 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 any 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.

2. The several laws rules regulations clauses and agreements contained in the said deed of settlement 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 or hereafter to be 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.

3. It shall be lawful for the said corporation from time to time to extend or increase its capital for the time being by the creation allotment and disposal of new shares in the manner specified and set forth and subject to the rules regulations and provisions contained in the hereinbefore in part recited deed of settlement.

4. 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.

5. The corporation shall not be bound in any manner by any trusts or equitable interests or demands affecting any shares of the capital standing in the name of any person as the ostensible proprietor thereof or be required to take any notice of such trusts or equitable interests or demands but the receipt of the person in whose name the shares shall stand in the books of the corporation shall notwithstanding such trusts or equitable interests or demands and notice thereof to the said corporation be a good valid and conclusive discharge to the corporation for or in respect of any dividend or other money payable by the said corporation in respect of such shares and a transfer of the said shares in accordance with the regulations in that behalf contained in the said deed of settlement by the person in whose name such shares shall so stand shall notwithstanding as aforesaid be binding and conclusive as far as may concern the said corporation against all persons claiming by virtue of such trusts or equitable interests or demands Provided always that nothing herein contained shall be deemed or taken to interfere with or abridge the right and power of a Court of Equity to restrain the payment of any such dividend or other money

Deed of settlement confirmed.

Increase of capital.

Capital and shares to be personalty.

Trusts or equitable interests affecting shares.

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money payable thereafter by the corporation in respect of any such shares or the transfer thereafter of any such shares or to direct the payment of such dividends or other money by the corporation or the transfer of such shares by the person in whose name they may stand to such other person as such Court may think fit.

Power to take and hold lands &c.

6. 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 any houses offices buildings lands 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 and other hereditaments as occasion may require.

Conveyance to the corporation.

7. It shall and may be lawful to and for all persons who are or shall be otherwise competent so to do to grant sell alien and convey assure and dispose of unto and to the use of the said corporation and their successors for the purposes aforesaid or any of them any such houses offices lands hereditaments and other real estate whatsoever as aforesaid accordingly.

Restrictions on liabilities.

8. The total amount of debts engagements and liabilities of the said corporation shall not in any case exceed twice the amount of capital stock subscribed and actually paid up.

Dividends from the profits.

9. No dividend or bonus shall in any case be declared or paid out of the subscribed capital for the time being of the said corporation or otherwise than out of the declared surplus capital net gains and profits of the business.

Actions or suits for calls.

10. In any action or suit to be brought by the said corporation against the proprietor of any share or shares in the capital of the said corporation to recover any sum of money payable to the said corporation for or by reason of any call or calls made by virtue of the said deed of settlement it shall be sufficient for the corporation to allege that the defendant being a proprietor of such share or shares in the capital of the said corporation is indebted to the said corporation in such sum of money as the call or calls in arrear shall amount to for or by reason of such call or calls upon the share or 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 calls or any other matters except that the defendant at the time of making the same was a holder or proprietor of one or more share or shares in the capital of the said corporation and that every such call was in fact made and that such notice thereof and of the time fixed for the payment thereof was given as is directed by the said deed of settlement and the said corporation shall thereupon be entitled to recover what shall appear due.

Contracts &c. before Act.

11. Nothing herein contained shall prejudice any call made or any contract or other act deed matter or thing entered into made or done by the said company 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.

Liability of shareholders.

12. In the event of the assets of the corporation being insufficient to meet its engagements the shareholders shall in addition to the amount then remaining unpaid upon their shares in the capital of the said corporation be responsible to the extent of a sum equal to the amount of their said shares and no more.

Australian Joint Stock Bank.

13. The corporation shall have a lien on all coin gold notes quartz and other chattels conveyed by it for the amount of all charges for or in respect of the receipt conveyance and safe keeping thereof and if such chattels be not claimed by or on behalf of the owners thereof or person entitled to receive the same and the amount of all such charges duly paid or tendered within one year from the time of the conveyance of such chattels to their place of destination such chattels having been first advertised at the least three times in some one Sydney daily newspaper may be sold by the corporation by public auction and the proceeds may be applied to the payment of all such charges together with the expense of such advertising and sale the surplus (if any) being retained by the corporation for the use of the owner or person entitled thereto whenever he shall apply for the same.

Sale of unclaimed chattels.

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 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 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 respect of 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.

Custody and use of corporate seal.
