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Memorandum of Association
with
Articles of Association annexed
of the
Phoenix Coal and Lumber Company
Limited.



Memorandum of Association
of the
Phoenix Coal and Lumber Company Limited
with Articles of Association annexed.

1st The name of the Company is the Phoenix Coal and Lumber Company Limited

2nd The registered Office of the Company is to be in Victoria
Tancouver Island.

3rd The objects for which the Company is established are
For the acquiring of lands in fee simple
Leasehold Interest therein.

For the purpose of Coal Mining for the bore
for oil or otherwise for the business of the Company
and the selling and Leasing of such Lands and
any portions thereof. The purchasing of Timber
The building of Saw Mills for the purpose of
carrying on the lumber business. The chartering
or purchasing of vessels and the doing of all
such other things as are incidental or con-
clusive to the attainment of the above objects.

4th The liability of the shareholders is
limited

5th The Capital of the Company is \$200,000
(Two hundred thousand dollars) divided into 8000
shares of \$25.00. (Twenty five dollars) each.

We the said persons whose names are sub-

subscribed hereto. are desirous of being formed into a
 Company in pursuance of this Memorandum of
 Association We respectively agree to take the number of
 shares in the Capital of the Company set opposite
 our respective names.

Names	Addresses	Witnesses	No of shares
Charles Davis	Wharf Street	David Mearns	395.
Robert Gustav	Yates Street	David Mearns	375
Almont Rogers	Pandora Street	Thos Stratton	125.
Edwin Francis	" "	Thos Stratton	62
Allen Francis	" "	Thos Stratton	188
J. A. Edgar	Wharf Street	Thos Flewin	62
Edgar Mearns	Fort Street	David Mearns	3
Wm. Miller	Wharf St.	C. Radovich	25

Articles of Association of the Phoenix Coal
Mining Company Limited

It is agreed as follows.

1. That the Articles in Table B. of the Joint
Stock Companies Act 1856 referred to in the
Vancouver Island Joint Stock Companies Act
1860 shall be deemed to apply so far as the
same are not inconsistent with what is
herein contained

2. A person shall be deemed to have
accepted a share in the Company when he
shall have testified his acceptance thereof
by signing the Articles of Association or a
printed or written copy thereof

3. The several persons hereinafter named
subscribers to the memorandum of Association
shall be the first directors in the Company
until the first annual meeting of the Company
to be held on the ^{Thirteenth} day of January 1866.

That is to say

Allen Francis
Jules. David
Edgar Marvin
A. W. Guild
H. Gaster
E. H. Francis
D. A. Edgar

4.

The following persons: Allen Francis United States Consul for Vancouver Island A. H. Guild of Wharf Street Victoria & Merchant Julius David a partner of the said A. H. Guild Edgar Marvini of Fort Street Victoria aforesaid Merchant D. A. Edgar of the same place merchant. Herbert Gaston of Clallum Bay Washington Territory E. H. Francis of Victoria: Vancouver Island, Allen B. Francis of Victoria aforesaid and Lewis Lewis of Victoria aforesaid holding by occupancy and improvements according to the laws of the United States of America nine quarter Sections of public lands situated on the straits of Fuca and extending along Clallum Bay in Washington Territory towards Pillar Point to a point distant from said Clallum Bay five miles according to a survey made by A. G. Henry Surveyor General of the United States for Washington Territory the Map of the said survey being deposited at the Land Office at Olympia having offered to grant a Lease of the said lands situated at Clallum Bay Washington Territory free from main branches to the Company or to such persons as they may appoint as trustees in their behalf for

a period of Ninety nine (99) years
at a nominal rental and to
transfer to the Company all interest
of them the said promoters as such
promoters as aforesaid in the im-
provements at Platum Bay in
consideration of the sum of \$132040
to be paid to them by the said Com-
pany or their trustees \$100.000 for
the lease and \$32040 for the improve-
ments and the said promoters have
also offered and agreed (such offer
and agreement being conditional
on the said Company accepting &
purchasing the said lease and
improvements on the terms aforesaid)

to pay out the said sum of \$132040
as aforesaid in the purchase
of 6352 Shares of the Capital Stock
of the said Company in manner
following that is to say

1000 shares paid up to \$25 =	\$25000.
<u>5352</u> " " " " \$20 =	<u>107040</u>
6352	\$132040

Such 6352 shares as above including
the shares already subscribed for by
said promoters and set opposite
their respective names in the
memorandum of association

Provided said grant is confirmed
by the Company at their first general
Meeting and said shares are dis-
tributed as follows.

Allen Francis	-	1188
E Marwin	-	1563
J A Edgar	-	62
W H Guild	-	125
W Francis	-	62
H C Guston	-	875
A B Francis	-	125
Lewis Lewis	-	62
Jules David	-	2790

5. The Company may with the sanction
of the Company previously given in general
meeting increase its Capital to \$400000
or 16000 shares of \$25.00 each

7. 6. As to Article 4 of Table B.
the words "five pounds per cent" shall

not apply and one per cent per month shall be substituted as the rate of interest chargeable on calls not paid at maturity

7. The words "one month" as mentioned in Article 43. of Table B shall not apply to non resident shareholders and in case of prolonged absence of any shareholder from Vancouver Island and its Dependencies a longer term may be granted at the option of the Directors during which a vote by proxy may be valid and the Directors may settle the duration of such term. All contracts passed or written and all promissory notes drafts and acceptances of bills of exchange shall be made signed or accepted respectively only by the authorized officers of the Company

8. As to article 8. of table B the words "one shilling" shall not apply and "one Dollar" shall be substituted as the amount of fee payable for a certificate of a share or shares and the amount paid up thereon

9. As to article 9 of Table B the words "one shilling" shall not apply

and "one dollar" shall be substituted as
the amount of fee payable for the renewal
of a certificate

10. No liability shall be at any time
contracted by the Directors exceeding in
the aggregate one half of the amount
then due to the Company for assessments
due and to become due on shares sold or
disposed of without the consent of a
majority of the shareholders such consent
to be given at an extraordinary general
meeting convened for that purpose or at
the annual general meeting in ^{March} ~~January~~
or ^{September} ~~July~~ And in no case shall the directors
contract a debt or debts which in the
aggregate shall exceed the amount due to
the Company for assessments due or
to become due on shares actually sold
or disposed of.

11. In addition of Articles 15. 16 & 17
the following is determined on The term
of 30 days shall be extended to those
shareholders who may be out of the Colony
of Vancouver Island and its dependencies
before the notice of delinquency is given

12.

The words seven days as mentioned in Article 28 of Table B shall not apply and five days shall be substituted as the length of notice to be given of meetings.

13.

For the words "three days" in Article 29 of Table B "one day" shall be substituted.

14.

In Article 28 of Table B for the first Monday in February substituted the ^{Second} ~~second~~ Tuesday in ^{March} ~~January~~ and the ^{Second} ~~second~~ Tuesday in ^{September} ~~July~~.

15.

In Article 41 of Table B the words "nor until he shall have been possessed of two shares three calendar months." shall be struck out.

16.

Article 30 of Table B shall not apply and every shareholder shall have one vote for every share up to fifty and an additional vote for every ten shares held by him beyond the first fifty shares.

17.

The Board of Directors shall lay before the Company at the Ordinary General Meeting in ^{March} ~~January~~ 1864 and in each year thereafter a statement of the income and expenditure for the

current year made up to a date not more than one month before such meeting.

18. Instead of the election of auditors as in articles 74 & 77 of Table B they shall be appointed one by the Directors and the other by the shareholders at the general meeting held on the ~~second~~ ^{second} ~~Monday~~ ^{Monday} in ~~January~~ ^{March} in each year.

19. If at a general meeting the number of votes shall be equal on any question the chairman shall be entitled to give a casting vote.

20. In addition to the disqualifications of directors in article 47 of Table B add if he is not or ceases to be a shareholder in the Company

Names	Addresses	Witnesses
Julius Davoz	Wharf Street	Knockhlooney
Arthur Gustave	Gate	Knockhlooney
Allen B. Francis	Canberra	The Stratton
Allen Francis	"	The Stratton
D. A. Edgar	Wharf St.	The Stratton
Edgar Murray	Fort St.	The Glen
W. H. Guice	Wharf St.	S. Parovick









is to be in Victoria

is established and
in fee simple

for the good
of the country





Mr. Spencer
East 1st Street
Boston

Deposited
1851