

302-1  
Nichols Chemical Company (Limited), The

FILE DOSSIER NO

302-1

VOL. NO.

DEPARTMENT OF THE SECRETARY OF STATE  
SECRETARIAT D'ÉTAT

CHARTER -

NICHOLS CHEMICAL COMPANY (LIMITED) THE

[RG-95 Vol. 2479]

VOL. NO.

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LETTERS FOR CR... SURRENDERED

302-1

FILE NO DOSSIER

NICHOLS CHEMICAL COMPANY (LIMITED) THE



CERTIFICATE OF ACCEPTANCE OF  
SURRENDER OF CHARTER

I HEREBY CERTIFY that, application having been made to surrender the charter of THE NICHOLS CHEMICAL COMPANY (LIMITED), incorporated by letters patent dated the twentieth (20th) day of April, one thousand eight hundred and ninety-seven (1897), under the name of THE NICHOLS CHEMICAL COMPANY OF CANADA (LIMITED), which name was subsequently changed to THE NICHOLS CHEMICAL COMPANY (LIMITED) by supplementary letters patent dated the nineteenth (19th) day of March, one thousand nine hundred and eight (1908), and it having been established that the said company has no debts or liabilities, and all the other provisions of section 29 of the Canada Corporations Act having been complied with, the Registrar General of Canada, by virtue of the power in him vested by section 29 of the said Act, has accepted the surrender of the said charter and has fixed the twenty-first (21st) day of October, one thousand nine hundred and sixty-six (1966), as the date upon and from which the said THE NICHOLS CHEMICAL COMPANY (LIMITED) shall be dissolved.

GIVEN under the seal of office of the Registrar General of Canada at Ottawa this 25th day of October, 1966.

LOUIS LESAGE

for the Registrar General of Canada

(SEAL)  
AT/gt

RECORDED 2nd November, 1966.  
Film 195 Document 139

REGISTRATION DIVISION

SEARCHING SECTION

ANNUAL RETURNS SECTION

R Laflamme

For Deputy Registrar General of Canada.

Recorded 19/5/45  
Lib 417  
L.M.C.

Copied by AO' May 16, 1945  
Compared KALAL  
Date May 17/45.

C A N A D A

May 18, 1945  
M.M.  
K.A. & M.M.

By the Honourable PAUL JOSEPH JAMES MARTIN,  
Secretary of State of Canada.

To all to whom these Presents shall come,  
or whom the same may in anywise concern,

GREETING:

WHEREAS The Nichols Chemical Company (Limited) is a company duly incorporated under the provisions of the Revised Statutes of Canada, Chapter 119, known as "The Companies Act", by letters patent dated the twentieth day of April, one thousand eight hundred and ninety-seven, under the name The Nichols Chemical Company of Canada (Limited), with a capital stock of twenty-five thousand dollars (\$25,000.00) divided into twenty-five thousand (25,000) shares of the par value of one dollar (\$1.00) each;

AND WHEREAS by supplementary letters patent dated the nineteenth day of March, one thousand nine hundred and eight:

1. the capital stock of the said company was increased from the sum of twenty-five thousand dollars (\$25,000.00) to the sum of two hundred and fifty thousand dollars (\$250,000.00), such increase in the capital stock consisting of two thousand, two hundred and fifty (2,250) additional shares of the par value of one hundred dollars (\$100.00) each;

2. the provisions of the letters patent incorporating the said company, dated the said twentieth day of April, one

417  
317

thousand eight hundred and ninety-seven, were amended by extending the purposes and objects of the said company;

3. the corporate name of the said company was changed from that of The Nichols Chemical Company of Canada (Limited) to that of The Nichols Chemical Company (Limited);

AND WHEREAS by supplementary letters patent dated the twenty-second day of June, one thousand nine hundred and seventeen, the provisions of the letters patent incorporating the said company, dated the said twentieth day of April, one thousand eight hundred and ninety-seven, as amended by supplementary letters patent granted thereto, <sup>said</sup> dated the nineteenth day of March, one thousand nine hundred and eight, were amended by deleting and expunging certain words therefrom and further extending the purposes and objects of the said company;

AND WHEREAS the said company has applied by petition to me the Secretary of State of Canada for the issue of supplementary letters patent under the provisions of Part I of the Companies Act, 1934, confirming by-law No. 2 of the said company passed on the third day of May, one thousand nine hundred and forty-five, and duly sanctioned by the unanimous vote cast at a special general meeting of the shareholders of the company duly called for considering the same, and held on the seventh day of May, one thousand nine hundred and forty-five, amending and varying the provisions of the letters patent incorporating the said company, dated the said twentieth day of April, one thousand eight hundred and ninety-seven, as amended by supplementary letters patent granted to the said company, dated respectively the said nineteenth day of March, one thousand nine hundred and eight, and the said twenty-second day of June, one

thousand nine hundred and seventeen, as hereinafter set forth;

AND WHEREAS the said company has satisfactorily established the sufficiency of all proceedings by the said Act required to be taken, and the truth of all facts by the said Act required to be established previous to the granting of such supplementary letters patent.

NOW KNOW YE THAT I, PAUL JOSEPH JAMES MARTIN, Secretary of State of Canada, by virtue of the power vested in ME by the said Act, and of any other power or authority whatever in ME vested in this behalf, do by these my supplementary letters patent confirm the said by-law No. 2 of the said company passed on the said third day of May, one thousand nine hundred and forty-five, and duly sanctioned as aforesaid, and do amend and vary the provisions of the letters patent incorporating the said company, dated the said twentieth day of April, one thousand eight hundred and ninety-seven, as amended by supplementary letters patent granted to the said company, dated respectively the said nineteenth day of March, one thousand nine hundred and eight, and the said twenty-second day of June, one thousand nine hundred and seventeen, by adding thereto the following:-

"AND IT IS HEREBY ORDAINED AND DECLARED that the company shall be deemed to be a private company under the provisions of the Companies Act, with the following restrictions:-

1. No transfer of shares shall be effective unless and until approved by resolution of the Board of Directors;

2. The number of shareholders of the company shall be limited to fifty (50), not including persons who are in the employment of the company and persons, who, having been formerly in the employment of the company, were, while in that employment and have continued after the determination of that employment to be shareholders of the company, two or more persons holding one or more shares jointly being counted as a single shareholder;

3. Any invitation to the public to subscribe for any shares or debentures of the company shall be prohibited."

and thereby convert the said company from a public company into a private company.

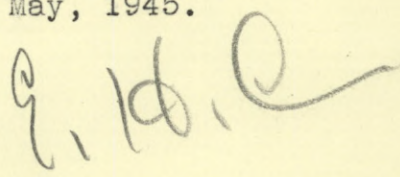
My draft.

*W.P.W.*

U.S.S.

*Cont.*

GIVEN under my hand and seal of office at Ottawa, this fifteenth day of May, 1945.



Under Secretary of State.



Engraved 22 June 1917  
D



CANADA.

Albert Savigny, acting

By the Honourable ~~LOUIS CODERRE~~ Secretary of State of Canada.

To all to whom these Presents shall come, or whom the same may in anywise concern,

Greeting: - ~~Afternoon~~

Whereas, the Directors of The Nichols Chemical Company, Limited

a Company duly incorporated under the provisions of the first part of Chapter 79 of The Revised Statutes of Canada, 1906, known as "The Companies' Act," have applied by Petition to me the Secretary of State of Canada for the issue of Supplementary Letters Patent under the provisions of the said first part of the said Act, confirming a ~~By-law~~ *Resolution* of the said Company passed on the twelfth day June in the year of Our Lord One Thousand Nine Hundred and Seventeen and duly approved by the Votes of Shareholders representing at least two-thirds in value of all the subscribed Stock of the Company, at a Special General Meeting of the Company duly called for considering the same, and held at the City of Montreal on the twelfth -

day of June A.D. 1917 amending ~~increasing the Capital Stock of the said Company to the sum of~~ the Letters Patent incorporating the said Company on the 20<sup>th</sup> day of April 1897 by striking out the words of the said original Letters Patent "and to mine thereof" and to mine thereof \* ~~dollars each~~ and have satisfactorily established the sufficiency of all proceedings by the said Act required to be taken, and the truth of all facts by the said Act required to be established previous to the granting of such Supplementary Letters Patent.

Now Know Ye that I, ~~LOUIS CODERRE~~ Albert Savigny, acting Secretary of State of Canada, by virtue of the power vested in ME by the said Act, and of any other power or authority whatever in

242-220

Acting  
Sup. Charter  
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\* to the extent necessary or expedient for the purposes of the chemical business above mentioned, and extending the powers of the Company so as to include the purposes and objects hereinafter set forth.

(a) To carry on the business of a mining, smelting, milling, reduction and development company, prospect for, acquire by any legal title, develop, work and manage mines, quarries, mineral, phosphate and other deposits and properties, and any rights therein, whether belonging to the company or not;

(b) To take, acquire and hold as the consideration for any real or personal, movable or immovable property, or any interest therein, sold or otherwise disposed of, or for goods supplied or work done by contract or otherwise, shares, debentures, bonds, or other securities of or in any other company having objects similar in whole or part to those of this company, and sell or otherwise dispose of same;

(c) To clear, manage, farm, cultivate, irrigate, plan, build on, and otherwise work, use or improve any lands, which, or any interest in which may belong to the company, and to deal with any farm or other products thereof and to lay out into town-sites, said lands or any part thereof;

(d) To construct, equip, maintain, alter, make, work and operate on the property of the company, or on property controlled by the company, tramways, telegraph and telephone lines, reservoirs, dams, flumes, race and other ways, aqueducts, wells, rights, piers, wharves, buildings, shops, stamping mills and other works and machinery, plant and electrical and other appliances of every description, and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels, effects required by the company or its workmen or agents;

(e) To acquire or undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of any property suitable for the purposes of the  
company;

(f) To enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company; and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same;

(g) To enter into any arrangement with any authorities, municipal, local or otherwise that may seem conducive to the company's objects, or any of them, and to obtain from any such authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(h) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences ~~and~~ calculated to benefit employees or ex-employees of the company, or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful objects;

(i) To promote any company or companies for the purpose of acquiring or taking over all or any of the property and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company;

(j) To lend money to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons;

(k) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the company, if authorized so to do by a vote of a majority in number of the shareholders present or represented by proxy at a general meeting duly called for considering the matter and holding not less than two-thirds of the issued capital stock of the company;

(l) To do all or any of the above things, and all things unto which the company is authorized as principals, agents, contractors, ~~trustees~~ or otherwise, and either alone or in conjunction with others.

COPY BY.....	<i>J. P. [Signature]</i>
COMPARED.....	
DATE.....	<i>JUN 25 1947</i>

Resolution

ME vested in this behalf, do by these my Supplementary Letters Patent confirm the said ~~By-Laws~~ of the said

*the Nichols Chemical Company Limited* passed on the said *twelfth*

day of *June* in the year of Our Lord One Thousand Nine Hundred and

*Seventeen* and duly approved as aforesaid, increasing the Capital Stock of the said Company to the sum of

by striking out the words of the said original Letters Patent "and to nine

dollars, being an addition of therefor to the extent

Necessary or expedient for *0* dollars to the present

Capital Stock of the said Company; said increase in the

Capital Stock divided into

shares of

dollars each.

The purposes of the chemical business above mentioned;

and extending

Given under my hand and seal of office at Ottawa, this

*twenty second* day of *June* 191*7*

the powers of

the Company to so as to

include the following purposes and objects, viz:-

Secretary of State of Canada.

My draft.

M. 21. 6. 17  
U.S.S.

Engrossed 19th March 1908

CANADA.



By the Honourable RICHARD WILLIAM SCOTT,  
Secretary of State of Canada,

To all to whom these Presents shall come, or whom the  
same may in anywise concern,

Greeting:—

Whereas, the directors of "The Nichols Chemical Company of Canada" (Limited) a company duly incorporated under the provisions of "The Companies Act" have applied by Petition to me the Secretary of State of Canada for the issue of Supplementary Letters Patent under the Provisions of the 1st part of Chapter 79 of The Revised Statutes of Canada, 1906, and known as "The Companies Act" for the following purposes, viz:—

- (a) To increase the capital stock of the Company.
- (b) To extend the undertaking of the Company.
- (c) To change its corporate name.

and have satisfactorily established the sufficiency of all proceedings by the said Act required to be taken, and the truth of all facts by the said Act required to be established previous to the granting of such Supplementary Letters Patent.

NOW KNOW YE THAT I, Richard William Scott, Secretary of State of Canada, by virtue of the power vested in ME by the said Act, and of any other power of authority whatever in ME vested in this behalf, do by these my Supplementary Letters Patent, (1) confirm a By-law of the said Company passed on the fourth day of February, in the year of Our Lord One Thousand Nine Hundred and Eight, and duly approved by the votes of the shareholders representing at least two-thirds in value of all the subscribed stock of the Company at a special general meeting of the Company duly called for considering the same, and held at the Village of Capelton in the Province of Quebec, on the 26th day of February, increasing the capital stock of the said Company from the sum of twenty-five thousand dollars to the sum of two hundred and ~~twenty-five~~ <sup>forty</sup> thousand dollars, such increase to consist of two thousand shares of one hundred dollars.

Lab. 173 Gal. 256

(2) And do by these my Supplementary Letters Patent extend, pursuant to the terms of the said By-law, the undertaking of the Company so as to embrace and include the following additional powers:-

- (a) To apply for, purchase, lease or otherwise acquire, and to own, operate, introduce and sell, assign or otherwise dispose of and grant licenses in respect of or otherwise turn to account any and all trade marks, trade names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under Letters Patent of the Dominion of Canada or elsewhere, or otherwise, and with a view to the working and development of the same to carry on any business ~~whether manufacturing or otherwise, which the corporation may think calculated to effectuate these objects;~~ *Germany to the extent for which the Co was incorporated*
- (b) To acquire water powers by purchase, lease or otherwise, and to develop the same, and to develop, transmit and supply steam, electric, hydraulic and pneumatic power for the purposes of the Company, ~~and to sell and distribute any surplus thereof;~~
- (c) To pay for any property purchased by the Company, or for the cost of construction of any of the plant or works of the Company, or for services rendered or to be rendered, by the issue of paid-up stock of the Company, or bonds of the Company, or partly in stock and partly in bonds;
- (d) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects herein enumerated, or which shall at any time appear for the benefit of the corporation;
- (e) To use any of its funds in the purchase of stock in any other corporation.

(3) And do also by these my Supplementary Letters Patent change the corporate name of the said Company from that of "The Nichols Chemical Company of Canada" (Limited) to that of "The Nichols Chemical Company" (Limited).

Given under my hand and seal of office at Ottawa this...*19th*...day of...*March*...1908.

Secretary of State of Canada.

*my draft*

*app. by S.S.  
J. P. P. P.*



Dated 20th April 1897.  
Exp<sup>d</sup> 29th April 1897.



Received  
26 April 97

CANADA.

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

To all to whom these presents shall come, or whom the same may in any wise concern,  
GREETING:

WHEREAS, in and by the Revised Statutes of Canada, Chapter 119, and known as "The Companies Act," it is amongst other things, in effect enacted, that the Governor in Council may, by Letters Patent, under the Great Seal, grant a Charter to any number of persons, not less than five, who petition therefor, constituting such persons, and others who thereafter become shareholders in the Company thereby created, a Body Corporate and Politic for any of the purposes or objects to which the Legislative Authority of the Parliament of Canada extends, except the construction and working of Railways or the business of Banking and the issue of paper money or the business of Insurance, upon the Applicants therefor establishing to the satisfaction of the Secretary of State, or of such other officer as may be charged by the Governor in Council to report thereon, due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

AND WHEREAS

*Chemical Manufacturers*  
William Henry Nichols, William Henry Nichols the younger, Mining Engineer and John ~~Honey~~ <sup>Echeb</sup> Bags, Chemical Manufacturers, all of the City of New York in the State of New York, are of the United States of America, and Sidney Lee Spafford, ~~the~~ <sup>Mining</sup> Superintendent, Arthur William Elkins, Chemist, Norman Bruce Pritchard, accountant & Sidney Lorenzo Clough, Merchant, all of the Township of Acot in the District of Saint Francis in the Province of Quebec in Our Dominion of Canada

have petitioned for a charter under the said Act, constituting them and such others as may become shareholders in the Company thereby created, a Body Corporate and Politic, under the name of

"The Nichols Chemical Company of Canada" (limited)

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vol. 24.

J. W. Jones

for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth of all facts required to be established previous to granting of such Letters Patent.

NOW KNOW YE, that, by and with the advice of Our Privy Council for Canada, and under the authority of the hereinbefore in part recited Act, and of any other power and authority whatsoever in Us vested in this behalf, We Do, by these Our Letters Patent, constitute the said

*William Henry Nichols, William Henry  
Nichols the younger, John Herbert Bagg,  
Sidney Lee Spafford, Arthur William  
Elkins, Norman Bruce Prichard,  
Sidney Lorenzo Clough*

and all others who may become Shareholders in the said Company, a Body Corporate and Politic, by the name of

*"The Nichols Chemical Company  
of Canada" (limited)*

with all the rights and powers given by the said Act and for the purposes of

*(as set out in Order in Council).*



FILE

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m b R	pa	as	11/8/65
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b R	pa	as	21/3/66
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FILE/DOSSIER : 302-1 NICHOLS CHEMICAL COMPANY (LIMITED), THE
REFERENCE NUMBER / NUMÉRO DE RÉFÉRENCE: <b><i>RG95-1, Volume: 2479</i></b>
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