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3rd Session, 6th Parliament, 23 Victoria

(PRIVATE BILL.)

BILL.

An Act to incorporate the "St. Lawrence
North Shore Navigation Company"

Received and read, 1st time, Wednesday
March, 1860.

Second reading, Monday, 26th March, 1860.

Mr. DESAULLES

QUEBEC:

PRINTED BY THOMPSON & CO., STE. URSULE

Act to Incorporate the "St. Lawrence North Shore Navigation Company."

Preamble.

WHEREAS Augustin St. Louis, senior, Théophile Chênevert, James S. Dizon, Pierre Dostaler, Isaïe Fauteux, Casimir Gélinas, Pierre George Silvestre, P. Cadieux for Paul Lafleur, Augustin St. Louis, jr., have, by their petition, declared that an Association was, on the twenty-fifth day of August, one thousand eight hundred and fifty-four, formed in the Parish of St. Barthélemi, under the name and title of the "St. Lawrence North Shore Navigation Company," of which Association they, with other persons, became subscribers and stockholders for the purpose of promoting the public interest, by securing to the inhabitants of Sorel, of the Chenal known by the name of the Chenal du Nord, of Berthier, as also of the different intermediate ports between Montreal and the ports above mentioned, or of any other ports on the St. Lawrence and its tributaries, which the said Company might think fit to frequent, the advantages of steam navigation, as also by enabling them to avail themselves of the advantages afforded to the people of this Province, interested in commerce and to traders between the ports above mentioned and any other place, by the construction of quays or wharves, now built, or hereafter to be built by them on the line of the steamboat or steamboats belonging to the said Company; that the capital of the Company is at present twenty-four thousand dollars, divided into one hundred and twenty shares of two hundred dollars each; and that they are desirous of increasing it to the amount of fifty-thousand dollars in shares of the same amount, for the purpose of acquiring new steamboats, as also constructing such quays or wharves as the said Company shall consider necessary, both for the better accommodation of the inhabitants of the ports frequented by the steamboats of the said Company, and for the purpose of associating with themselves other navigation companies; and whereas the said Company may be obliged to sue, or may be sued in the transaction of their affairs, and whereas the said Company tend to facilitate and promote the inland navigation of this Province, and the better to realize the objects of the said Company, require to be incorporated; therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Canada, decrees as follows:—

INCORPORATION OF THE COMPANY.

I. Augustin St. Louis, senior, Théophile Chênevert, James S. Dizon, Pierre A. Dostaler, Isaïe Fauteux, Casimir Gélinas, Pierre Silvestre, P. Cadieux for Paul Lafleur, Augustin St. Louis, junior, and all other persons who now are, or shall hereafter become subscribers or stockholders of the said Company, and all other persons, body politic or incorporate, who, in the capacity of executors, administrators, successors, or assignees, or under whatever name or title, shall hold shares in the capital of the company, or be interested therein, and their heirs, executors, successors, administrators and assigns shall be, and are hereby constituted a body politic and corporate, for the purposes mentioned in

Certain persons incorporated.

Corporate
name and ge-
neral powers.

the preamble to the present Act, under the name and title of the " St. Lawrence North Shore Navigation Company," and under that name shall have perpetual succession and a common seal, and may sue and be sued in all Courts of Law in this Province. The said Company may make, establish, and enforce, alter and repeal all rules, statutes, ordi-
nances and bye-laws not being contrary to the laws of this Province, nor
to the provisions of this Act, as they may judge to be useful and neces-
sary for the administration of the affairs of the stockholders of the said
Company. All the property, moveable and immoveable, rights and
shares belonging to the said St. Lawrence North Shore Navigation Com-
pany, are, in virtue of this Act, transferred to the said Corporation, who,
reckoning from the day of passing this present Act, shall be proprietors
thereof, as likewise of all the moveable property which they may here-
after acquire ; and all debts and obligations of the said St. Lawrence
North Shore Navigation Company shall be discharged and fulfilled by
the said corporation.

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Responsibili-
ty of Stock-
holders.

II. The Stockholders of the said Company shall not be as such Stock-
holders, held responsible for any claims, engagements, losses or pay-
ments, or for any damages, transactions, things or matters relating
to, or concerning the said Company, nor for any obligations, acts
or defaults of the said Company, exceeding the amount of their respec-
tive shares, or what shall remain unpaid on the same.

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Capital of
Company.

III. The Capital of the Company now fixed at twenty-four thou-
sand dollars, divided into a hundred and twenty shares of two hundred
dollars each, may, at any general meeting of the Company, be
increased to the amount of fifty thousand dollars, in shares of
the same amount, for the purpose of building, acquiring, or associating
in their service other steamboats, or of purchasing any lands for the
purpose of constructing thereon wharves or landing places.

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Their powers.

IV. The said Corporation may, under the name of the St. Lawrence
North Shore Navigation Company, have power and authority to build,
construct, acquire, and associate with themselves, by Act of Amalgama-
tion, one or several steamboats or other vessels, to maintain and work
the said steamboats and others for the purpose of carrying and trans-
porting, on such conditions as the said Company may find expedient for
their pecuniary profit or otherwise, merchandise, or freight, or passen-
gers, to all ports which the boats of the said Company shall frequent ;
to tow and make voyages with the said boats elsewhere than in the
places hereinbefore mentioned in the River St. Lawrence and its tribu-
taries, when and as often as they may consider it profitable so to do ;
to sell or hypothecate the capital or property of the said Company or
any part of the same, from time to time, or to dispose of the same when
and in such manner as they may think expedient so to do ; and to enter
into any contracts and make any agreements with any body, politic or
incorporate, or other persons, for the joint or more profitable execution
of the purposes, and exercise of the powers and authority above men-
tioned or otherwise, for the benefit of the said Company.

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Real proper-
ty.

V. The said Corporation may, moreover, under the name of the St.
Lawrence North Shore Navigation Company, acquire and hold immove-
able and real property, for the construction of wharves, sheds, offices,
and other dependencies thereto, as the said Company may think exp-
edient, at the different ports and places at which the steamboats of the
said Company shall touch ; and may, at all times, sell, exchange and
alienate the same, and buy others for the same purpose ; provided al-

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Its amount
limited.

ways that the said Company may not, at any time, hold real property exceeding in value the sum of five thousand dollars.

- 5 VI. The Directors of the said Company shall, from time to time, deliver to each of the Stockholders respectively certificates, bearing the Seal of the Company, signed by the President or Vice-President, and countersigned by the Secretary-Treasurer, specifying the number of shares belonging to such Stockholder; such certificates shall be made in the form of the Schedule A, annexed to this Act, and shall be surrendered to the Company whenever a share is transferred, and new certificates shall be issued to those entitled to receive the same; and a book shall be kept called the "Share Book," in which shall be entered, from time to time, the names and residences of the different persons who are Stockholders in the said Company, and the number of shares which they hold. Certificate of Shareholders.
Share book.
- 10
- 15 VII. The shares of the Company shall be held to be moveable property, and transferable to others by the persons to whom they belong: Provided always, that the seller shall not be entitled to sell nor to transfer his shares or any portion of them until he shall have paid to the Company all sums of money in which he may be indebted to them. Transfer of Shares.
- 20
- 25 VIII. The transfer of shares shall be made according to the form of the Schedule B, annexed to this Act, and shall be signed by the seller and accepted by the purchaser; and it shall be delivered together with the certificate of the seller to the Secretary-Treasurer of the Company, who shall register it in a book which shall be called the "Transfer Book," and a new certificate or new certificates shall be granted in the manner hereinbefore mentioned: Provided always, that at least one month previously, notice shall be given by the seller of his intention to make such transfer to the Board of Directors of the said Company, and that the said Board of Directors shall always have the right and privilege preferentially to accept the transfer of such share or shares at the price, and subject to the conditions demanded by the seller, according as the said Board may judge the said transfer to be advantageous or otherwise to the said Company. How made.
Transfer book.
Notice of intention to sell.
- 30

ANNUAL GENERAL MEETING.

- 35 IX. The yearly general meeting of the Stockholders of the said Company shall be holden at the Village of Berthier, or at Sorel, in the month of February in each year, for the election of Directors, and for the transaction, generally, of the affairs of the Company, and shall be convened by notice from the President or Vice-President, and in default of the two latter to issue the said notice, from two of the Directors, addressed to each of the Stockholders, either by mail or by public advertisement published in two Journals, whereof one in the English and the other in the French language, at least eight days previously. General meetings.
How convened.
Notice thereof.
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- 45 X. Special General Meetings shall be convened by the Board of Directors, for the consideration and transaction of the business of the Company whenever the affairs of the Company may require the same, and notice thereof shall be given in the same manner as notice is required to be given of the Annual General Meetings, stating the objects of the meeting. Special general meetings.
Notice thereof.

- 50 XI. Stockholders may attend the annual General Meetings and Special Meetings, and vote either personally, or by proxy, the bearers of proxies being Stockholders, authorised in writing according to the Stockholders' votes.
Proxies.

form of the Schedule C, annexed to the present Act, all questions shall be decided, and Directors shall be chosen and appointed by the majority of votes of the Stockholders; and in case of an equality of votes, the President shall have the casting vote.

May have only one vote. **XII.** Every Stockholder, whether present or represented by his Attorney, as aforesaid, shall have one vote only at General meetings, whatever be the amount of the shares which he holds, provided he have been a Stockholder at least one month before the time of voting. 5
 Proviso.

MANAGEMENT OF THE AFFAIRS OF THE COMPANY.

Number of Directors. **XIII.** The affairs of the Company shall be conducted and managed and the powers thereof exercised by a Board of nine Directors, who shall be chosen and appointed yearly at the annual general meeting of the Company by the Stockholders then present, or their Attorneys, in the manner here above prescribed; provided always, that every Stockholder who is the holder of twenty shares of one hundred dollars each in the capital of the said Company, the amount of which shall have been previously paid up and discharged in full, shall be of right a member of the said board of Directors, the number of whom to be elected, as aforesaid, shall be in proportion to that of the Directors who are so by right, so that the said Board be not composed of more than nine members. 10
 Qualification of a Director. 15

Meetings of Directors. Election of President, Vice-President, and Secretary-Treasurer. **XIV.** The Board of Directors shall meet every year within the fifteen days next ensuing after their election, and shall choose from the members thereof a President and Vice-President, and shall appoint a Secretary-Treasurer, who may be a Director; in case of the death or continued absence or the resignation of one of the Directors, or of his refusal to accept the said office, the Board of Directors may appoint another in his room. 20
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Quorum. **XV.** At all meetings of the Directors, five of them shall form a quorum; their decisions shall be passed by a majority of the members present, and in case of an equality of votes, the person who presides shall have a casting vote. 30

Continuance in office. **XVI.** The present Directors of the said St. Lawrence North Shore Navigation Company, as also their President, shall continue in office as such Directors until the next annual general meeting.

President may call meetings. Also the Directors. **XVII.** The President, or in his absence, the Vice-President shall convene meetings of the Directors whenever need requires, and at such places as he shall think fit; and in their default, or refusal to do so, two of the Directors may convene meetings, and the Directors shall be convened to attend such meetings, by letters sent to them by mail at least three days beforehand. 35

Appointment of Agents, &c. **XVIII.** The Board of Directors shall appoint such Agents, Sub-Agents, and other employecs as may be necessary for the transaction of the business of the Company, and dismiss the same when they think it expedient and advantageous so to do, shall appoint Auditors to audit the accounts, shall fix the remuneration of the Secretary-Treasurer and of the different employecs of the Company, shall make By-laws for the conduct and management of the affairs of the Company; provided they be not contrary to the laws of this Province, nor to the provisions of this Act, and shall alter, amend, repeal, and re-enact the same, as and whenever they shall think fit. 40
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- XIX. The President shall superintend the management of the affairs of the said Company generally, and shall preside at General Meetings, and at those of the Board of Directors; and in his absence the Vice-President shall fulfil his duties; and in the absence of both, a President shall be appointed *pro tempore*. President the manager.
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- XX. Every year, within fifteen days next preceeding the Annual General Meeting, the Auditors of the accounts of the Company shall, on notice being given to them by the Secretary-Treasurer, attend at the Office of the said Company, examine the accounts of the last past year, and make a Report thereof to the General Meeting. Audit of accounts.
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- XXI. It shall be the duty of the Directors to declare such yearly dividends out of the profits of the said Company as they, or a majority or them, shall think fit; and an exact and detailed statement shall every year be made of their affairs, debts, profits, credits and losses,—which statement shall be entered on the books of the said Company,—which books shall be open to the inspection of any shareholder; and a copy of the said statement, attested by the President, or by two of the Directors, shall be annually transmitted to each of the three branches of the Provincial Legislature; and all Judges, Commissioners, or Justices of the Peace, are authorized to administer the necessary oath. Division of profits.

Statement to be transmitted to Parliament.
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- XXII. The Secretary-Treasurer shall keep minutes of the Proceedings of the Board of Directors, and of the General Meetings of the Company; shall receive the monies of the said Company, and be responsible therefore; and shall keep the account-books and other books of the Company, in which all their affairs and transactions shall be regularly entered and recorded. Minutes of proceedings and accounts to be kept by Secretary.
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- XXIII. Books shall also be kept on board of the steamboats belonging to the Company, in which shall be regularly and strictly entered and recorded, all the monies received and disbursements made by the employees of the said Company. Books kept on boats.
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- XXIV. The Board of Directors of the said Company shall fix, and from time to time as they shall think fit, change the place where the Office of the Company shall be kept. Office of Company.
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- XXV. All services executed or effected at the Office of the Company, at the place where the same shall be fixed, or on the President or Secretary-Treasurer, or at the domicile of either of the two latter, shall be sufficient for all Courts of Justice or Equity in this Province;—no Stockholder of the Company, unless in his individual capacity a party in any process, shall be incompetent to give evidence as a witness in such process. Services, where to be made.

Competency of Stockholders as witnesses.
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- XXVI. If a writ of *saisie-arrêt* be served on the said Company, the President or the Secretary-Treasurer, may, in such case, make an appearance in obedience thereto, in order to make the declaration required by Law, as the case may require; and their declaration shall be held and received in all Courts of Justice in Lower Canada as the declaration of the said Company. Saisie-arret and answer thereto.
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- XXVII. This Act shall be deemed a Public Act. Public Act.

SCHEDULES

MENTIONED IN THE FOREGOING ACT.

SCHEDULE A.

ST. LAWRENCE NORTH SHORE NAVIGATION COMPANY.

This is to certify that A. B. is the owner of _____ Shares in the St. Lawrence North Shore Navigation Company, subject to the Rules, Orders, and By-laws of the said Company; and that the said A. B., his heirs and assigns, have a right to the profits and advantages accruing from the said Shares.

Given under the Common Seal of the said Company, the _____ day of _____, in the year of Our Lord _____

SCHEDULE B.

ST. LAWRENCE NORTH SHORE NAVIGATION COMPANY.

I, H.B., in consideration of the sum of _____, paid to me by C.D., of _____, hereby make over and transfer to the said C.D. _____ shares in the St. Lawrence North Shore Navigation Company, to be enjoyed by the said C.D., his heirs and assigns, subject to the same conditions on which I held them; and I, the said C.D., do hereby agree to accept and receive the said shares, subject to the same conditions.

In witness whereof, we have signed this present act of transfer, at the _____ day of _____

Witnesses.

SCHEDULE C.

ST. LAWRENCE NORTH SHORE NAVIGATION COMPANY.

I, A.B., of _____, one of the Stockholders of the St. Lawrence North Shore Navigation Company, hereby appoint C. D., of _____, to be my Attorney, for me and in my name in my absence, to vote on all matters whatsoever which may be moved at the meeting of the Stockholders of the said Company, to be holden on the _____ day of _____ next, in such manner as the said C. D. may think it expedient to vote.

In witness whereof, I have signed the present power of Attorney at _____, the _____ day of _____

Witnesses :