

Province of Ontario

Victoria, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen—
Defender of the Faith &c. &c. &c.

To All to Whom These Presents Shall Come—

Greeting/

Whereas Under and by an Act of Our Parliament of the Province of Canada, passed in the Session thereof held in the twenty seventh and twenty eight years of our Reign and intituled. An Act to Authorize the granting of Charters of Incorporation to Manufacturing, Mining and Other Companies. Our Governor General in Council may grant, by Letters Patent; Under the Great Seal of our said Province a Charter of Incorporation to Any Number of persons, Not less than five who shall petition therefor, and may constitute such persons and others, who may become Shareholders in any such Company, A body corporate and politic, for any of the purposes herein mentioned

And Whereas, Under the provisions of an Act of the Imperial Parliament intituled, An Act for the Union of Canada, Nova Scotia and New Brunswick, and the Government thereof, and for purposes connected therewith, Our Lieutenant Governor of the Province of Ontario in Council may in like manner cause to be issued the said Letters Patent—

And Whereas, by Petition addressed to our Lieutenant Governor of Ontario in Council

George Barnes, Andrew Skinner, James Skinner, John Young, Reid, Charles Robert Murray, George Magan, Thomas Barnes, Robert Duncan, have prayed that a Charter of Incorporation embodying and setting forth the general provisions of the above intituled Act— May be granted to them and to such other persons as are or may become Shareholders in a Company formed for the purpose of Manufacturing Wine Within the Province of Ontario

Letters Patent

Incorporating

The Ontario Grape Growing
and Wine

Manufacturing Company

Recorded as No. 85

9th June 1873

John F. C. Ussher

Deputy Reg't.

O. Morat

Attorney General

And Whereas, in accordance with the provisions of the above in part-recited Act, Notice was published in the Ontario Gazette, for at least one month previous to the presentation of the Petition hereinbefore mentioned, in which Notice it was stated that - Geo Barnes of the township of Barton in the County of Wentworth, and Province of Ontario Esqne, Andrew Skinner of the City of Hamilton in the County and Province aforesaid, Merchant; James Skinner of the same place Merchant, John Young Reid, of Toronto Merchant - Charles Robert Murray, of Hamilton Banker George Magaw of the same place Druggist - Thomas Barnes of said Township of Barton, Gentleman, and Robert Duncan of Hamilton aforesaid Merchant - being all of the Applicants who have petitioned as aforesaid, intend to apply for such Charter, that the proposed Corporate Name of the Company is The Ontario Grape Growing and Wine Manufacturing Company and that the Object or purpose for which incorporation is sought is for the Manufacture of Wine within the Province of Ontario

that the place where the operations of the Company are to be carried on are within the Townships of Brantham and South in the County of Lincoln in the Province of Ontario that the Amount of the Nominal Capital is Thirty thousand dollars that the Number of Shares is Sixty and the amount of each Share is five hundred dollars that the amount of the Stock Subscribed is twenty five thousand dollars that the Amount paid up is fifteen hundred dollars

And Whereas it has been proved to the satisfaction of our Lieutenant Governor-in-Council that the said applicants have Complied with all the Requirements of the said Act, as to matters preliminary to the issue of Letters Patent

Now Know Ye that by and with the advice of our Executive Council of our Province of Ontario and under the Authority of the hereinbefore in part-recited Statute, and of any other power or Authority whatsoever in us vested in this behalf, we do by these our Letters Patent constitute George Barnes, Andrew Skinner, James Skinner, John Young Reid, Charles Robert Murray, George Magaw, Thomas Barnes, and Robert Duncan, and all and every such other person or persons as now is or are, or shall at any

Time hereafter become Shareholders in the Said Company, under the provisions of the said act, and the by laws made under the authority thereof, and their successors a body corporate and politic, with perpetual succession and a common seal by the name of The Ontario Grape Growing and Wine Manufacturing Company, and Capable forthwith of exercising all the functions of an Incorporated Company as if incorporated by a Special act of Parliament, and by their Corporate Name, of suing and being sued pleading and being impleaded in all Courts, whether of law or equity, With Power to the Said Company to Manufacture Wine within the aforesaid Townships of Gautham and South, in the County of Lincoln.

And the Said Company hereby incorporated shall be subject to the general provisions of Law set forth in a said aforesaid Act, that is to say,

- 1st The Affairs of the Company shall be Managed by a Board of not less than three nor more than nine Directors
- 2^d George Barnes, Charles Robert Murray, and Andrew Skinner shall be the Directors of the Company, until replaced by others duly chosen in their stead,
- 3^r No person shall be elected or chosen as a Director hereafter unless he is a shareholder owning Stock absolutely in his own right, and not in arrear in respect of any call theron
- 4^t The aforesaid Directors of the Company shall be elected by the Shareholders in general Meeting of the Company assembled, at such times, in such wise, and for such terms as the by Laws of the Company may prescribe
- 5th In default only of other express provisions in such behalf by the by laws of Company
- (A) Such election shall take place yearly, all the Members of the Board retiring, and if otherwise qualified, being eligible for re-election
- (B) Notice of time and place for holding general Meetings of the Company shall be given at least ten days previously thereto in some Newspaper published at or as near as may be to the Office or Chief places of business of the Company
- (C) At all general Meetings of the Company every Shareholder shall be entitled to as many votes as he hold shares in the Company, and may vote by proxy
- (D) Elections for Directors shall be by ballot

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E. Vacancies occurring in the Board of Directors may be filled for the unexpired remainder of the term, by the Board from among the qualified Shareholders of the Company.

F. The Directors shall, from time to time, elect from among themselves a President of the Company, and shall also name, and may remove at pleasure, all other officers thereof.

G. If at any time an election of Directors is not made or do not take effect at the proper time, the Company shall not be held to be thereby dissolved, but such election may take place at any general Meeting of the Company duly called for that purpose.

H. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and may make or cause to be made for the Company any description of Contract which the Company may by law enter into, and may from time to time make by law or contrary to law, to regulate the Allotment of Stock, and making of calls thereon, the payment thereof, the issue and registration of Certificates of Stock, and making of call thereon the forfeiture of Stock for non payment, the disposal of forfeited Stock and of the proceeds thereof, the transfer of Stock, the declarations, and payment of dividends, the number of Directors, their term of service, the amount of their stock qualifications, the appointment functions, duties and removal of all agents, Officers and servants of the Company, the security to be given by them to the Company, their remuneration and that, if any, of the Directors the time at which and the place or places where the Annual Meetings of the Company shall be held, and where the business of the Company shall be conducted, and if the Company be a Mining Company, One, or More, of such may be without the Province - the calling of meetings, regular and special, of the Board of Directors, and of the Company, the quorum, the requirement as to proceed, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by law, and the conduct in all other particulars of the affairs of the Company, and may from time to time repeal amend or reenact the same, but every such by law and every repeal, amendment or reenactment thereof, unless in the meantime confirmed at a General Meeting of the Company/s, duly called for that purpose, shall only have force until the next Annual Meeting of the Company, and in default

Of Confirmation thereof shall, from that time only, cease to have
force,

8 A copy of any By-law of the Company, under their seal,
and purporting to be signed by any officer of the Company, shall
be received as prima facie evidence of such By-law in all
Courts of Law or Equity in this Province

9 The Stock of the Company shall be deemed personal estate
and shall be transferable in such manner only, and subject
to all such conditions and restrictions as by the Letters Patent,
or by the By-laws of the Company shall be prescribed.

10 The Directors of the Company may call in and demand
from the shareholders thereof, respectively, all sums of Money
by them subscribed at such time and places, and in such
payments or instalments as the By-laws of the Company
may require or allow, and interest shall accrue and
fall due, at the rate of six per Centum per Annum,
upon the amount of any unpaid call from the day
appointed for the payment of such call

11 Not less than ten per Centum upon the Alotted Stock
of the Company shall, by means of one or more calls, be
called in and made payable within one year from the
incorporation of the Company, and for every year thereafter,
at least a further ten per Centum shall be like manner
be called in and made payable, until the whole shall
have been so called in.

12 The Company may enforce payment of all calls and
interest thereon ^{in action} in any Competent Court, and in such action
it shall not be necessary to set forth the special Matter, but
it shall be sufficient to declare that the Defendant is a holder
of one share or more, stating the number of shares, and is
indebted in the sum of Money to which the calls are an
amount, in respect of one call or more upon one share
or more, stating the number of calls and the amount
of each whereby an action hath accrued to the Company
under this Act, and a Certificate under their seal -

and purporting to be signed by any officer of the Company -
to the effect that the Defendant is a shareholder, and that so
much is due by him and unpaid thereon, shall be received in all
Courts of Law and Equity as prima facie evidence to that effect -

13 If, after such demand or notice as by the By-laws of
the Company may be prescribed, any call made upon
any share or shares is not paid within such time as by such

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Bylaws may be limited in that behalf, the Directors in their discretion, by vote to that effect, reciting the facts and duly recorded in their Minutes, may summarily forfeit any shares wherow such payment is not made, and the same shall thereupon become the property of the Company, and may be disposed of as, by Bylaw or otherwise they shall ordain.

14 No share shall be transferable until all previous calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon, or sold under execution,

15 No shareholder being in arrears in respect of any call shall be entitled to vote at any meeting of the Company.

16 The Directors of the Company, if they see fit at any time, after the whole capital stock of the Company

shall have been allotted and paid in, but not sooner, may make a Bylaw for increasing the capital stock of the Company to any amount which they may consider requisite in order to the due carrying out of the objects of the Company, but no such Bylaw shall have any force or effect whatever until after it shall have been sanctioned by a vote of not less than two thirds in amount of all the shareholders at a general meeting of the Company duly called for the purpose of considering such Bylaw, nor until a copy thereof, duly authenticated shall have been filed, as hereinafter mentioned, with the Provincial Secretary, or such other offices as the Governor in Council may direct.

17 Any Bylaw for increasing the capital stock of the Company shall declare the number and value of the shares of the new stock, and may prescribe the manner in which the same shall be allotted, and in default of its so doing, the control of such allotment shall be held to vest absolutely in the Directors.

18 The Company may, within six months after a duly authenticated copy of such Bylaw has been filed with the Provincial Secretary, or such other offices as the Governor in Council may have named for the purpose, require and cause a notice, under the signature of the Provincial Secretary, or other proper officer, to be inserted in the Ontario Gazette, that such Bylaw has been passed and filed as aforesaid and stating the number and amount of the shares of new stock, the amount actually subscribed, and the amount paid in in respect thereof, and from the date of such notice the capital stock of the Company shall be and remain

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Increased to the amount, in the manner and subject to the conditions set forth by such By-law and the new stock shall become subject to all the provisions of law, in like manner, so far as may be, as though the same had formed part of the stock of the Company originally subscribed.

19 The Company shall cause a book or books to be kept by the Secretary, or by some other officer specially charged with that duty, wherein shall be kept recorded -

1 A correct copy of the Letters Patent incorporating the Company, as also of any and every By-law thereof.

2 The names alphabetically arranged, of all persons who are or have been Shareholders.

3 The address and calling of every such person, while such shareholder.

4 The number of shares of stock held by each shareholder.

5 The amount paid in and remaining unpaid, respectively, on the stock of each shareholder.

6 All transfers of stock, in their order as presented to the Company for entry, with the date and other particulars of each transfer and the date of the entry thereof, and -

7 The names addressed and calling of all persons who are or have been Directors of the Company, with the several dates at which each became or ceased to be said Director.

20 The Directors may refuse to allow the entry into any such book of any transfer of stock whereof the whole amount has not been paid in, and no transfer made with the view of relieving the transferee from pre-existing debts of the Company shall be valid, or prevent any antecedent creditor from exercising his remedy against such transferee in the same way, as if he had continued to be a shareholder in such Company, provided that nothing in this subsection shall prevent the effect of Chapter Seven of the Consolidated Statutes of Canada, as regards any such stock seized and sold in execution.

21 No Transfer of Stock shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferee liable ad interim, jointly and severally, with the transferor to the Company and their Creditors - until entry thereof has been duly made in such Book or Books.

22 Such Books shall, during reasonable business hours of every day, except Sundays and Statutory Holidays, be kept open for the inspection of Shareholders and Creditors of the Company and their personal representatives, at the office or chief place of business of the Company. And every such Shareholder, Creditor or Representative may make extracts therefrom.

23 Such books shall be prima facie evidence of all facts purporting to be truly stated in any suit or proceeding against the Company, or against any Shareholder,

24 Every Director, Officer or Servant of the Company, who knowingly makes or assists to make any untrue entry in any such book, or who refuses or neglects to make any proper entry therein, or to exhibit the same, or to allow the same to be inspected, and extracts to be taken therefrom shall be liable to a penalty not exceeding twenty dollars for making each untrue entry and for each such refusal or neglect, and also for all loss or damage which any party interested may have sustained thereby.

25 The Company shall not be bound to see to the execution of any trust, whether express implied or constructive, in respect of any shares, and the receipt of the shareholder in whose name the same may stand in the books of the Company shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such shares, and whether or not notice of such trust shall have been given to the Company, and the Company shall not be bound to see to the application of the money paid upon such receipt-

26 Every Contract, agreement, engagement or bargain made and every bill of exchange drawn, accepted or endorsed, and every promissory Note and Cheque made, drawn or endorsed

On behalf of the Company, by any agent, officer or servant of the Company, in general accordance with his powers as such under the By-laws of the Company, shall be binding upon the Company, and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque or to prove that the same was made, drawn accepted or endorsed, as the case may be, in pursuance of any By-law or special vote or order, nor shall the party so acting as agent, officer or servant of the Company, thereby subjected individually to any liability whatsoever to any third party therefor, provided always, that nothing in this section shall be construed to authorize the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a Bank.

27 Each Shareholder, until the whole amount of his Stock has been paid up, shall be individually liable to the Creditors of the Company, to an amount equal to that not paid up thereon, but shall not be liable to an action therefor by any Creditor before an execution against the Company has been returned unsatisfied, in whole or part, and the amount due on such execution shall be the amount recoverable, with Costs against such shareholders.

28 The Shareholders of the Company shall not, as such be held responsible for any act, default or liability whatsoever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the Company, beyond the amount of their respective shares in the Capital Stock thereof.

29 No person holding Stock in the Company as an executor, administrator, tutor, Curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such person shall be liable in like manner and to the same extent as the testator or intestate, or the minor, ward or interdicted person, or person interested in such trust fund would be, if living and competent to act, and holding such stock in his own name. And no person holding such stock as collateral security shall be personally subject to such liability, but the person pledging

Such Stock shall be considered as holding the same
and shall be liable as a shareholder accordingly

30 Every such executor, administrator, tutor, curator,
guardian, or trustee, shall represent the stock in his
hands at all meetings of the Company, and may vote
accordingly as a shareholder, and every person who
pledges his stock may, nevertheless, represent the same at
all such meetings, and vote accordingly as a shareholder.

31 If the Directors of the Company declare and pay
any dividend when the Company is insolvent, or any dividend
the payment of which renders the Company insolvent or diminishes
the Capital Stock thereof, they shall be jointly and severally
liable as such to the Company as to the individual shareholders
and creditors thereof, for all the debts of the Company then existing
and for all thereafter contracted during their continuance in
office, respectively, but if any Director present when such
dividend is declared, do forthwith, or if any Director then
absent do within twenty-four hours after he shall have become
aware thereof and able so to do, enter on the Minutes of the
Board of Directors his protest against the same, and do,
within eight days thereafter, publish such protest in at
least one newspaper, published at or as near as may
be possible to the office or chief place of business of the Company
such Director may thereby, and not otherwise, exonerate
himself from such liability.

32 No loan shall be made by the Company to any
shareholder, and if such be made, all Directors and
other officers of the Company making the same,
or in anywise assenting thereto, shall be jointly and
severally liable to the Company for the amount of such
loan - and also to third parties, to the extent of such loans
with legal interest, for all debts of the Company
contracted from the time of the making such loan
to that of the repayment thereof.

33 Any description of action may be prosecuted and
maintained between the Company, and any shareholder
thereof, and no shareholder, not being himself a party to
suit, shall be incompetent as a witness therein.

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34 The Charter of the Company shall be forfeited by
Non-user, during three consecutive years, at any one time
or if the Company do not go into actual operation within
three years after it is granted, and no declaration of such
forfeiture by any Act of the Legislature shall be deemed
an infringement of such Charter

In Testimony Whereof we have caused these
Our Letters to be made Patent and the great seal
of our said Province of Ontario to be hereunto affixed

Witness, The Honorable William Pearce Howland,
a Companion of the Most Honorable Order of the
Bath and Lieutenant Governor of our Province of Ontario

At our Government House in Our City of Toronto, in our
said Province, this Fifth day of June in the year of our
Lord, One thousand eight hundred and seventy three
and in the thirty sixth year of Our Reign

By Command,