



No. 51.

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4th Session, 1st Parliament, 34 Victoria, 1871.

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BILL.

An Act to Incorporate the Kingston and  
Pembroke Railway Company.

(PRIVATE BILL.)

MR. KIRKPATRICK.

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OTTAWA :

Printed by I. B. Taylor, 29, 31 and 33, Rideau Street.

1871.

An Act to incorporate the Kingston and Pembroke Railway Company.

**W**HEREAS, the construction of a Railway from the City of Kingston, to the Town of Pembroke, with power to extend by ferry communication, or otherwise, into the Province of Quebec, and to amalgamate with Railway Lines therein, would be of general benefit to the Provinces of Ontario and Quebec: and it is expedient to incorporate a Company to construct such Railway; Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Honorable Alexander Campbell, Richard J. Cartwright, Esquire, George A. Kirkpatrick, Esquire, Charles F. Gildersleeve, Esquire, Peter White, junior, Diland D. Calvin, James O'Rielly, Q. C., John Carruthers, James Grant MacDonald, George M. Kinghorn, Chester Godfrey, James Queally, J. S. J. Watson, Robert White, David Bell, Thomas Deacon, Thomas Murray, Thomas Muir Carswell, William Moffatt, John Breden, John Fraser, William Ford, junior, Archibald Livingston, Thomas Dawson, James Leahy, Schuyler Shibley, Samuel Donaldson, William Boyle, Elijah Joyner, Peter W. Day, and Elisha Playfair, together with all such persons and corporations as shall become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic by and under the name of "The Kingston and Pembroke Railway Company."

2. The Company may lay out, construct, finish and equip an iron or steel railway, of such width or gauge as the Company see fit, not exceeding four feet eight and one-half inches nor less than two feet six inches, from within the limits of the City of Kingston to and into the Town of Pembroke, with power by ferry communication or otherwise, to extend into the Province of Quebec, and to amalgamate with any railway line therein, and to lay out, construct and maintain branch railways to any point within twenty-five miles of the main line, and to acquire lands and water-lot property in the City of Kingston, not to exceed in all twenty-five acres, and in the Town of Pembroke, not to exceed in all ten acres, and in every township through which the railway or any branch thereof is carried; not more than five acres (over and above the land required for the roadway), for the erection and maintenance thereon of necessary stations, depots, curves, sidings, wharves or piers; and to enable the Company to acquire the same, all the provisions of "the Railway Act of 1868," shall be as fully applicable as if the acquisition of such areas of land were distinctly authorized by the said Railway Act.

3. The Company shall have power to construct, purchase, charter and navigate steam vessels, and other water craft, on any lake, river, or stream near to or touched by the railway or any of

its branches, for the purpose of traffic in connection with the railway or any of its branches.

Agreement to  
lease.

4. The Company may enter into an agreement with any other railway company incorporated or to be incorporated, either of the Province of Quebec, or of Ontario, or of the Dominion, for leasing the said railway, or any part or branch thereof, or the use thereof at any time or times, and for any period, or for leasing or hiring from such other company any railway, or any part or branch thereof, or the use thereof at any time or times, and for any period, or for leasing or hiring, as lessors or lessees, any locomotives, tenders, cars, or other rolling stock or moveable property, under such sanction as hereinafter mentioned, and generally to make any agreement or agreements with any such other company, touching the use by one or other, or by both companies of the railroad, or rolling stock, or moveable property of either or both, or any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor, and such leases, agreements and arrangements shall be valid and binding, and shall be enforced by all courts of law or equity, according to the tenor and effect thereof, provided the said leases, agreements and arrangements have been first respectively sanctioned by the majority of votes at special general meetings of the shareholders called for the purpose of considering the same respectively, on due notice given as hereinafter provided.

Power to  
receive  
bonuses.

5. The said Company may receive bonuses or gifts of money, or securities for money, from any persons or bodies corporate or politic, who may have power to grant the same, in aid of the construction, equipment and maintenance of the said railway and its branches, and which shall be applied accordingly.

May acquire  
land to keep  
off snow.

6. Notwithstanding anything contained in section nine of the said "Railway Act of 1868," the said Company may, with the permission of the Railway Committee of the Privy Council, and under the powers and provisions in the said Act, acquire and hold such width of land on the sides of the railway and its branches at any point of the line, as may be needed for the erection of snow-drift fences or barriers, at a sufficient distance from the track to prevent the obstruction of the line by drifting snow.

Gravel pits.

7. The Company may, with the consent of the owners, acquire and hold land from which to obtain supplies of gravel, stone and filling required by them for their works, and may sell and convey the same, or any part thereof, when no longer required.

Sale of land.

8. The Company shall have power to sell, mortgage, or lease any Lands belonging to it not necessary for the purposes of the said Railway, or received by it as a gift in aid.

Capital stock.

9. The Capital Stock of the said Company shall be one million two hundred and fifty thousand dollars, to be divided into twenty-five thousand shares, of fifty dollars each, which amount shall be raised by the persons hereinbefore named, and such other persons and Corporations as may become shareholders in the Company, and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans, and estimates connected with the Railway and its branches, and all the rest and residue of the said money shall be applied towards

making, completing, equipping and maintaining the said Railway, with its branches, and other purposes of this Act.

10. The persons named in the first clause of this Act are hereby constituted the Board of Provisional Directors of the said Company, nine of whom shall be quorum, and the said Provisional Board of Directors shall hold office as such, until the first election of Directors under this Act, and shall have power to open Stock Books, and procure subscriptions of Stock for the undertaking, and to receive payment on account of Stock subscribed, and make calls upon subscribers in respect of their stock, and to sue for and recover the same, and cause surveys and plans to be made and executed, and acquire any plans and surveys now existing, and deposit in any chartered Bank of Canada, all moneys received by them on account of Stock subscribed, and withdraw the same for the purposes of the undertaking, and to receive for the Company any gift made to it in aid of the undertaking, and may enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the Railway, which agreement shall be binding upon the Company.
11. No subscription for Stock in the Capital of the Company shall be binding on the Company, unless ten per centum of the amount has been actually paid thereon, within fifteen days after subscription, to the Company, or to its credit in any chartered Bank of Canada, to be designated by the Directors.
12. No call in respect of the Stock shall exceed ten per centum from each shareholder on the amount of the stock subscribed or held by such shareholder.
13. When and so soon as shares to the amount of one hundred thousand dollars in the Capital Stock of the Company have been subscribed for, and twenty per centum thereon has been paid, the Provisional Board of Directors shall call a general meeting of the shareholders of the Company, at the City of Kingston, for the election of Directors of the Company, giving at least four weeks notice of the time, place, and purpose of meeting, and at said meeting the shareholders to whom shares have been allotted in the books of the books of the Company, and who have paid twenty per centum upon the Stock subscribed by them, shall elect nine persons qualified as hereinafter provided to be Directors of the Company, which persons shall, with the heads of the Municipal Corporations qualified as by law provided, and with the persons appointed by the Municipal Councils as Directors in respect of bonuses as hereinafter provided, constitute the Board of Directors of the Company, and shall hold office until the second Wednesday in February, in the year following their election.
14. On the said second Wednesday in February, and on the second Wednesday of February in each year thereafter, there shall be held at the principal office of the Company, at the City of Kingston, a general meeting of the shareholders of the Company, at which meeting the shareholders shall elect nine Directors for the ensuing year in the manner and qualified as hereinafter provided, and due notice of such general annual meeting and election shall be published for at least four weeks before the day of election. All the elections of Directors shall be by ballot, and the persons so elected, if qualified as hereinafter provided, shall, together with heads of the Municipal Corporations qualified as by-law provided,

Provisional  
Directors.

Conditions of  
subscription.

Calls.

First general  
meeting.

Annual general  
meetings.

and the persons appointed as Directors by the Municipal Councils in respect of bonuses, form the Board of Directors of the Company, but no person shall be so elected a Director as first mentioned, unless he shall be the absolute owner of at least twenty shares of the Stock of the Company, upon which all calls made by the Company have been paid up at the time of election. 5

Director appointed by Municipality.

15. Any Municipal Council of a Municipality which has given a bonus in aid of the said Railway or its branches, amounting to not less than fifty thousand dollars, shall be entitled during the construction of the Railway, but not afterwards, to appoint a person annually to be a Director of the Company, and such person shall be a Director of the Company in addition to all the other Directors authorized by this Act, or the general, or other Act; but such Municipality shall incur no liability by the appointment of such Director. 15

Aliens may subscribe.

16. Aliens as well as British subjects, whether resident in Canada or elsewhere, may become shareholders in the Company, and all such shareholders shall be entitled to vote on their shares, and be eligible to office as Directors of the Company, being duly qualified as herein provided. 20

Votes.

17. No shareholder shall be qualified to vote at any meeting in respect of any share on which at least twenty per centum shall not have been paid, together with all calls due at the time of the meeting.

Quorum.

18. At all meetings of the Board of Directors, seven of the Directors shall form a quorum for the transaction of business; and the Board may employ one or more of their number as paid Director or Directors. 25

President, etc.

19. The said Board of Directors shall elect and appoint a President and a Vice-President, or Vice-Presidents, and the necessary officers, and fill up vacancies from time to time, but said President and Vice-Presidents shall be elected annually, immediately after the election of Directors, except that in filling up a vacancy, the election may be made at any time. 30

Subscriptions of stock.

20. The said Board of Directors are hereby authorized to take all necessary steps for procuring subscriptions for stock, until the whole stock has been taken up, and to make, execute, and deliver scrip and share certificates therefor, as they shall deem expedient. 35

Promissory Notes.

21. The said Company shall have power to become parties to Promissory Notes and Bills of Exchange for sums not less than one hundred dollars, and every such promissory note and bill of Exchange drawn, accepted or endorsed by the President and a Vice President, and countersigned by the Secretary and Treasurer of the said Company, in pursuance of a resolution of the Board of Directors duly passed, shall be binding on the Company, whose said officers shall not be individually responsible for the same, unless the same shall have been done without the authority of the Board of Directors, in which case the Company or its shareholders shall not be in any way liable for or in respect of any such making, drawing, acceptance, or endorsement. 40 45 50

Preferential bonds.

22. Any bonds, debentures, or other securities to be issued by

the Company may, or any part thereof may, by a resolution of the shareholders entitled to vote at a special general meeting, to be called for the purpose—which special meeting may be held on the same day as the annual meeting—and without registration or  
 5 other formal conveyance, become the first or preferential claims and charges upon the undertaking, and the property of the Company, real and personal, and then existing, or at any time thereafter acquired, or any portion or part thereof indicated in the resolution; and in such case each holder of the said securities  
 10 shall be deemed a mortgagee and incumbrancer, with all the rights of such, but *pro rata* with all the other holders of such securities upon such part of the property of the said Company as may be indicated in the resolution, as aforesaid. Provided that such bonds, debentures, or securities shall not at any time exceed the  
 15 their actual paid-up capital stock of the Company, together with so much of any bonuses granted to the Company, as has been actually expended on the undertaking, and provided that such bonds, debentures or securities may have interest coupons, and also shall recite the resolution under which they were issued, with  
 20 the time and place of meeting when passed, and shall be sealed with the corporate seal of the Company, and signed by the President and a Vice-President, and the Secretary and Treasurer of the Company, and duly entered in the Company's books; and all such bonds and debentures, with their interest warrants or  
 25 coupons, shall be made payable to bearer, and assignable at law by delivery, and may be sued on and be enforced by the respective bearers or owners thereof for the time being in their own names.

**23.** Conveyances of land to the Company may be made in the Conveyances  
 30 form set out in Schedule A to this Act, and may be registered; of land.  
 and such conveyance shall be as effectual to vest the lands therein described as granted in the Company as any other form of conveyance which might be used; and the bar of dower therein  
 35 whether inchoate or accrued in the lands conveyed, as if drawn in any more extended or other form whatever.

**24.** Notwithstanding this Act may not comply with the provisions of the said Railway Act, Section 3, and notwithstanding  
 40 anything in the said Railway Act contained, every provision contained in this Act shall have full force and effect; but said Railway Act shall apply when not inconsistent with this Act. As to provisions of Railway Act.

**25.** All meetings of the shareholders shall be called by a notice  
 45 stating the purpose, time, and place of the meeting, published weekly or oftener, for at least four weeks previously to the day of meeting, in one or more newspapers published in the City of  
 50 *Kingston*, and in the County of *Renfrew*, besides in the *Canada Gazette*, which shall be conclusive evidence of the sufficiency of such notice, and a majority of the votes represented at the meeting either personally or by proxy, may transact and settle business at the meeting, and a special meeting may be held on the same day at the annual meeting, on due notice. Notice of meeting.

**26.** Notices of calls shall be published weekly in one or more  
 55 newspapers in the City of *Kingston*, and in the County of *Renfrew*, and in the *Canada Gazette*, which shall be conclusive evidence of the sufficiency of such notice. Notice of calls.

