

Dated 13th Jan., *A.D.* 1914.

Letters Patent

Under the Ontario Companies Act
Incorporating

MASTER BREWERS
ASSOCIATION OF
CANADA.

Recorded this 27th
day of January 1914
as Number 135
in Liber 153

Lt. Irving
ascl

Deputy Provincial Registrar

PROVINCIAL SECRETARY'S OFFICE
TORONTO, ONTARIO.



Province of Ontario

By the Honourable

William John Hanna

Provincial Secretary

To all to whom these Presents shall Come
Greeting

Whereas *The Ontario Companies Act provides that with the exceptions therein mentioned the Lieutenant Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends:*

And Whereas *by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor:*

And Whereas *by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth:*

And Whereas *it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act.*

Now Therefore Know Ye *that I*

WILLIAM JOHN HANNA,

Provincial Secretary.

under the authority of the heretofore in part recited Act

Do by these Letters Patent hereby constitute
the Persons hereinafter named that is to say

OTTO PAUL RINDELHARDT, ERIC WOLLESEN,
CONSTANT WILD and ALFRED HALLAM WIN-
FINDALE, Master Brewers; JAMES LAUDER HUTCHER-
SON, Superintendent; and JAMES SAMUEL GREGG
CORNELL, Manager, all of the City of Toronto, in the County
of York, and Province of Ontario; and HANS GERSITZ, of
the City of London, in the County of Middlesex, and Province of
Ontario, Manager, and any others who have become subscribers to the
Memorandum of Agreement of the Corporation, and persons who become
members in the Corporation, a Corporation without share capital for
the following purposes and objects, that is to say:-

(a) To organize, advance, improve and protect the interests and pro-
fession of master brewers; (b) To encourage lecturing and reading of
papers on different educational subjects on brewing, malting, barley
and hop culture, architecture, refrigeration, steam and power produc-
tion, electricity or other motive power or means by members, scien-
tists, brewers, academicians, experts and others; (c) To encourage
at meetings discussion of technical and scientific problems of the
profession of master brewers and its members; and (d) To regulate the
administration of the affairs of the association in such a way that
local branches of master brewers may be formed in the various towns,
cities and communities throughout Canada;

THE CORPORATE NAME of the Corporation to be

MASTER BREWERS ASSOCIATION OF
CANADA;

THE HEAD OFFICE of the Corporation to be situate at the said City of
Toronto; and

THE PROVISIONAL DIRECTORS of the Corporation to be Otto Paul Rindel-
hardt, Eric Wollesen, Constant Wild, Alfred Hallam Winfindale, James
Lauder Hutcheson, James Samuel Gregg Cornell and Hans Gersitz, here-
inbefore mentioned.

AND I DECLARE (1) The subscribers shall be the first members, and it shall rest with the directors to determine the terms and conditions on which subsequent members shall from time to time be admitted; (2) Any member may transfer his interest in the Corporation by instrument in writing, signed both by the transferor and transferee and duly registered with the Corporation; (3) The first general meeting shall be held at such time, not being more than two months after the incorporation of the Corporation, and at such place as the directors may determine; (4) Subsequent general meetings shall be held at such time and place as may be prescribed by the Corporation in general meeting; and if no other time or place is prescribed, a general meeting shall be held on the fourth Wednesday in January in every year, at such place as may be determined by the directors; (5) The directors may, whenever they think fit, and they shall upon a requisition made in writing by any five or more members, convene a general meeting; (6) Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the office of the Corporation; (7) Upon the receipt of such requisition the directors shall forthwith proceed to convene a general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists or any other five members may themselves convene a meeting; (8) Ten days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business shall be given

to the members in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Corporation in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting; (9) If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week, at the same time and place; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die; (10) The chairman (if any) of the directors shall preside as chairman at every general meeting of the Corporation. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some one of their number to be chairman at such meeting; (11) The chairman may, with the consent of the meeting adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place; (12) At any general meeting, unless a poll is demanded a declaration by the chairman that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Corporation, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution; (13) If a poll is demanded, the same shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Corporation in general meeting; (14) With the consent in writing of all members a general meeting may be convened on shorter notice than seven days, and in any manner which such members think fit; (15) The quorum of a general meeting shall be one-fourth of all the members present in person; (16) Until otherwise determined by special resolution, every member shall have one vote; (17) Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if such appointor is a corporation, under its common seal, and shall be attested by one or more witness or witnesses; no person shall be appointed a proxy who is not a member of the Corporation; (18) A reso-

lution signed by all the directors shall be as valid and effectual as if it had been passed at a general meeting of the directors duly called and constituted; (19) The future remuneration of the directors, and their remuneration for services performed previously to the first general meeting, shall be determined by the Corporation in general meeting; (20) The affairs of the Corporation shall be managed by the directors, who may pay all expenses incurred in incorporating the Corporation, and may exercise all such powers of the Corporation as are not by the foregoing Act, or by these articles, required to be exercised by the Corporation in general meeting, subject, nevertheless, to any regulations of this memorandum, to the provisions of the foregoing Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Corporation in general meeting; but no regulation made by the Corporation in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made. The continuing directors may act notwithstanding any vacancy in their body; (21) The office of director shall be vacated: (a) If he holds any other office or place of profit under the Corporation; (b) If he is concerned in or participates in the profits of any contract with the Corporation; But the above rules shall be subject to the following exceptions: that no director shall vacate his office by reason of his being a shareholder of any corporation which has entered into contracts with or done any work for the Corporation of which he is a director; nevertheless, he shall not vote in respect of such contract of work, and if he does so vote his vote shall not be counted, and in addition thereto, a director shall vacate his office if and when he is requested by the Corporation in general meeting to resign; (22) A retiring director shall be re-eligible. The Corporation at the general meeting at which any directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons; (23) If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place; and if at such adjourned meeting the places of the vacating directors are not filled up, the vacating directors,

or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled up; (24) The Corporation may, from time to time, in general meeting, increase, or reduce the number of directors, and may also determine in what rotation any such increased or reduced number is to go out of office; (25) Any casual vacancy occurring in the board of directors may be filled up by the directors, but any person so chosen shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred; (26) The Corporation in general meeting may, by a special resolution, remove any director before the expiration of his period of office, and may, by an ordinary resolution, appoint another person in his stead; the person so appointed shall hold office during such time only as the director in whose place he was appointed would have held the same if he had not been removed; (27) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may at any time summon a meeting of the directors; (28) The directors may elect a chairman of their meetings, and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the same, the directors present shall choose some one of their number to be chairman of such meeting; (29) The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on them by the directors; (30) A committee may elect a chairman of their meetings. If no such chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be chairman of such meeting; (31) A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote; (32)

All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director, but it shall not be necessary to give notice of a meeting of the directors to a director who is not within the Province. _____

AND I FURTHER DECLARE that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects. _____

Given under my hand and Seal of office at the City of Toronto in the said Province of Ontario this — thirteenth — day of — January, — in the year of Our Lord one thousand nine hundred and fourteen. _____

W. J. Hanna
Provincial Secretary.

