

*Anvil Creek Coal Mining Company's Incorporation.*

ANVIL CREEK COAL  
MINING COMPANY'S  
INCORPORATION.

## An Act to incorporate the "Anvil Creek Coal Mining Company." [2nd June, 1874.]

Preamble.

**W**HEREAS a Joint Stock Company called the "Anvil Creek Coal 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 eighteenth day of February 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 Anvil Creek Coal Mining Company" and that the objects and business of the Company should be to work or contract for the working of the coal or other mines in or upon any land of which the said Company are or may from time to time be owners or lessees to purchase or lease coal or other mineral lands to follow up and act upon any trade or purpose mentioned in any regulations for the management or conduct of coal or other mines in the said Colony of New South Wales already promulgated or hereafter to be promulgated to purchase the necessary machinery for working the said mines or for testing the mining capabilities of any land purchased or intended so to be purchased by the Company or for draining any mines or any other purpose in connection therewith to export sell or otherwise dispose of all coal or other minerals to be raised from any land belonging to or leased by the said Company to dispose of the timber on any such land to lease or sell any such lands and to construct railways roads wharves and other matters necessary for the promotion of the objects of the said Company And whereas it was by the said deed of settlement agreed that the capital of the said Company should unless and until increased under the provisions therein contained be thirty thousand pounds and should be divided into thirty thousand shares of one pound 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 incorpor-  
ated.

1. Such and so many persons as have already become or at any time or times hereafter shall and 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 in deed by the name of "The Anvil Creek Coal Mining Company" and by that name shall and may sue and be sued by any person whether members of the said Corporation or not and shall and may implead and be impleaded answer and be answered unto defend and be defended 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

*Anvil Creek Coal Mining Company's Incorporation.*

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 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 Corporation 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.

Deed of settlement confirmed.

3. All lands railways mining and other 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 the said Company 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 Corporation hereby incorporated.

All property belonging to the Company to be vested in the Corporation as hereby incorporated.

4. It shall be lawful for the said Corporation to purchase take hold 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 Corporation 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.

Company may hold lands and other property.

5. 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 demise assign 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 mines hereditaments and other real and personal estate.

Conveyance to the Corporation.

6. 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 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.

Increase of capital.

7. The Corporation shall not be bound in any manner by any trust 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

Trusts or equitable interests affecting shares.

*Anvil Creek Coal Mining Company's Incorporation.*

name such shares shall so stand notwithstanding as aforesaid be binding and conclusive so 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 rights and power of a Court of Equity with respect to dividends or moneys which shall not have been paid by the Corporation or to shares which may not have been transferred by the Corporation to restrain the payment of any such dividend or money payable by the Corporation in respect of any shares or the transfer of any shares or to direct the payment of such dividends or 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.

Enforcement of calls  
by action.

8. 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 Corporation 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 Corporation and that such call was in fact made by persons acting as directors of the Corporation and that such notice thereof has been 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 Corporation 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.

Declaration in suits  
to recover calls.

Matter to be proved  
in action for calls.

Contracts by  
directors how to be  
entered into.

9. The power of the directors to make contracts on behalf of the Corporation 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 Corporation in writing and under the common seal of the Corporation 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 may make such contract on behalf of the Corporation 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 Corporation 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 Corporation and their successors and all other parties thereto their heirs executors or administrators as the case

*Anvil Creek Coal Mining Company's Incorporation.*

case may be and on any default in the execution of any such contract either by the Corporation or any other party thereto such action or suit may be brought either by or against the Corporation as might be brought had the same contracts been made between private parties only.

10. 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.

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

11. Every officer employed by the Corporation 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 hands of all moneys received by him on behalf of the Corporation and such account shall state from whom and for what consideration such moneys shall have been received and 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.

Officers to account on demand.

12. For the purpose of regulating the conduct of the officers and servants of the Corporation and for providing for the due management of the affairs of the Corporation in all respects it shall be lawful for the Corporation 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 Corporation and a copy of such by-laws shall be given to every officer and servant of the Corporation affected thereby.

Power to make and alter by-laws.

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

Evidence of by-laws.

14. If any execution either at law or in equity shall have been issued against the property or effects of the Corporation 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 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 Corporation without fee Provided further that nothing herein contained shall extend to charge or make liable any shareholder of the Corporation or

Execution against shareholders.

Shareholders not liable beyond the

his

---

*Anvil Creek Coal Mining Company's Incorporation.*

---

amount of their  
subscribed shares and  
on an amount equal  
to such shares.

his real or personal estate with or for any debt or demand whatever due or to become due from or by the Corporation or in any wise 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.

Shareholders to be  
reimbursed amount  
paid beyond calls  
due.

15. 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.

Custody and use of  
corporate seal.

16. 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 Corporation and under such seal to authorize and empower any person without such seal to execute any deed and do all or any other such matter and things as may be required to be executed and done on behalf of the Corporation but it shall not be necessary to use the corporate seal in respect of any of the ordinary business of the Corporation 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 Corporation 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 Corporation 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 Corporation shall have certified under his hand at the foot thereof that such consideration money has been duly paid.

Power to borrow on  
mortgage or debentures.

17. It shall and may be lawful for the directors in pursuance of a resolution to that effect to be passed at special general meetings of the shareholders to be called for the purpose from time to time to borrow upon mortgage of the property of the Corporation or upon debentures chargeable thereon issued under the hands of any two of the directors named in such resolutions any sum or sums of money not exceeding in the whole an amount equal to the paid-up capital of the Company Provided always that the shareholders present at such meeting either in person or by proxy specially given for the occasion shall hold shares representing not less than one-third of the paid-up capital of the Company.

Short title.

18. Whenever this Act is cited it shall be sufficiently described as the "Anvil Creek Coal Mining Company's Incorporation Act of 1874."